



EQS-News: Schoeller-Bleckmann Oilfield Equipment AG / Announcement of the Convening of the General Meeting
Schoeller-Bleckmann Oilfield Equipment AG: Invitation to the Annual General Meeting
28.03.2023 / 08:00 CET/CEST
Announcement of the Convening of the General Meeting, transmitted by EQS News - a service of EQS Group AG.
The issuer is solely responsible for the content of this announcement.

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft

Ternitz

FN 102999 w, ISIN AT0000946652

(„Company“)

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

Thursday, 27 April 2023, 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 2022, and submission of the Report of the Supervisory Board for the fiscal year 2022
2. Resolution on the appropriation of the retained profit as set out in the Annual Financial Statements for the fiscal year ended 31 December 2022
3. Resolution on the discharge of the members of the Executive Board for the fiscal year 2022
4. Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2022
5. Election of the auditors of the Annual Financial Statements and the Consolidated Financial Statements for the fiscal year 2023
6. Election to the Supervisory Board
7. Resolution on the Remuneration Report for the fiscal year 2022
8. Resolution on the remuneration of the members of the Supervisory Board
9. Resolution on amendments to the Articles of Association in § 2 "Objects of the Company"
10. Resolution on amendments to the Articles of Association in § 4 "Publications"
11. Resolution on amendments to the Articles of Association in § 7 "Report to the Supervisory Board ("Aufsichtsrat")"
12. Resolution on amendments to the Articles of Association in § 14 "General Meeting ("Hauptversammlung") - Convocation – Voting by electronic means"

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

In particular, the following documents will be accessible in accordance with Section 108 (3) and (4) Austrian Stock Corporation Act (AktG) through the Company's website at www.sbo.at/hauptversammlung, which is registered in the Register of Companies (Firmenbuch), by **6 April 2023** at the latest:

Annual Financial Report 2022 including

- **Annual Financial Statements including Management Report,**
- Consolidated Financial Statements including Consolidated Management Report,
- Disclosure of non-financial information,

Corporate Governance Report 2022,

- Proposal for the appropriation of retained profit,
- Report of the Supervisory Board 2022,
- Remuneration Report 2022,
- Proposed resolutions on items 2-12 on the Agenda,
- Curriculum Vitae Mag. Sonja Zimmermann,
- The candidate's statement for election as member to the Supervisory Board pursuant to Section 87 (2) Austrian Stock Corporation Act (AktG),
- Articles of association in redline version,
 - Form for granting a proxy,
 - Form for granting a proxy to the independent proxy,
 - Form for the revocation of a proxy,
 - Form for the revocation of a proxy to the independent 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 17 April 2023 (midnight, Vienna time) (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 Austrian Stock Corporation Act (AktG) must be received by the Company no later than **24 April 2023** (midnight, 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 Section 14 (3) of the Articles of Association

By telefax

+43 (0)1 8900 500 50

By e-mail 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 GIBAAWGGMS
(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 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 (Section 10a (2) Austrian Stock Corporation Act (AktG)):

- Details of the issuer: Name/company name and address or a standard code used in communications between credit institutions (SWIFT-Code),
- 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 shares held by the shareholder, ISIN AT0000946652 (International Securities Identification Number),
- Deposit number, securities account number or other identification,
- Date or period 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 17 April 2023 (midnight, Vienna time).

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

Proof of identity

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.

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

If you come to the Annual General Meeting as a 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.

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 (0)1 8900 500 50

By e-mail anmeldung.sbo@hauptversammlung.at
(Please send proxy documents in PDF format)

Via SWIFT GIBAAWGGMS
(Message Type MT598 or MT599,
reference to ISIN AT0000946652 must be included)

In person at registration for the Annual General Meeting at the location of the Meeting

The proxy documents must be received at one of the aforementioned addresses by **26 April 2023, 12:00 noon**, 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. 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 their custodian bank (Section 10a 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.

Independent proxy

As a special service, we offer our shareholders the option to have their voting rights exercised by an independent proxy appointed by the company. Attorney, Mag. Ewald Oberhammer, LL.M. will be available for the Annual General Meeting as an independent proxy and will represent these shareholders. The costs of the independent proxy are borne by SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft. All other costs, in particular the bank charges for the deposit confirmation or postage costs, are to be borne by the shareholder.

For granting the proxy to Attorney, Mag. Ewald Oberhammer, LL.M., use the special form made available on the company's website www.sbo.at/hauptversammlung no later than 6 April 2023. The proxy must be received in a timely manner (no later than 26 April 2023, 12:00 noon, Vienna time) exclusively at one of the following addresses:

By post or courier SCHOELLER-BLECKMANN OILFIELD
EQUIPMENT Aktiengesellschaft
c/o HV-Veranstaltungsservice GmbH
8242 St. Lorenzen am Wechsel, Köppel 60

By telefax +43 (0)1 8900 500 50

By e-mail oberhammer.sbo@hauptversammlung.at
(Please send proxy documents in PDF format)

If Attorney, Mag. Ewald Oberhammer, LL.M. is granted proxy, Attorney, Mag. Ewald Oberhammer, LL.M. exercises the voting rights exclusively on the basis of the instructions issued by the shareholder, which can be indicated on the special proxy form. If no instructions have been indicated, the representative will vote in favour of the resolutions proposed by the Executive Board and the Supervisory Board. Please note that the proxy does not accept orders to speak, to appeal against resolutions of the general meeting or to ask questions or present motions.

The proposed resolutions that are put to the vote will be published by the Company on the website at www.sbo.at/hauptversammlung.

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 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 mail or courier no later than **6 April 2023** (midnight, Vienna time) solely at its address **SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft, Attn. Manuela Scheiber, 2630 Ternitz, Hauptstrasse 2** or, if by e-mail, with a qualified electronic signature to the e-mail address **m.scheiber@sbo.co.at** or by SWIFT to the address GIBAATWGGMS. "In writing" means signed by hand or by corporate signature by each applicant or, if by e-mail, by qualified electronic signature or, if by SWIFT, by Message Type MT598 or Type MT599, with ISIN AT0000946652 being necessarily indicated in the text in the case of ordinary shares.

Each item on the Agenda so requested must be accompanied by a proposal for a resolution including a statement of reasons. The item and the proposed resolution, but not its statement of reasons, shall in any case be written in German as well. The shareholder status is to be demonstrated by presenting a deposit confirmation pursuant to Section 10a 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. Several deposit confirmations for shares which only jointly reach the required extend of participation of 5% of the share capital must refer to the same point of time (day, time).

For other requirements for the deposit confirmation, please refer to the explanations on the right to attend (Section IV).

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 **18 April 2023** (midnight, Vienna time) either by mail or courier to **SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft, Attn. Manuela Scheiber, 2630 Ternitz, Hauptstrasse 2** or by email to **m.scheiber@sbo.co.at**, whereby the request is to be attached to the e-mail in text form, for example as pdf. If text form within the meaning of Section 13 (2) Austrian Stock Corporation Act (AktG) is prescribed for statements, the statement must be made in a document or in another manner suitable for permanent reproduction in written characters, the person making the statement must be named and the conclusion of the statement must be made recognizable by reproduction of the signature or otherwise. The proposed resolution, but not its statement of reasons, shall in any case be written in German as well.

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.

Shareholder ownership is to be demonstrated by submitting a deposit confirmation pursuant to Section 10a Austrian Stock Corporation Act (AktG) which must not be more than seven days old when presented to the Company. In the case of several shareholders who only jointly reach the required shareholding of 1% of the share capital, the deposit confirmations for all shareholders must refer to the same day and time.

For other requirements for the deposit confirmation, please refer to the explanations on the right to attend (Section IV.).

3. Information pursuant to Section 110 (2) Sentence 2 in conjunction with Section 86 (7) and 9 Austrian Stock Corporation Act (AktG)

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

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.

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

The Supervisory Board of **SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft** currently consists of five members elected by the Annual General Meeting (shareholders' representatives).

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft is currently not subject to Section 86 (7) Austrian Stock Corporation Act (AktG) and there is no obligation to comply with the minimum percentage requirement pursuant to Section 86 (7) Austrian Stock Corporation Act (AktG), since the Supervisory Board will continue to consist of only five capital representatives after the Annual General Meeting if one person is elected to the Supervisory Board.

Of the five shareholders' representatives, three are men and two are women. The minimum percentage requirement pursuant to Section 86 (7) Austrian Stock Corporation Act (AktG) has already been fulfilled.

4. Shareholders' right to information pursuant to Section 118 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 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 safeguard 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 vorstand@sbo.co.at.

5. Shareholders' proposals pursuant to Section 119 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. The requirement for this is proof of the right to attend in accordance with Section III of this Invitation. 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) Austrian Stock Corporation Act (AktG).

However, a shareholder proposal on agenda item 6. "Election to the Supervisory Board" is subject to the timely submission of a resolution proposal pursuant to Section 110 Austrian Stock Corporation Act (AktG): Persons can only be proposed for election to the Supervisory Board by shareholders whose aggregate shareholdings reach 1% of the Company's share capital. Such nominations must be received by the Company no later than 18 April 2023 in the manner specified above (Section V para 2). Each nomination must be accompanied by a declaration pursuant to Section 87 (2) 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 in conjunction with Section 86 (7) and (9) Austrian Stock Corporation Act (AktG), reference is made to the explanations in Section V (3).

6. Information on the website

Further information on these shareholders' rights pursuant to Sections 109, 110, 118 and 119 Austrian Stock Corporation Act (AktG) is now available on the Company's website at 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) 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 (AktG), the processing of shareholders' personal data is a mandatory prerequisite for the preparation, conducting, follow-up as well as 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 processing 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 notarial 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 shareholders, 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 or the following **contact details**:

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft

Group Compliance Management

2630 Ternitz, Hauptstrasse 2

Phone: +43 2630 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 website of **SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft** at www.sbo.at/privacypolicy.

VI. FURTHER INFORMATION AND NOTES

Total number of shares and voting rights

At the date of the invitation 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 invitation of the Annual General Meeting, the total number of voting rights amounts to 15,729,365.

At the date of the invitation, the Company holds 270,635 treasury shares. These treasury shares do not entitle the Company to any rights, including voting rights.

Any change in the number of treasury shares up to the Annual General Meeting and thus in the total number of voting rights will be communicated at the Annual General Meeting.

There are not several classes of shares.

Ternitz, March 2023
The Executive Board

28.03.2023 CET/CEST

Language:	English
Company:	Schoeller-Bleckmann Oilfield Equipment AG Hauptstrasse 2 2630 Ternitz Austria
Phone:	+43 (0)2630/315110
Fax:	+43 (0)2630/315101
E-mail:	sboe@sbo.co.at
Internet:	http://www.sbo.at
ISIN:	AT0000946652
Listed:	Vienna Stock Exchange (Official Market)

End of News

EQS News Service