

# *Nabaltec*



## Invitation to the Virtual Annual General Meeting 2020

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 30, 2020,**

**as a virtual general meeting with  
shareholders and their proxies  
not physically present.**

ISIN: DE000A0KPPR7



## **NOTE:**

**The Annual Meeting this year will be held as a virtual meeting without physical attendees in accordance with § 1(2) of the Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID-19 Pandemic. Please note the special rules for taking part in the virtual general meeting and exercising your voting rights.**

### **I. 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 2019 financial year**

#### **2. Appropriation of distributable profit**

The Management Board and the Supervisory Board propose that the distributable profit of the 2019 financial year amounting to EUR 40,445,285.19 will be used as follows: An amount of EUR 1,320,000.00 will be distributed to the shareholders by payment of a dividend of EUR 0.15 per share on the 8,800,000 no-par value shares entitled to dividend payments for the 2019 financial year. The remainder in the amount of EUR 39,125,285.19 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 2019 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 2019 financial year be approved.

#### **5. Election of the auditor for the 2020 financial year**

The Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, be elected as auditor for the 2020 financial year.

## **II. Additional Information about the Invitation**

### **1. General meeting with shareholders and their proxies not physically present**

Based on § 1 of the Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID-19 Pandemic (the "COVID-19 Act"), published as Article 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law of 27 March 2020, published in the Federal Gazette [*Bundesgesetzblatt*], Part I, of 27 March 2020, and in view of the continuing COVID-19 pandemic, the Management Board has decided, with the approval of the Supervisory Board, to hold the general meeting as a virtual meeting, without shareholders or their proxies physically present. Accordingly, only the meeting chairperson, the members of the Management Board, the Supervisory Board, the notary keeping the minutes and the company's voting proxy will be physically present at the general meeting, at the Amberger Congress Centrum, Schießstätteweg 8, 92224 Amberg. Shareholders and their proxies will not be able to physically take part in the general meeting. However, the entire general meeting will be made available on the company's online shareholder portal by way of a video and audio broadcast and the shareholders will be given the opportunity to exercise their voting rights, pose questions and lodge objections to shareholder resolutions in accordance with the following rules.

Since the conduct of the general meeting as a virtual meeting with no shareholders or proxies physically present based on the COVID-19 Act will result in a few significant modifications in the course of the meeting and in the exercise of shareholder rights, we ask that our shareholders pay particular attention to the following information, and particularly to the option of following the audio and video broadcast of the general meeting and exercising their voting rights, their right to pose questions and other shareholder rights.

### **2. Number of shares and voting rights**

Upon the convening of the General Meeting, the company's share capital consists of 8,800,000 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 8,800,000.

### **3. Audio and video broadcast of the annual general meeting**

Shareholders who register on time and furnish evidence of shareholding (see II.5 below) will be able to follow the entire general meeting through the video and audio broadcast in the company's online shareholder portal.

### **4. Internet-based shareholder portal**

An internet-based online portal (shareholder portal) will be available to the company's shareholders as of June 9, 2020 at the following website:

*[www.nabaltec.de/en/investor-relations/annual-general-meeting](http://www.nabaltec.de/en/investor-relations/annual-general-meeting)*

Properly registered shareholders (and their proxies) can use the shareholder portal e.g. to exercise their voting rights and authorize proxies. Posing questions and lodging objections to shareholder resolutions for the notary's minutes can only be done by way of electronic communication via the e-mail addresses provided by the company. To use the shareholder portal, shareholders need to log in by entering the access code which they received together with their online access card. The various options for exercising their rights will then appear in the shareholder portal's user interface, in the form of buttons and menus.

Shareholders will receive further details about the shareholder portal and the terms and conditions for registration and use together with their online access card. Also please pay attention to the technical notes at the end of this invitation announcement.

### **5. Requirements for following the audio and video broadcast of the annual general meeting and exercising shareholder rights; record date**

Only shareholders who register prior to the annual general meeting in text form (Section 126 b BGB [*German Civil Code*]), in German or English, and who furnish evidence of their rights (shareholders with voting rights) will be entitled to follow the general meeting by way of the video and audio broadcast on the online shareholder portal and to exercise their shareholder rights, particularly voting rights.

As evidence of 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 9, 2020, 00.00 a.m. (record date).

The evidence of shareholding and registration must be received by the company at the latest on Tuesday, June 23, 2020, exclusively at the following mailing address, fax number or e-mail address:

*Nabaltec AG  
c/o Computershare Operations Center  
80249 Munich  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)*

For the purposes of following the audio and video broadcast of the entire general meeting via the shareholder portal and for the exercise of shareholder rights, particularly voting rights, only those who register in a timely manner and furnish evidence of their rights to take part in the general meeting will be considered "shareholders" in relation to the company. The rights of each shareholder to take part in the meeting and exercise shareholder rights, as well as the extent of the shareholder's voting rights, will be determined exclusively by the shareholder's share ownership as of the record date which is specified in the special confirmation. The record date represents no obstacle with respect to the ability for shareholders to sell their shares. Even if the shares are sold after the record date, in whole or in part, the ability to take part in the meeting and exercise shareholder rights, as well as the extent of voting rights, will be determined exclusively by the shareholder's share ownership as of the record date, i.e. the sale of shares after the record date will have no effect on the shareholder's right to take part in the meeting and exercise shareholder rights, as well as the extent of the shareholder's voting rights. The same applies for shares which are acquired after the record date. Persons who do not own any shares as of the record date and become shareholders only after that date will not be entitled to participate (and, in particular, will not have voting rights). The record date also will not be a relevant date with regard to dividend rights. Shareholders who submit the registration and the aforementioned evidence of shareholding in correct form and in time will be forwarded online access cards for the exercise of their rights with regard to the General Meeting, in lieu of conventional admission tickets. 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 online access cards in good time. The online access card includes the access code which will allow shareholders to use the company's internet-based shareholder portal, which can be accessed at the website [www.nabaltec.de/en/investor-relations/annual-general-meeting](http://www.nabaltec.de/en/investor-relations/annual-general-meeting).

## **6. Exercise of voting rights and issuing proxies**

Shareholders with voting rights can exercise their voting rights by postal voting (in writing or by way of electronic communication) or by issuing proxies (to third parties or to the company's proxies; cf. § 1(2) Sentence 1 No. 2 of the COVID-19 Act). Both methods of exercising voting rights will require proper registration and proper evidence of shareholding for the general meeting.

### **6.1 Exercise of voting rights by postal voting**

Shareholders with voting rights may cast their votes in writing or by way of electronic communication (postal voting).

To do so, shareholders with voting rights can use the company's shareholder portal, which can be accessed before and during the general meeting at the website "www.nabaltec.de/en" via the link: "Investor Relations," followed by "Annual General Meeting", in order to exercise their voting rights by way of electronic communication (electronic postal voting). Electronic postal voting via the shareholder portal is available as of June 9, 2020 through the end of voting at the general meeting. Shareholders with voting rights can also use the shareholder portal to modify or withdraw votes which may have previously been cast by way of postal voting or through the shareholder portal even during the general meeting, until the end of voting.

Shareholders also have the option of exercising their voting rights using the postal voting form which is printed on the online access card. If a shareholder uses the postal voting form, the form should be sent exclusively to the following mailing address, fax number or e-mail address, where it must be received no later than at the end of **Monday, June 29, 2020** (date of receipt):

*Nabaltec AG  
c/o Computershare Operations Center  
80249 Munich  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)*

For organisational reasons, postal voting forms which are sent to a different address or which arrive at the above address late, i.e. after June 29, 2020, will not be taken into consideration in the voting.

Votes cast via postal voting which cannot be matched to a proper registration beyond all doubt will not be counted.

Further information about postal voting is printed on the online access cards which will be sent out to properly registered shareholders.

## **6.2 Issuing proxies to third parties**

Shareholders who submitted their registration and evidence of shareholding in the proper form and on time and do not intend to follow the virtual general meeting or exercise their shareholder rights themselves may be represented by an authorised party (proxy) in the exercise of their voting rights and other shareholder rights, such as e.g. banks, intermediaries, shareholder associations or voting rights consultants. If the authorised party is an intermediary, a bank or another shareholder representative named in Section 135 AktG [German Stock Corporation Act], the statutory provisions with regard to form and proof of authorisation shall apply. The following rules apply for all other authorised parties.

In order to follow the video and audio broadcast of the general meeting and exercise shareholder rights, authorised parties will need to receive the access code sent out with the online access card from the authorising shareholder. Use of the access code by the authorised party also serves as proof of authorisation.

Proxies may be issued to the authorised party or to the company. Proof of authorisation may be furnished by the authorising shareholder or the authorised party sending the authorisation document (e.g. the original proxy, a copy or as a scan) to the following mailing address, fax number or e-mail address; for organisational reasons, the proof of authorisation must be received no later than at the end of June 29, 2020:



*Nabaltec AG*  
*c/o Computershare Operations Center*  
*80249 Munich*  
*Fax: +49 89 30903-74675*  
*E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)*

The above modes of transmission can also be used if shareholders wish to issue proxies by declaration to the company; separate proof of authorisation is not required in this case. Previously issued proxies may also be revoked by direct declaration to the company through the aforementioned modes of transmission.

For organisational reasons, shareholders must use the shareholder portal to issue, revoke and amend proxies and furnish proof authorisation after June 29, 2020.

Shareholders who would like to be represented by a proxy are requested to use the form provided by the company for this purpose. This form will be sent out to properly registered shareholders together with the online access card, and can be downloaded from the company's website at [www.nabaltec.de/en/investor-relations/annual-general-meeting](http://www.nabaltec.de/en/investor-relations/annual-general-meeting). Proxies may also be issued electronically through the shareholder portal until the end of voting at the general meeting. Shareholders can find further details online at [www.nabaltec.de/en/investor-relations/annual-general-meeting](http://www.nabaltec.de/en/investor-relations/annual-general-meeting).

Proxies which cannot be matched to a properly registered shareholder beyond all doubt will not be taken into consideration. Therefore, if you are not using the proxy form printed on your online access card and are not issuing the proxy electronically through the shareholder portal, please ensure that you provide information about the authorising shareholder (online access number or the shareholder's name, date of birth and address) along with the proxy.

### **6.3 Issuing authorisations to the company's voting proxies**

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 in the exercise of voting rights.

If authorised to do so, the voting proxy appointed by the company exercises the voting rights exclusively 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 or instructed to raise objections against resolutions of the general meeting, to speak and to raise questions or to submit motions.

Authorisations and instructions to the voting proxies appointed by the company can be issued, modified or revoked electronically via the company's shareholder portal. This option exists through the end of voting at the general meeting.

Alternatively, authorisations and instructions may be issued to the voting proxies appointed by the company using the proxy form which is printed on the online access card. For organisational reasons, the completed proxy forms must be received by the company by the end of June 29, 2020 at the following mailing address, fax number or e-mail address so that they can be taken into consideration by the voting proxy:

*Nabaltec AG  
c/o Computershare Operations Center  
80249 Munich  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)*

Further information 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 online access card.

## **7. Shareholder motions and nominations pursuant to §§ 126(1) and 127 AktG [German Stock Corporation Act]**

The Company's duties to publish motions and nominations in accordance with §§ 126, 127 AktG are not limited or modified by the COVID-19 Act.

Countermotions to any of the proposals made by the Management and/or Supervisory Board and nominations should be sent, enclosing documentary evidence of shareholder status (online access card number or the shareholder's name, date of birth and address), 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 15, 2020, at the latest, and meeting the requirements set out in Sections 126 and 127 AktG will be published on the internet site of the company at [www.nabaltec.de/en/investor-relations/annual-general-meeting](http://www.nabaltec.de/en/investor-relations/annual-general-meeting), including the shareholder's name, grounds and a possible response from company management, and will be made available to the beneficiaries specified in § 125(1) through (3) AktG under the conditions specified therein.

However, we must inform the shareholders as follows: Under the German Stock Corporation Act, motions and nominations can only be put up for a vote in the general meeting if they are presented at the general meeting by a shareholder with voting rights. Since this general meeting will be held by way of video and audio broadcast and will include postal voting only (including proxy voting rights), with the shareholders not physically in attendance, and since shareholder motions and nominations cannot be presented at the meeting because shareholders will not be physically present, shareholder motions and nominations which are sent to the company cannot be put up for a vote at the general meeting.

## **8. Option for shareholders to pose questions by way of electronic communication**

Based on § 1(2) Sentence 1 No. 3 Sentence 2 Subparagraph 2 of the COVID-19 Act, the Management Board has decided, with the approval of the Supervisory Board, that shareholders will be required to submit their questions to the company no later than two days prior to the date of the general meeting, by way of electronic communication. The Management Board is free to decide which questions to answer, exercising due discretion (§ 1(2) Sentence 2 Subparagraph 1 of the COVID-19 Act).

Only shareholders who are properly registered for the general meeting may submit questions. The questions must be received by the company no later than midnight (CEST) on Sunday, June 28, 2020, exclusively at the following e-mail address:

[FragenHV2020@nabaltec.de](mailto:FragenHV2020@nabaltec.de)

Questions which are submitted after this deadline expires will not be considered.

Questions will only be considered if evidence of shareholding is furnished along with the question or questions, by specifying either the shareholder's name, date of birth and address or the online access card number.

Upon answering questions during the general meeting, the name of the questioner will only be disclosed (insofar as individual questions are answered) if the questioner expressly consented to disclosure of his or her name when submitting the question. The same applies for the posting of questions and possible responses on the company website in advance of the general meeting: in this case as well, the questioner's name will only be disclosed if he or she expressly consented to such disclosure upon submitting the question.

## **9. Objections to shareholder resolutions**

Shareholders who exercised their voting rights by way of postal voting (in writing or by way of electronic communication) or by proxy have the option of lodging objections to shareholder resolutions with the notary keeping the minutes of the general meeting. Objections are to be lodged with the notary electronically via the e-mail address

WiderspruchHV2020@nabaltec.de

at any time from the time the meeting is opened until the meeting is closed by the meeting chairperson. The objection is to be lodged together with evidence of shareholding, by specifying either the shareholder's online access card number or the shareholder's name, date of birth and address.

## **10. 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 [www.nabaltec.de/en/investor-relations/annual-general-meeting](http://www.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.

If you are using a shareholder portal, additional data protection notices apply, which can be viewed at any time in the portal.

## **11. Technical notes concerning the virtual general meeting**

An internet connection and a terminal device with access to the internet will be required in order to follow the virtual general meeting, use the shareholder portal and exercise your shareholder rights, as well as e-mail access in some cases. A stable internet connection and adequate transmission speed are recommended for optimal playback of the audio and video broadcast of the annual general meeting.

If you are using a computer to receive the video and audio broadcast of the virtual general meeting, you will need a browser and a loudspeaker or headphones.

To access the company's internet-based shareholder portal, you will need your online access card, which you will be sent out without need for request after proper registration. This online access card will contain your personalised access data, which you can use to log into the shareholder portal.

In order to minimize the risk that your ability to exercise your shareholder rights will be limited by technical problems arising during the virtual general meeting, it is recommended that you exercise your shareholder rights (particularly voting rights) prior to commencement of the general meeting if possible. Voting rights can be exercised in the shareholder portal starting on June 9, 2020.

Shareholders will receive further details about the shareholder portal and the terms and conditions for registration and use together with their online access card.

## **12. Notice concerning the availability of the video and audio broadcast**

Shareholders can follow the entire general meeting through the online shareholder portal via the video and audio broadcast. Given the present state of technology, the video and audio broadcast of the general meeting and the availability of the internet-based shareholder portal may be subject to fluctuations due to limitations on the availability of the telecommunications network and limitations on internet services from third-party providers, over which the company has no control. Accordingly, the company can assume no warranty or liability for the functioning and constant availability of the internet services used, the third-

party network elements used, the video and audio broadcast and access to the shareholder portal and its general availability. The company also assumes no responsibility for errors and defects in the hardware and software used to conduct the annual meeting over the internet, including those of the service providers used, except in case of intentional action. For this reason, the company recommends taking advantage of the aforementioned options for exercising shareholder rights, particularly the exercise of voting rights, at an early date. The chairperson of the general meeting reserves the right to suspend conduct of the annual meeting to the extent required due to data protection or security considerations.

Schwandorf, May 2020  
The Management Board

This document is a convenience translation of the German original of the Invitation to the Annual General Meeting 2020. For purposes of interpretation and in case of any discrepancies the German version shall be authoritative.



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**92421 Schwandorf**  
**Germany**

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