

**EANS-General Meeting: Schoeller-Bleckmann Oilfield Equipment AG / Invitation to the General Meeting according to art. 107 para. 3 Companies Act - ATTACHMENT**

General meeting information transmitted by euro adhoc with the aim of a Europe-wide distribution. The issuer is responsible for the content of this announcement.

20.03.2019

Correction to the transmission of 20.03.2019

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft  
Ternitz  
FN 102999 w, ISIN AT0000946652

Invitation to the Annual General Meeting

We herewith invite our shareholders to the Annual General Meeting of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft to be held on

Tuesday, 23 April 2019, at 10:00 a.m.

in 2630 Ternitz, Theodor-Körner-Platz 2 ("Stadthalle").

**I. 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, the Group Management Report and disclosure of non-financial information, the Executive Board's Proposal on the appropriation of the retained profit, in each case in relation to the fiscal year ended 31 December 2018, and submission of the Report of the Supervisory Board for the fiscal year 2018
2. Resolution on the appropriation of the retained profit as set out in the Annual Financial Statements for the fiscal year ended 31 December 2018
3. Resolution on the discharge of the members of the Executive Board for the fiscal year 2018
4. Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2018
5. Election of the auditors of the Annual Financial Statements and the Consolidated Financial Statements for the fiscal year 2019
6. Election of two persons to the Supervisory Board
7. Resolution on the granting of new Authorized Capital [Authorized Capital 2019]
  - i) authorization to the issuance of new shares against contribution in cash and/or kind,
  - ii) while maintaining the statutory subscription right, including in terms of the indirect subscription right pursuant to Section 153 (6) AktG,
  - iii) however, also with the authorization to exclude the statutory subscription right, and to have the subscription right excluded directly in certain cases;
- and Resolution on amendments to the Articles of Association in § 3 (Share Capital and Shares); thereby canceling the Authorized Capital as resolved by the Annual General Meeting on 23 April 2014

**II. DOCUMENTS REGARDING THE ANNUAL GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE**

In particular, the following information will be accessible through the

Company's website at [www.sbo.at/hauptversammlung](http://www.sbo.at/hauptversammlung), which is registered in the Register of Companies (Firmenbuch), by 2 April 2019 at the latest:

- \* Annual Financial Statements including Management Report,
- \* Corporate Governance Report,
- \* Consolidated Financial Statements including Management Report and disclosure of non-financial information,
- \* proposal for the appropriation of retained profit,
- \* Report of the Supervisory Board,

each for the fiscal year 2018;

- \* proposed resolutions on items 2 - 7 on the Agenda,
- \* The candidates' statements for election as members to the Supervisory Board (item 6) pursuant to Section 87 (2) Austrian Stock Corporation Act (AktG) and their CV,
- \* Report of the Executive Board pursuant to Section 170 (2) Austrian Stock Corporation Act (AktG) and Section 153 (4) Austrian Stock Corporation Act (AktG) on Agenda item - increase of Share Capital,
- \* form for granting a proxy,
- \* form for revoking of a proxy,
- \* complete text of this invitation.

### III. RECORD DATE AND REQUIREMENTS FOR ATTENDANCE AT THE ANNUAL GENERAL MEETING

The right to attend the Annual General Meeting and to exercise voting rights and other shareholder rights which have to be asserted at the Annual General Meeting depend on the ownership of shares at the end of 13 April 2019 (record date). Attendance at the Annual General Meeting is permitted only if a person is a shareholder on that record date and proves this fact to the Company.

For evidence of share ownership on the record date, a deposit confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (AktG) must be received by the Company no later than 17 April 2019 (midnight, CEST, Vienna time) exclusively through one of the communication channels and addresses below:

(i) for transmitting the deposit confirmation in text form, which is deemed sufficient by § 14 (3) of the Articles of Association

By telefax: +43 (1) 8900 500 - 65

By e-mail [anmeldung.sbo@hauptversammlung.at](mailto:anmeldung.sbo@hauptversammlung.at)

(Please send deposit confirmations in PDF format)

(ii) for transmitting the deposit confirmation in written form

By post or courier SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft  
c/o HV-Veranstaltungsservice GmbH

8242 St. Lorenzen am Wechsel, Köppel 60

Via SWIFT GIBAATWGGMS

(Message Type MT598 or MT599,

reference to ISIN AT0000946652 must be included)

Shareholders are requested to contact their custodian bank and arrange for the issuance and transmission of a deposit confirmation.

The record date has no effect on the saleability of the shares and has no significance for the dividend entitlement.

Deposit confirmation pursuant to Section 10a of the Stock Corporation Act (AktG)

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 member state of the OECD and must contain the following information:

\* Details of the issuer: name/company, address or a standard code used in

communications between credit institutions

\* Details of the Shareholder: name (company) and address, date of birth in the case of natural persons, name of the register and registration number of the legal person in its country of origin (if applicable) in the case of legal persons

\* Details of the shares: number of the shares held by the shareholder, ISIN AT0000946652,

\* deposit number or other designation

\* date to which the deposit confirmation refers.

The deposit confirmation as evidence of share ownership for attendance at the Annual General Meeting must refer to the end of the record date 13 April 2019 (midnight, CEST, Vienna time).

The deposit confirmation is accepted in the German or English language.

#### Proof of identity

Shareholders and their proxies are requested to keep a valid official photo ID at hand for identification during registration.

If you come to the Annual General Meeting as proxy, please take your proxy document with you in addition to your official photo ID. If the original proxy document has already been sent to the Company, please facilitate access by having a copy of the proxy document with you.

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft reserves the right to verify the identity of the persons gathering for the Meeting. Should it not be possible to verify the identity, we may refuse admission.

#### IV. POSSIBILITY TO APPOINT A PROXY AND PROCEDURE TO BE FOLLOWED FOR THIS PURPOSE

Each shareholder who is entitled to attend the Annual General Meeting and has provided evidence of this to the Company in accordance with the stipulations of section III of this invitation has the right to appoint a proxy to attend the Annual General Meeting on behalf of such shareholder and to have the same rights as such shareholder whom he/she represents.

The proxy must be granted in text form pursuant to Section 13 (2) Austrian Stock Corporation Act (AktG) to a specific person (natural or legal person), whereby it is also possible to grant proxy to several persons.

A proxy may be granted both before and during the Annual General Meeting.

We offer the following communication channels and addresses for the transmission of proxy documents:

By post or courier SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft

c/o HV-Veranstaltungsservice GmbH

8242 St. Lorenzen am Wechsel, Köppel 60

By telefax: +43 (1) 8900 500 - 65

By e-mail [anmeldung.sbo@hauptversammlung.at](mailto:anmeldung.sbo@hauptversammlung.at)

(Please send deposit confirmations in PDF format)

The proxy documents must be received at one of the aforementioned addresses by 19 April 2019, 4:00 p.m., unless they are presented at the entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting. A proxy form and a revocation form are available on the Company's website at [www.sbo.at/hauptversammlung](http://www.sbo.at/hauptversammlung). In the interest of a smooth processing, we kindly ask you to always use the provided forms.

Detailed information on the proxy, in particular the text form and the content of the proxy, can be found in the proxy form provided to the shareholders. If a shareholder has granted a proxy to his/her custodian bank (Section 10a of the Austrian Stock Corporation Act (AktG)), it is sufficient for the credit institution to declare that it was granted proxy, in addition to transmitting the deposit confirmation to the Company by the designated means.

Shareholders may exercise their rights in person at the Annual General Meeting even after proxy has been granted. Personal attendance is considered as revocation of a previously granted proxy.

The above provisions on the granting of proxies shall apply mutatis mutandis to the revocation of proxies.

## V. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AKTG

### 1. Supplement to the Agenda by shareholders pursuant to Section 109 of the Austrian Stock Corporation Act (AktG)

Shareholders whose aggregate shareholdings reach 5% of the Company's share capital and who have held these shares for at least three months prior to the submission of the proposal may request in writing that additional items be added to the Agenda of this Annual General Meeting and that they are announced, provided that such request is received by the Company in written form by post or courier no later than 2 April 2019 (midnight, CEST, Vienna time) solely at its address in 2630 Ternitz, Hauptstraße 2, attn.

Manuela Scheiber. Each item on the Agenda so requested must be accompanied by a proposal for a resolution including a statement of reasons. Shareholder ownership is to be demonstrated by presenting a deposit confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (AktG) which confirms that the shareholders submitting the request have been holders of the shares for at least three months prior to the submission of the request and which must not be more than seven days old when presented to the company. For other requirements for the deposit confirmation, please refer to the explanations on the right to attend (section III).

### 2. Shareholders' proposals for resolution regarding the Agenda pursuant to Section 110 AktG

Shareholders whose aggregate shareholdings reach 1% of the Company's share capital may submit in text form proposals for resolution including a statement of reasons and request that such proposals be made available on the Company's website, which is registered in the Register of Companies (Firmenbuch), 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, provided that such request is received by the Company in text form no later than 11 April 2019 (midnight, CEST, Vienna time) either by telefax to +43 (0)2630 315501 or to the address 2630 Ternitz, Hauptstraße 2, attn. Manuela Scheiber, or by e-mail to [m.scheiber@sbo.co.at](mailto:m.scheiber@sbo.co.at), whereby the request is to be attached to the e-mail in text form, for example as pdf.

If a proposal is 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) of the Austrian Stock Corporation Act (AktG).

Shareholder ownership is to be demonstrated by submitting a deposit confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (AktG) which must not be more than seven days old when presented to the company. For other requirements for the de-posit confirmation, please refer to the explanations on the right to attend (section III).

### 3. Information pursuant to Section 110 (2) Sentence 2 of the Austrian Stock Corporation Act (AktG)

In regard to item 6. "election of two persons to the Supervisory Board" and to any submission of a corresponding nomination by shareholders pursuant to Section 110 of the Austrian Stock Corporation Act (AktG), the company provides the following information:

The Supervisory Board of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft currently consists of six members elected by the Annual General Meeting (shareholders' representatives). Of the six shareholders' representatives, four are men and two are women.

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft is subject to Section 86 (7) of the Austrian Stock Corporation Act (AktG) and must take into account the minimum percentage requirement pursuant to Section 86 (7) of the Austrian Stock Corporation Act (AktG).

Note that the works council has not delegated any members to the Supervisory Board pursuant to Section 110 of the Austrian Labor Constitutional Act (ArbVG) and therefore no statement is made as to whether an objection has been declared pursuant to 86 (9) of the Austrian Stock Corporation Act (AktG).

Section 10 (1) of the Articles of Association of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft stipulates that the Supervisory Board shall consist of four to six members appointed by the General Meeting.

In the event that an election proposal is submitted by shareholders pursuant to Section 110 of the Austrian Stock Corporation Act (AktG) for item 6. "election of two persons to the Supervisory Board", it should be considered that a woman has to be proposed in order to comply with the minimum percentage requirement pursuant to Section 86 (7) of the Austrian Stock Corporation Act (AktG).

### 4. Shareholders' right to information pursuant to Section 118 of the Austrian Stock Corporation Act (AktG)

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. The information obligation also extends to the legal relations of the Company to an affiliated company and to the state of the Group and of the companies included in the Consolidated Financial Statements.

Information may be denied if, according to reasonable business judgement, it could cause significant harm to the Company or an affiliated company, or if the disclosure thereof would be constitute an offence.

Requests for information are generally made verbally at the Annual General Meeting, but are also welcome in writing.

Questions that require lengthy preparation to be answered may be submitted to the Executive Board in writing in good time before the Annual General Meeting in order to safe-guard the efficiency of the Meeting. The questions may be submitted to the Company at 2630 Ternitz, Hauptstraße 2, attn. Manuela Scheiber, or by e-mail to [m.scheiber@sbo.co.at](mailto:m.scheiber@sbo.co.at).

### 5. Shareholders' proposals pursuant to Section 119 of the Austrian Stock Corporation Act (AktG)

Each shareholder is entitled - irrespective of a certain shareholding - to

submit proposals to the Annual General Meeting on any item of the Agenda. If several proposals have been made regarding a specific item on the Agenda, the Chairman shall determine the order of voting pursuant to Section 119 (3) of the Austrian Stock Corporation Act (AktG).

However, a shareholder's proposal on Agenda item 6. "election of two persons to the Supervisory Board" is subject to the timely submission of a resolution proposal pursuant to Section 110 of the Austrian Stock Corporation Act (AktG): Persons can only be proposed for election to the Supervisory Board by shareholders whose aggregate share-holdings reach 1% of the Company's share capital. Such nominations must be received by the Company no later than 11 April 2019 in the manner specified above (section V para 2). Each nomination must be accompanied by a declaration pursuant to Section 87 (2) of the Austrian Stock Corporation Act (AktG) stating the nominee's expert knowledge, his or her professional or comparable functions as well as any circumstances which could give rise to the concern of bias. Otherwise, the shareholder's proposal for the election of a person to the Supervisory Board must not be taken into account when voting.

For information pursuant to Section 110 (2) Sentence 2 Austrian Stock Corporation Act (AktG), please refer to the explanations in section V para 3.

## 6. Information on the website

Further information on these shareholders' rights pursuant to Sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG) is now available on the Company's web-site at [www.sbo.at/hauptversammlung](http://www.sbo.at/hauptversammlung).

## 7. Information on data protection for shareholders

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft processes personal data of the shareholders (in particular those required by Section 10a (2) of the Austrian Stock Corporation Act (AktG), i.e. name, address, date of birth, securities deposit number, number of shares of the shareholder, class of shares (if applicable), voting card number as well as name and date of birth of the proxy (if any)) according to the applicable data protection legislation, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act (Datenschutzgesetz), in order to enable shareholders to exercise their rights at the Annual General Meeting.

Under the Austrian Stock Corporation Act (Aktiengesetz), the processing of shareholders' personal data is a mandatory prerequisite for the participation of shareholders and their proxies in the Annual General Meeting. The legal basis for the processing is Article 6 (1) (c) GDPR.

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft is the data controller with respect to such processing. SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft uses external service providers such as notaries, lawyers, banks, counting service providers and IT service providers for the purposes of organizing the Annual General Meeting and dividend clearing. They receive from SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft only such personal data as are necessary for the execution of the commissioned service and process the data only in accordance with the instructions of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft. Where legally necessary, SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft has concluded a data protecting agreement with these service providers.

If a shareholder participates in the Annual General Meeting, all shareholders or proxies present, the members of the Executive Board and Supervisory Board, the notary and all other persons with a legal right to participate may inspect the legally mandatory list of participants (Section 117 AktG) and thus also inspect

the personal data specified therein (including name, place of residence, shareholding relationship). Furthermore, SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft is required by law to submit personal shareholder data (in particular the list of participants) as part of the no-tarial protocol to the Commercial Register (Firmenbuch) (Section 120 AktG).

Shareholders' data will be anonymized or deleted as soon as they are no longer necessary for the purposes for which they were collected or processed, unless other legal obligations require further storage. Evidence and storage obligations derive in particular from commercial, stock and takeover legislation, from fiscal and tax legislation and from anti money laundering regulations. If legal claims are made by shareholders against SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft or vice versa by SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft against share-holders, the storage of personal data serves to clarify and enforce claims in individual cases. This may lead to the storage of data in the context of civil court proceedings for the duration of the limitation period plus the duration of the court proceedings up to their legally binding termination.

Each shareholder has a right of access, rectification, restriction, objection and erasure at any time with regard to the processing of personal data, as well as a right to data portability in accordance with Chapter III of the GDPR. Shareholders may exercise these rights against SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft free of charge by using the e-mail address [compliance@sbo.co.at](mailto:compliance@sbo.co.at) or the following contact details:

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft  
Group Compliance Management  
2630 Ternitz, Hauptstraße 2  
Phone: +43 2630 315 315 0

Furthermore, shareholders have the right to lodge a complaint with the data protection supervisory authority pursuant to Article 77 GDPR.

For further information on data protection, please refer to the privacy policy on the web-site of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft at [www.sbo.at/privacypolicy](http://www.sbo.at/privacypolicy).

## VI. FURTHER INFORMATION AND NOTES

### Total number of shares and voting rights

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. At the date of the convocation, the Company holds 50,697 treasury shares. These treasury shares do not entitle it to any rights. Consequently, at the date of the convocation to the Annual General Meeting, the number of participating and voting shares totals 15,949,303.

Ternitz, March 2019 The Executive Board

Further inquiry note:  
Mag. Andreas Böcskör MSc  
Head of Investor Relations, Legal and Compliance

Schoeller-Bleckmann Oilfield Equipment AG  
A-2630 Ternitz/Austria, Hauptstrasse 2  
Tel.: +43 2630 315-252  
Fax: +43 2630 315-501  
E-Mail: [a.boecschoer@sbo.co.at](mailto:a.boecschoer@sbo.co.at)  
Web: [www.sbo.at](http://www.sbo.at)  
LinkedIn: [www.linkedin.com/company/schoeller-bleckmann-oe/](http://www.linkedin.com/company/schoeller-bleckmann-oe/)

end of announcement euro adhoc

Attachments with Announcement:

[http://resources.euroadhoc.com/documents/226/12/10280842/1/Revocation\\_of\\_proxy.pdf](http://resources.euroadhoc.com/documents/226/12/10280842/1/Revocation_of_proxy.pdf)  
<http://resources.euroadhoc.com/documents/226/12/10280842/1/Proxy.pdf>

issuer: Schoeller-Bleckmann Oilfield Equipment AG  
                  Hauptstrasse 2  
                  A-2630 Ternitz  
phone: 02630/315110  
FAX: 02630/315101  
mail: sboe@sbo.co.at  
WWW: <http://www.sbo.at>  
ISIN: AT0000946652  
indexes: ATX, WBI  
stockmarkets: Wien  
language: English



Aussendung übermittelt durch euro adhoc  
The European Investor Relations Service