



**PALFINGER AG**  
Bergheim, FN 33393 h

**Resolution proposals of the Executive Board and the Supervisory Board for the Annual General Meeting**  
20 March 2019

- 1. Presentation of the financial statements, including the management report and the corporate governance report, the consolidated financial statements, including the consolidated management report, the proposal with respect to the distribution of profits and the report of the Supervisory Board for the 2018 financial year**

As these documents are presented to the AGM merely for information purposes, no resolution will be passed in respect of this agenda item.

The 2018 financial statements have already been approved by the Supervisory Board and have thus been adopted.

- 2. Resolution on the distribution of the net profit for the year**

The Executive Board and the Supervisory Board propose that the net result for the year as reported in the adopted financial statements as at 31 December 2018 in the amount of EUR EUR 324,008,542.53 be used as follows:

- (i) Distribution of a dividend of EUR 0.51 per share entitling its holder to a dividend,  
i.e. dividends in the total amount of EUR 19,172,561.58
- (ii) Carry-forward of the remaining amount of EUR 304,835,980.95 to new account

The dividend payment date is 26 March 2019.

- 3. Resolution on the discharge of the members of the Executive Board from their responsibility for the 2018 financial year**

The Executive Board and the Supervisory Board propose that the AGM discharge the members of the Executive Board holding office in the 2018 financial year from their responsibility during this period.

**4. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2018 financial year**

The Executive Board and the Supervisory Board propose that the AGM discharge the members of the Supervisory Board holding office in 2018 financial year from their responsibility during this period.

**5. Election of the auditor of the financial statements and the consolidated financial statements for the 2019 financial year**

In line with the recommendation made by the Audit Committee, the Supervisory Board proposes that the AGM elect Ernst & Young Steuerberatungs- und Wirtschaftsprüfungsgesellschaft m.b.H., Salzburg, as the auditor of the financial statements and the consolidated financial statements for the 2019 financial year.

**6. Resolution on the authorization of the Executive Board**

- a) **to acquire own shares pursuant to sec. 65 para. 1 sub-para. 8 as well as paras. 1a and 1b of the (Austrian) Companies Act (AktG), in an amount not exceeding 10 per cent of the share capital via the stock exchange as well as over the counter, also excluding the proportionate selling right, which may arise in connection with such acquisition (exclusion of reverse subscription rights),**
- b) **pursuant to sec. 65 para. 1b of the Companies Act, to resolve on a method of selling own shares other than by sale via the stock exchange or by public offer, applying the rules related to the exclusion of the shareholders' subscription rights with the necessary modifications,**
- c) **to reduce the share capital by redeeming these own shares without any further resolution by the AGM being required.**

The Executive Board and the Supervisory Board propose that the AGM adopt the following resolution regarding agenda item 6 on 20 March 2019:

- a) Pursuant to sec. 65 para. 1 sub-para. 8 as well as para. 1a and para. 1b of the Companies Act, the Executive Board is authorized to acquire no-par-value bearer shares of the Company, in an amount not exceeding 10 per cent of the share capital of the Company, via the stock exchange as well as over the counter, also from individual shareholders or a single shareholder; said authorization is to remain valid for a period of 30 months from 20 March 2019, i.e. until 19 September 2021. The consideration payable may not be lower than EUR 10.00 (ten euros) per share or higher than EUR 100.00 (one hundred euros) per share. Trading in own shares shall be excluded as a purpose of the acquisition. The authorization may be exercised in full or in part or in several tranches and in pursuit of one or several purposes by the Company, a subsidiary (sec. 189a sub-para. 7 of the [Austrian] Business Code [UGB]) or third parties for the Company's account.

- b) The Executive Board of PALFINGER AG may resolve on the acquisition of shares via the stock exchange but must subsequently inform the Supervisory Board of such resolution. The acquisition of shares over the counter is subject to the prior approval of the Supervisory Board. If shares are acquired over the counter, the proportionate selling right may be excluded (exclusion of reverse subscription right).
- c) The Executive Board is authorized, for a period of five years from the date of this resolution, pursuant to sec. 65 para. 1b of the Companies Act, subject to the approval of the Supervisory Board, to adopt a resolution on a method of selling and/or using own shares other than by sale via the stock exchange or by public offer, applying the rules on the exclusion of the shareholders' subscription rights with the necessary modifications, and to determine the conditions of sale. The authorization may be exercised in full or in part or in several tranches and in pursuit of one or several purposes by the Company, a subsidiary (sec. 189a sub-para. 7 of the Business Code) or third parties for the Company's account.
- d) Moreover, the Executive Board is authorized, subject to the approval of the Supervisory Board, to reduce share capital, if necessary, by redeeming these own shares pursuant to sec. 65 para. 1 sub-para. 8 last sentence in conjunction with sec. 122 of the Companies Act without any further resolution by the AGM being required. The Supervisory Board is authorized to resolve on amendments to the Articles of Association which result from the redemption of shares.

In addition, reference is made to the report of the Executive Board pursuant to sec. 65 para. 1b of the Companies Act in conjunction with sec. 170 para. 4 sub-para. 2 and sec. 153 para. 4 sentence 2 of the Companies Act regarding this agenda item.

Bergheim near Salzburg, 18 February 2019

The Executive Board

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Andreas Klauser  
CEO

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Martin Zehnder

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Felix Strohbichler

The Chairman of the Supervisory Board

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Hubert Palfinger