

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

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SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft  
Ternitz, FN 102999w (the "Company ") Homepage: [www.sbo.at](http://www.sbo.at)  
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## I N V I T A T I O N

We herewith invite our shareholders to the

Annual General Meeting

to be held on Wednesday, 27 April 2016 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 retained profit, in each case in relation to the fiscal year ended 31 December 2015, and submission of the Report of the Supervisory Board for the fiscal year 2015.
- 2)  
Resolution on the appropriation of the retained profit as set out in the Annual Financial Statements for the fiscal year ended 31 December 2015.
- 3)  
Resolution on the discharge of the members of the Executive Board for the fiscal year 2015.
- 4)  
Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2015.
- 5)  
Election of the auditors of the Annual Financial Statements and the Consolidated Financial Statements for the fiscal year 2016.
- 6)  
Resolution on the remuneration of the members of the Supervisory Board pursuant to Section 13 (4) of the Articles of Association.
- 7)  
Elections to the Supervisory Board.
- 8)
  - a)  
Resolution regarding  
the revocation of the authorization granted to the Executive Board at the Annual General Meeting on 23 April 2014 to reacquire treasury shares pursuant to Sections 65 (1) (no 8) and (1a) and (1b) of the Austrian Stock Corporation Act (AktG).
  - b)  
the authorization of the Executive Board to acquire, within a period of 30 months commencing from the day of adoption of the resolution, treasury shares of the Company pursuant to Sections 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, fixation of the minimum and maximum price pursuant to Section 65 (1) (no 8) of the Austrian Stock Corporation Act (AktG) as well as to determine the terms and conditions of such re-acquisition.
  - c)  
the authorization of the Executive Board to cancel treasury shares pursuant to Section 65 (1) (no 8) of the Austrian Stock Corporation Act (AktG) without any

further resolution of the General Meeting being required, and adopt amendments to the Articles of Association arising from the cancellation of shares, or to dispose of treasury shares again and to determine the terms and conditions of such disposal. The acquisition of treasury shares for purposes of trading is not admissible pursuant to Section 65 (1) (no 8) of the Austrian Stock Corporation Act (AktG).

d)  
Resolution on the revocation of the authorization granted by the Annual General Meeting on 25 April 2012 pursuant to Article 65 (1b) of the Austrian Stock Corporation Act (AktG) for a period of five years, subject to the approval of the Supervisory Board, to dispose of treasury shares by other means than via the stock exchange or a public offering and to exclude the option to repurchase respectively the subscription rights of the shareholders; and simultaneously to resolve on the authorization of the Executive Board pursuant to Article 65 (1b) of the Austrian Stock Corporation Act (AktG), subject to the approval of the Supervisory Board, to dispose of treasury shares by other means than via the stock exchange or a public offering and to exclude the option to repurchase of the shareholders.

Right to attend and record date (Section 106 (6) and (7) Stock Corporation Act (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 17 April 2016, 12:00 p.m. midnight. 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 evidence (deposit confirmation) must be received by the Company pursuant to Section 10a Stock Corporation Act (AktG), no later than 22 April 2016, exclusively at one of the addresses below:

By post: Schoeller-Bleckmann  
Oilfield Equipment AG  
Hauptstraße 2  
2630 Ternitz or

By telefax +43 (0)1 8900 500 65

By e-mail: anmeldung.sbo@hauptversammlung.at (as an attached scan, in tif or pdf format, etc.)

Via SWIFT: GIBAAATWGGMS  
Message Type MT 598; reference to ISIN AT0000946652 must be included

The deposit confirmation must be issued by the custodian bank which must be registered in a member state of the European Economic Area or in a full OECD member state. Furthermore, it must contain the information set forth in Section 10a (2) AktG and refer to the above record date. Deposit confirmations are accepted in the German or English language only.

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 in writing pursuant to Section 13 (2) AktG; its revocation must also be made in writing. 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 26 April 2016, 4:00 p.m. to 2630 Ternitz, Hauptstraße 2, by telefax (+43 (0)1 8900 500 65) or by e-mail: anmeldung.sbo@hauptversammlung.at .

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, the proxy form made available by the Company for its shareholders on the Company's website (www.sbo.at) must be used (Section 114 (3) AktG). If requested, proxy forms can also be sent to shareholders by post.

If a shareholder has granted a proxy to his/her custodian bank, it is sufficient

for the credit institution to declare that it was granted proxy, in addition to issuing the deposit confirmation.

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

Shareholders whose individual or aggregate shareholdings reach at least five percent of the Company's share capital may, pursuant to Section 109 AktG, request in writing that items be added to the Agenda of the Annual General Meeting and that they are announced. Each item that is requested to be added to the Agenda must be accompanied by a resolution proposal including a statement of 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 6 April 2016, and addressed to 2630 Ternitz, Hauptstraße 2.

Furthermore, shareholders whose individual or aggregate shareholdings reach one percent of the Company's share capital may, pursuant to Section 110 AktG, submit to the Company written proposals for resolution on any item of the Agenda and request that such proposals be made available on the Company's website together with the names of the respective shareholders, the (mandatory) statement of reasons, and the statements, if any, of the Executive Board or the Supervisory Board. If proposals are made on the election of a member to 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 18 April 2016, addressed to 2630 Ternitz, Hauptstraße 2, or by telefax to +43 (0)2630 315501.

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. When presented to the Company, the deposit confirmation may not be older than seven days.

Extensive information on the above shareholder rights pursuant to Sections 109, 110, 118 and 119 AktG is available on the Company's website ([www.sbo.at](http://www.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 (BörseG) and Section 106 (9) AktG we announce that at the date of the convocation to the Annual General Meeting the share capital of the company is EUR 16,000,000.00, which is divided into 16,000,000 bearer shares with a nominal of EUR 1.00 each. Each bearer share confers the right to one vote. At the date of the convocation (reference date: 29 March 2016), the Company holds 18.000 treasury shares, for which the right to vote cannot be exercised pursuant to Section 65 (5) AktG. Consequently, at the date of the convocation to the Annual General Meeting, the number of participating and voting shares totals 15,982,000 as of 29 March 2016.

In particular, the following information will be accessible through the Company's website ([www.sbo.at/Investor Relations/Annual General Meeting](http://www.sbo.at/Investor%20Relations/Annual%20General%20Meeting)) from 6 April 2016 and will also be available during the Annual General Meeting:

- Annual Financial Statements according to Austrian Commercial Code for the year ended 31 December 2015 including Notes and Management Report;
- Corporate Governance Report;
- Consolidated Financial Statements according to IFRS for the year ended 31 December 2015, including the Notes thereto and the Group Management Report;
- Proposal for the appropriation of retained profit by the Executive Board (item 2 on the Agenda);
- Report of the Supervisory Board;
- Proposed resolutions on items 2 to 8 on the Agenda;
- Report of the Executive Board on item 8 on the Agenda
- The candidates' statements for election as members to the Supervisory Board pursuant to Section 87 (2) AktG.

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 identity card with photograph (such as passport or driving

licence) to verify their identity. Admission for collecting voting cards starts at 9:00 a.m.

Ternitz, March 2016

The Executive Board

Further inquiry note:

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ISIN: *AT0000946652*

indexes: *WBI, ATX Prime, ATX*

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language: *English*



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