

Nabaltec



Invitation to the
Annual General Meeting
2019

Nabaltec AG, Schwandorf

We hereby invite our
shareholders to attend our

Annual General Meeting

**to be held at 10.00 a.m.
on Thursday, June 27, 2019**

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 2018 financial year

2. Appropriation of distributable profit

The Management Board and the Supervisory Board propose that the distributable profit of the 2018 financial year amounting to EUR 30,753,912.26 will be used as follows: An amount of EUR 1,760,000.00 will be distributed to the shareholders by payment of a dividend of EUR 0.20 per share on the 8,800,000 non par value shares entitled to dividend payments for the 2018 financial year. The remainder in the amount of EUR 28,993,912.26 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 2018 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 2018 financial year be approved.

5. 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 first sentence of the resolution of the Annual General Meeting regarding the compensation for the members of the Supervisory Board of June 27, 2017 shall be amended as follows:

With effect from January 1, 2020 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 20,000,000.00 to up to EUR 25,000,000.00 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. Apart from this, the resolutions of the Annual General Meeting from June 21, 2012 and June 27, 2017 regarding the compensation for the members of the Supervisory Board shall continue to apply.

6. Election of the auditor for the 2019 financial year

The Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, be elected as auditor for the 2019 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, Alu-strasse 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 Wednesday, June 12, 2019, 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).

Number of shares and voting rights

Upon the convening of the General Meeting, the company's share capital consists of 8,800,000 non par value shares. Each share entitles its holder to one vote at the General Meeting. The number of voting rights therefore also amounts to 8,800,000.

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

As evidence of the shareholding a special confirmation issued by the custodian bank shall be sufficient which refers to the beginning of the 21st day prior to the General Meeting, i.e. to Thursday, June 6, 2019, 00.00 a.m., and has to be received together with the registration at the latest on Thursday, June 20, 2019, 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.

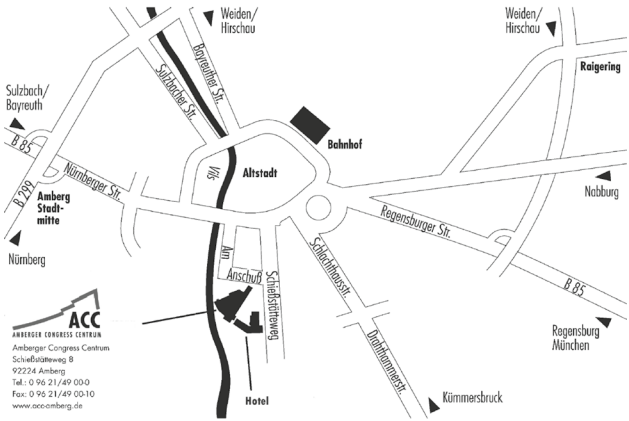
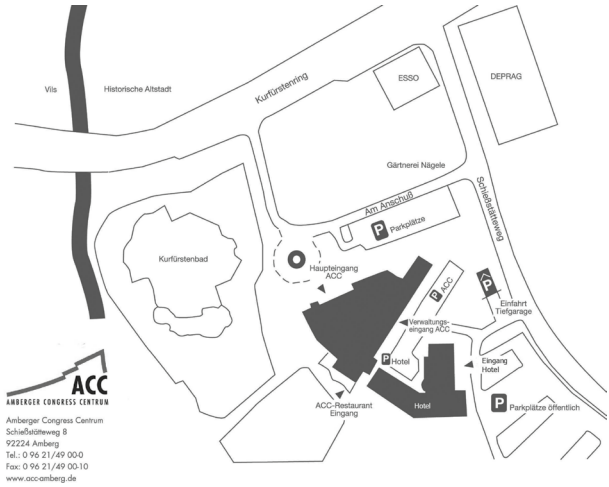
Furthermore, the company provides its shareholders with the possibility of being represented at the General Meeting by a voting proxy appointed by the company to act as an authorised representative. If authorised to do so, the voting proxy appointed by the company exercises the voting rights in accordance 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 may use the form which is printed on the admission ticket to the General Meeting. 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.

Data Protection

In connection with the Annual General Meeting Nabaltec AG processes personal data. Detailed information and notices provided by the company regarding the processing of personal data of the shareholders by the company and the shareholders' rights pursuant to the data protection laws are published on the internet site of the company under <https://nabaltec.de/en/investor-relations/annual-general-meeting/>. Shareholders who authorize a proxy are kindly asked to inform the proxy on the data protection information of the Company.

Schwandorf, May 2019
The Management Board

This document is a convenience translation of the German original of the Invitation to the Annual General Meeting 2019. For purposes of interpretation and in case of any discrepancies the German version shall be authoritative.



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 Stadmitte/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 10 minutes from the train station by foot.

BY PLANE

The ACC is a 45-minute drive from Nuremberg Airport.

Parking

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

Further parking areas (possibly chargeable):
Schießstätteweg parking lot,
Kurfürstenbad parking garage

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