

EANS-General Meeting: Schoeller-Bleckmann Oilfield Equipment AG / Invitation to the General Meeting

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Invitation

to the Annual General Meeting

to be held on Wednesday 28 April 2010 at 10:00 a.m.
in 2630 Ternitz, Theodor Körner-Platz 2, ("Stadthalle")

with the following Agenda :

- 1) | Submission of the approved annual financial statements according to the Austrian Commercial Code (UGB) including the notes and management report, the corporate governance report, the consolidated financial statements according to IFRS including the notes thereto and the group management report, the Executive Board's proposal on the appropriation of the balance sheet profit, in each case in relation to the fiscal year ended 31 December 2009, and submission of the report of the Supervisory Board for the fiscal year 2009. |
- 2) | Resolution on the appropriation of the balance sheet profit as set out in the annual financial statements according to the Austrian Commercial Code for the fiscal year ended 31 December 2009. |
- 3) | Resolution on the discharge of the members of the Executive Board for the fiscal year 2009. |
- 4) | Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2009. |
- 5) | Resolution on the remuneration of the members of the Supervisory Board pursuant to Section 13 (4) of the Articles of Association. |
- 6) | Election of the auditor of the annual financial statements and the consolidated financial statements for the fiscal year 2010. |
- 7) | Resolution on |
 - a. | the revocation of the authorisation granted to the Executive Board at the Annual General Meeting on 16 April, 2008 to acquire own shares pursuant to Articles 65 (1) (no 8) and (1a) and (1b) of the Austrian Stock Corporation Act (AktG), together with the simultaneous resolution on the authorisation of the Executive Board to acquire, within a period of 30 months commencing from the day of adoption of the resolution, own shares of the Company pursuant to Article 65 (1) (no 8) and (1a) and (1b) of the Austrian Stock Corporation Act (AktG), up to a maximum of 10% of the issued share capital of the Company, with the minimum price for the buy-back being EUR 1.00 and the maximum price for the buy-back being EUR 100.00, as well as to determine the terms and conditions of such buy-back, whereupon the Executive Board is obliged to make public the respective resolution it has adopted and the buy-back programme based on such resolution, including its duration, in accordance with the applicable statutory provisions. The authorisation may be exercised either fully or partly and also in several partial amounts and in pursuance of one or several purposes by the Company, by a subsidiary of the Company (Section 228 (3) of the Austrian Commercial Code (UGB)) or by third parties for the account of the Company. Trading in the Company's own shares shall not be a valid purpose for any buy-back under this authorisation and, therefore, be prohibited; |
 - b. | The authorisation of the Executive Board to withdraw and cancel, or re-sell, the Company's own shares acquired, without the requirement of any further resolution to be adopted by the General Meeting, and to |

determine the terms and conditions of re-selling the shares. The |
authorisation may be exercised either fully or in several partial |
amounts and in pursuance of one or several purposes by the Company, by a |
subsidiary (Section 228 (3) Austrian Commercial Code (UGB)) or by third |
parties for the account of the Company. |

8) | Resolution on the amendment of the Articles of Association, in |
| particular to implement the optional adjustments provided for by the |
| Stock Corporation Amendment Act 2009 (AktRÄG) as follows: |
a. |Amendment of Section 3 (3) (Share Capital and Shares) to comply with |
| Section 10 (6) of the Austrian Stock Corporation Act (AktG); |
b. |Amendment of Section 4 (Publications) to the effect that the Executive |
| Board may decide on other methods of publication, in addition to the |
| publication in the "Official Journal" of the newspaper "Wiener Zeitung" |
| (Amtsblatt zur Wiener Zeitung), ; |
c. |Amendment of Section 14 (Annual General Meeting - Convocation -Exclusion|
| of Voting Rights) to comply with Sections 102, 107 and 111 of the |
| Austrian Stock Corporation Act (AktG), as well as addition of a new |
| paragraph (4), pursuant to which the Executive Board shall be |
| authorized, in accordance with Section 102 (3) of the Austrian Stock |
| Corporation Act (AktG), to provide for the option of electronic voting |
| within the meaning of Section 126 of the Austrian Stock Corporation Act |
| (AktG)and to specify the details of this type of voting procedure in the|
| invitations to General Meetings; |
d. |Deletion of Section 17 on the equal treatment of all shareholders in |
| case of a mandatory offer, as required due to amendments of the Takeover|
| Act; |
e. |Addition of a new Section 17 on bearing the costs of amendments to the |
| Articles of Association by the Company; |
f. |Addition of a new Section 18 to authorize the Supervisory Board to |
| resolve amendments of, and additions to, the Articles of Association |
| concerning only the wording. |

Due to the amendments to the Austrian Stock Corporation Act (AktG) as implemented by the Stock Corporation Amendment Act 2009 (AktRÄG 2009) the provisions of the Articles of Association of our Company concerning the convocation of General Meetings, the deposit of shares for General Meetings, and the right to attend General Meetings do not apply.

Right to attend and record date (Section 106 (6) and (7) AktG):

The right to attend the Annual General Meeting and to exercise shareholder rights which have to be asserted at the Annual General Meeting, pursuant to Section 111 (1) and (2) AktG, depend on the ownership of shares at the end of the 10th day before the date of the Annual General Meeting (record date), and, accordingly, on the ownership of shares on 18 April 2010, 12:00 p.m. midnight, Vienna time. Attendance of the Annual General Meeting is permitted only if a person is a shareholder on that record date and proves this fact to the Company. Such proof (deposit confirmation) must be received by the Company at its address in 2630 Ternitz, Hauptstraße 2, in writing or by telefax (+43 (+2630) 315-501), no later than on the third working day before the Annual General Meeting, that is no later than 23 April 2010.

The Company declares that, pursuant to Section 262 (20) AktG, it will not accept deposit confirmations and declarations, according to the fourth sentence of Section 114 (1) AktG in opposition to the second sentence of Section 10a (3) AktG, via an internationally disseminated, specifically secured communication network of credit institutions whose participants can be clearly identified (SWIFT).

In order to prove ownership of deposited bearer shares, submission of a deposit confirmation issued by a depositary credit institution registered in a member state of the European Economic Area or in a full OECD member state is sufficient (see Section 10a AktG). When submitted to the Company, the deposit confirmation must not be older than seven days. The deposit confirmation serving as proof of share ownership must refer to the above record date. Deposit confirmations are accepted in German and English only. The deposit confirmation has to contain the information set forth in Section 10a (2) AktG. For non-deposited bearer shares, written confirmation of share ownership

containing the same information as set forth in Section 10a (2) AktG by a notary public residing in Austria is sufficient. ,

Representation by proxies (Section 106 (8) AktG):

Each shareholder entitled to attend the Annual General Meeting has the right to appoint a natural or legal person as proxy (Sections 113, 114 AktG). Such proxy attends the Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder he/she represents. The Company itself, a member of the Executive Board or the Supervisory Board may exercise voting rights as proxy only to the extent the shareholder has issued an explicit voting instruction on the individual items on the Agenda. The proxy must be granted to a specific person. The proxy must be issued at least in text form pursuant to Section 13 (2) AktG; its revocation must also be made at least in text form. The proxy and/or its revocation must be sent to and retained by the Company. Proxies may be submitted to the Company no later than on 27 April 2010, 4:00 p.m. by post to 2630 Ternitz, Hauptstraße 2 or by telefax (+43 (+2630) 315-501). Otherwise, shareholders are kindly requested to present their proxies and/or revocations to the registration desk of the Annual General Meeting at its venue. For the appointment of a proxy and its revocation use of the proxy form made available by the Company for its shareholders on the Company's website (www.info.sbo.at) is mandatory (Section 114 (3) AktG). If requested, proxy forms can also be sent to shareholders by post.

If a shareholder has granted a proxy to the credit institution holding his/her deposit account, it is sufficient for the credit institution to declare that it was granted proxy in addition to issuing the deposit confirmation. Pursuant to Section 262 (20) AktG, the Company currently does not accept declarations pursuant to the fourth sentence of Section 114 (1) AktG via an internationally disseminated, specifically secured communication network of credit institutions whose participants can be clearly identified (SWIFT).

Information on shareholder rights (Section 106 (5) AktG):

Shareholders whose aggregate shareholdings equal five percent of the Company's share capital may, pursuant to Section 109 AktG, request in writing that additional items be put on the Agenda of the Annual General Meeting and be announced publicly. Each item that is requested to be added to the Agenda must be accompanied by a resolution proposal including a statement on the reasons for this request. Applicants must have held shares for at least three months prior to submitting the request. The shareholder's request must be received by the Company by the 21st day prior to the Annual General Meeting, that is no later than on 7 April 2010, and directed to the address 2630 Ternitz, Hauptstraße 2.

Furthermore, shareholders whose aggregate shareholdings equal one percent of the Company's share capital may, pursuant to Section 110 AktG, submit to the Company proposals for resolution on any item of the Agenda in text form and request that such proposals be made available on the Company's website together with the names of the respective shareholders, the statement of reasons to be enclosed and the statement, if any, of the Executive Board or the Supervisory Board. If proposals are made on the election of a member of the Supervisory Board, the statement of reasons is replaced by a statement of the suggested candidate, pursuant to Section 87 (2) AktG. This request is considered valid if received by the Company no later than on the seventh working day prior to the Annual General Meeting, that is no later than on 19 April 2010, and directed to the address 2630 Ternitz, Hauptstraße 2, or by telefax to +43 (+2630) 315-501.

On request, each shareholder is entitled to obtain information about matters concerning the Company at the Annual General Meeting to the extent that this is necessary to properly assess the items on the Agenda (Section 118 AktG).

Shareholder rights linked to ownership of shares during a certain period of time can be exercised only if the shareholder status in the relevant period is proved by submitting a deposit confirmation pursuant to Section 10a AktG. For bearer shares not held in a deposit account, written confirmation by a notary public residing in Austria is sufficient.

Further information on the above shareholder rights pursuant to Sections 109, 110 and 118 AktG is available on the Company's website (www.info.sbo.at).

Total number of shares and voting rights at the time of convocation (Section 106 (9) AktG):

Pursuant to Section 83 (2) (no 1) Stock Exchange Act and Section 106 (9) AktG we announce that the share capital of the company is EUR 16,000,000.-- and is divided into 16,000,000 no-par value bearer shares. Each no-par value bearer share confers the right to one vote. Taking into account 69,884 own shares, for which the right to vote cannot be exercised pursuant to Section 65 (5) AktG, a total of 15,930,116 voting rights exist as of 10 March 2010.

Shareholders may inspect the following documents pursuant to Section 108 (3) and (4) AktG from the 21st day before the Annual General Meeting is held, that is from 7 April 2010, at the Company's seat in A-2630 Ternitz, Hauptstraße 2, or on the website of the Company (www.info.sbo.at):

Annual financial statements according to Austrian Commercial Code for the year ended 31 December 2009 including notes and management report;

Corporate governance report;

IFRS-based consolidated financial statements for the year ended 31 December 2009 including the notes to the consolidated financial statements and the group management report,

Proposal of appropriation of net income by the Executive Board;

Report of the Supervisory Board;

Proposed resolutions on items 2. to 8. on the Agenda;

Wording of the Articles of Association of the Company with due regard to the proposed amendments and comparison to current wording of the Articles of Association;

In order to ensure smooth admission, shareholders are kindly requested to arrive on time before the Annual General Meeting starts. The Company reserves the right to verify the identity of those gathered for the Meeting. Should identity not be verifiable, we may refuse entry. Participants are therefore requested to bring along an official photo ID (such as passport or driving licence) to verify their identity. Admission for collecting voting cards starts at 9:00 a.m.

Ternitz, March 2010

The Executive Board

Further inquiry note:

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