

# *Nabaltec*



Invitation to the  
Annual General Meeting  
2017

Nabaltec AG, Schwandorf

We hereby invite our  
shareholders to attend our

**Annual General Meeting**

**to be held at 10.00 a.m.  
on Tuesday, June 27, 2017**

in the Amberger Congress Centrum,  
Schießstätteweg 8,  
92224 Amberg

ISIN: DE000A0KPPR7

## Agenda

### 1. Presentation of the approved Annual Financial Statements, the Management Report, the Consolidated Financial Statements, the Group Management Report and the Report of the Supervisory Board for the 2016 financial year

### 2. Appropriation of distributable profit

The Management Board and the Supervisory Board propose that the distributable profit of the 2016 financial year amounting to EUR 12,213,279.78 will be used as follows: An amount of EUR 1,200,000.00 will be distributed to the shareholders by payment of a dividend of EUR 0.15 per share on the 8,000,000 no par value shares entitled to dividend payments for the 2016 financial year. The remainder in the amount of EUR 11,013,279.78 will be carried forward.

### 3. Approval of the actions of the Management Board

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board during the 2016 financial year be approved.

### 4. Approval of the actions of the Supervisory Board

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board during the 2016 financial year be approved.

### 5. Re-election of the Supervisory Board

The term in office of the Supervisory Board ends upon the conclusion of the Annual General Meeting on June 27, 2017. Pursuant to Section 96 of the German Stock Corporation Act (AktG) and Section 8 of the Articles of Association, the Supervisory Board consists of three individuals to be elected by the Annual General Meeting. Such individuals may be re-elected on one or several occasions. The Annual General Meeting is not restricted to any election proposals.

The Supervisory Board proposes the election of

5.1 Dr. Dieter J. Braun,  
Dipl.-Chemiker i. R., Wachtberg-Villip,

5.2 Professor Dr.-Ing. Jürgen G. Heinrich,  
Universitätsprofessor, Clausthal-Zellerfeld,

5.3 Gerhard Witzany, former Member  
of the Management Board, Regensburg

to the Supervisory Board for the period from the conclusion of the Annual General Meeting on June 27, 2017, to the conclusion of the Annual General Meeting passing resolution on the approval of the actions of the Supervisory Board for the 2021 financial year. In accordance with the recommendations of the German Corporate Governance Code, the Annual General Meeting shall hold separate votes for each position on the Supervisory Board.

The individuals hereby proposed hold the following positions in statutory supervisory boards or comparable supervisory bodies at other companies:

Dr. Dieter J. Braun and Professor Dr.-Ing. Jürgen G. Heinrich are not a member of a supervisory board or comparable supervisory body at another company.

Mr. Gerhard Witzany is Chairman of the Chamber of Industry and Commerce Regensburg for Upper Palatinate / Kelheim.

Mr. Gerhard Witzany is director with sole power of representation of NAWI Beteiligungs GmbH and also holds 10.61% of its shares. NAWI Beteiligungs GmbH holds approx. 29.87% of the shares of the Company.

### 6. Amendment to the compensation of the Supervisory Board

The Management Board and the Supervisory Board propose that the following resolution be adopted pursuant to Section 14 no. 1 of the Articles of Association:

The resolution of the Annual General Meeting regarding the compensation for the members of the Supervisory Board of June 21, 2012 shall be amended as follows: With effect from January 1, 2018 the sum insured under the pecuniary damage liability insurance policy for management bodies and other managers of the company and of companies associated with the company (D&O insurance) entered into in favor of the members of the Supervisory Board and on behalf of the company shall be increased from EUR 17,500,000.00 to up to EUR 20,000,000.00 without deductible on the part of the members of the Supervisory Board thereby insured. The insurance premiums thereby incurred shall be borne by the company. Additionally, the meeting allowance for the members of the Supervisory Board shall from the termination of today's General Meeting be increased to

EUR 1,500.00 per meeting of the Supervisory Board (for the Chairman of the Supervisory Board one and half times of this amount) plus any value added tax potentially due. Apart from this, the resolution of the Annual General Meeting from June 21, 2012 regarding the compensation for the members of the Supervisory Board shall continue to apply.

## 7. Election of the auditor for the 2017 financial year

The Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, be elected as auditor for the 2017 financial year.

## Shareholder motions

Countermotions to any of the proposals made by the Management and/or Supervisory Board should be sent, enclosing documentary evidence of shareholder status, exclusively to Nabaltec AG, Management Board, Alustrasse 50 - 52, 92421 Schwandorf, fax: +49 9431 53-260. Countermotions received by the company at the latest fourteen days prior to the date of the General Meeting, without taking into account the day of the General Meeting and the day of receipt, i.e. on Monday, June 12, 2017, at the latest, and meeting the requirements set out in Section 126 AktG [*German Stock Corporation Act*] will be published on the internet site of the company ([www.nabaltec.de](http://www.nabaltec.de)).

## Number of shares and voting rights

Upon the convening of the General Meeting, the company's share capital consists of 8,000,000 no par value shares. Each share entitles its holder to one vote at the General Meeting. The number of voting rights therefore also amounts to 8,000,000.

## Conditions governing participation

Only those shareholders who register prior to the General Meeting and who forward evidence of their shareholding in text form (Section 126 b BGB [*German Civil Code*]) in German or English at the following address shall be entitled to participate in and exercise their voting rights at the General Meeting:

Nabaltec AG  
c/o Computershare Operations Center  
80249 München  
Germany  
fax: +49 89 30903-74675  
e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

As evidence of the shareholding a special confirmation issued by the custodian bank shall be sufficient which refers to the beginning of the 21<sup>st</sup> day prior to the General Meeting, i.e. to Tuesday, June 6, 2017, 00.00 a.m., and has to be received together with the registration at the latest on Tuesday, June 20, 2017, at the address mentioned above. Shareholders who submit the registration and the aforementioned evidence of shareholding in correct form and in time will be forwarded admission tickets to the General Meeting. Shareholders are asked to ensure that the registration and the aforementioned evidence of shareholding are submitted at their earliest convenience in order to ensure that they receive the admission tickets in good time.

Shareholders who supply their registration and the aforementioned evidence of shareholding in correct form and in time and who do not wish to participate in the General Meeting in person may be represented at the General Meeting and in the exercising of their voting rights by an authorised representative (proxy), as well as by a bank or a shareholder association. If the authorised party is a bank or another shareholder representative named in Section 135 AktG, the statutory provisions with regard to form and proof of the power of attorney shall apply. Any other authorised parties will be required to identify themselves by presenting the admission ticket of the shareholder and a power of attorney. Forms for the issuing of such powers of attorney will be enclosed with the admission tickets and may be ordered from the company as well.

Furthermore, the company provides its shareholders with the possibility of being represented at the General Meeting by a voting proxy appointed by the company to act as an authorised representative. If authorised to do so, the voting proxy appointed by the company exercises the voting rights in accordance with shareholders' instructions. The voting proxy appointed by the company will abstain if shareholders' instructions are missing or are ambiguous. The voting proxy appointed by the company cannot be empowered to raise objections against resolutions of the General Meeting, to speak and to raise questions or to submit motions. Shareholders wishing to issue powers of attorney to the voting proxy appointed by the company will require admission tickets to the General Meeting which will be forwarded in accordance with the procedures outlined above. Details concerning the issuing of powers of attorney and voting instructions to the voting proxy appointed by the company are included in the documents sent out to the shareholders together with the admission tickets.

Schwandorf, May 2017  
The Management Board

## Getting to the Amberg Convention Center

### BY CAR

From the **west** and **north**, take A6 (Nuremberg-Heilbronn), get out at the Amberg-Stadtmitte exit and continue on Federal Highway B299.

From the **south**, take the A93 (Regensburg-Hof), get out at the Schwandorf/Amberg exit and continue on B 85.

Once you get to Amberg, follow the signs to Stadtmitte/ACC

### Note for drivers with GPS:

Enter "Amberg/Schießstätteweg 8".

### BY TRAIN

Amberg's train station is served by Deutsche Bahn's ICE network. The ACC is about 7 minutes from the train station by foot.

### BY PLANE

The ACC is a 40-minute drive from Nuremberg Airport.

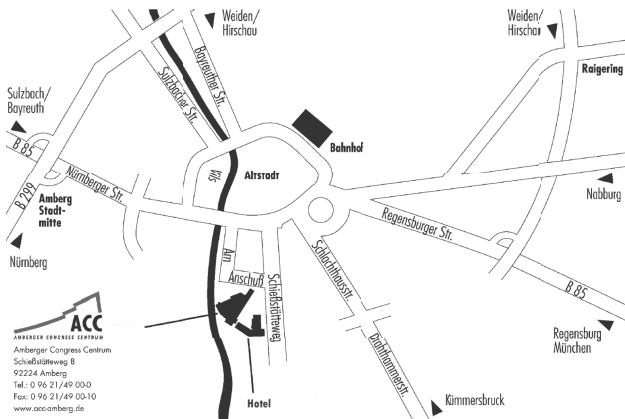
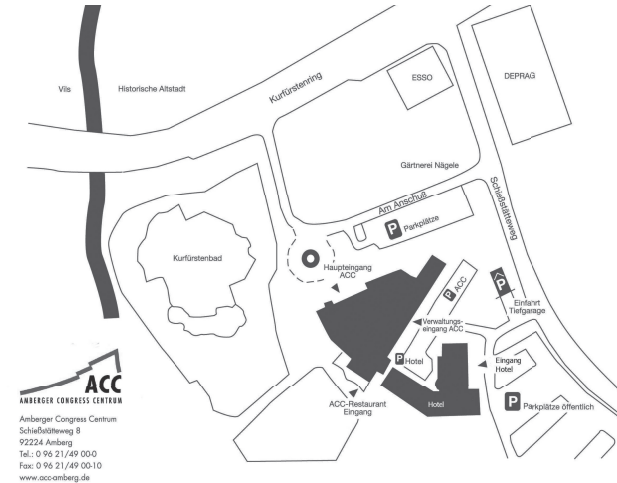
### Parking

Please note that free public parking is available in the vicinity of the ACC.

Further parking areas (chargeable):

Schießstätteweg parking lot,  
Kurfürstenbad parking garage

Nabaltec AG will not be able to reimburse you for the cost of parking.



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