



**Information on the organizational and technical prerequisites  
for participation in the 32nd Annual General Meeting  
on Wednesday, August 5, 2020 at 10.00 a.m., to be held as a virtual Annual General Meeting**

The invitation to the 32nd Annual General Meeting of PALFINGER AG, which is to be held on Wednesday, **August 5, 2020 at 10.00 a.m.**, was published in the Official Gazette of the *Wiener Zeitung* on **July 7, 2020** and transmitted by euro adhoc and posted on the company's Internet website the same day.

**Meeting to be held as a virtual Annual General Meeting**

The Executive Board decided to utilize the new legal provisions authorizing a virtual Annual General Meeting to protect the shareholders and other participants.

The 32nd Annual General Meeting of PALFINGER AG on **August 5, 2020** will be held as a "virtual Annual General Meeting" within the meaning of the Company Law COVID 19 Act (COVID-19-GesG), as currently amended, and the Regulation issued by the Federal Minister of Justice (Bundesgesetzblatt, BGBl II No. 140/2020) based on that Law.

This means that shareholders cannot be physically present at the 32nd Annual General Meeting of PALFINGER AG on **August 5, 2020** to protect their health.

The Annual General Meeting will be held at 5211 Lengau, Kapellenstrasse 18, in the physical presence of the Chairman of the Supervisory Board, the other members of the Executive Board, the recording notary, and the four special proxy holders designated by the company.

In the opinion of the Executive Board, holding the AGM as a virtual Annual General Meeting, instead of postponing the Annual General Meeting to an uncertain date in the future, takes the interests of the company and those of its shareholders into account in the best possible manner.

We expressly note that is **not possible for shareholders to come in person to the place where the Annual General Meeting will be held.**

**Transmission of the Annual General Meeting on the Internet**

The entire Annual General Meeting will be transmitted on the Internet so that all company shareholders can watch it on the Internet at **www.palfinger.com** starting at **10.00 a.m.** on **August 5, 2020.**

The transmission of the Annual General Meeting **on the Internet** will enable all shareholders, who so desire, **to follow the course of the Annual General Meeting**, the Executive Board's presentation, and the answers to the shareholders' questions in real time via this one-way audio/visual connection. No registration or a login is required.

The **technical prerequisites** for shareholders are high-speed Internet access or a high-speed Internet connection and a web-enabled device, which has a HTML5-compatible Internet browser with activated Javascript and is capable of audio and video playback of the transmission (e.g., a PC with a monitor and loudspeaker or a notebook, tablet, smartphone or the like).

**Voting rights, the right to make motions, and the right to raise objections can only be exercised through special proxy holders**

Under Sec. 3 para. 4 of the Company Law COVID 19 Regulation, a shareholder can only make a motion, vote or raise an objection at the virtual Annual General Meeting of PALFINGER AG on **August 5, 2020** through one of the special proxy holders listed below, who are independent of the company and whose costs will be borne by the company.

Any shareholder who is entitled to participate in the Annual General Meeting and has proven this to the company in accordance with the specifications in the Invitation (see Item IV of the Invitation) has the right to appoint one of the proxy holders listed below **to exercise his voting rights, right to make motions, and right to raise objections.**

- (i) Dr Christoph Nauer LL.M.  
p. Adr. bpv Hügel Rechtsanwälte GmbH  
Enzersdorferstrasse 4  
2340 Mödling  
[nauer.palfinger@hauptversammlung.at](mailto:nauer.palfinger@hauptversammlung.at)
  
- (ii) Dr Christian Temmel MBA  
p. Adr. DLA Piper Weiss-Tessbach Rechtsanwälte GmbH  
Schottenring 14  
1010 Vienna  
[temmel.palfinger@hauptversammlung.at](mailto:temmel.palfinger@hauptversammlung.at)
  
- (iii) Dr Michael Knap  
p. Adr. IVA Interessenverband für Anleger  
Feldmühlgasse 22  
1130 Vienna  
[knap.palfinger@hauptversammlung.at](mailto:knap.palfinger@hauptversammlung.at)

(iv) Mag. FRITZ ECKER LL.M. oec  
p. Adr. Oberhammer Rechtsanwälte GmbH  
Dragonerstrasse 67A, WDZ 10  
4600 Wels  
[ecker.palfinger@hauptversammlung.at](mailto:ecker.palfinger@hauptversammlung.at)

In the interest of smooth processing, we ask that the **proxy form** and the proxy revocation form provided **on the company's website at [www.palfinger.com](http://www.palfinger.com)**, always be used.

We ask you to indicate the e-mail address in the appropriate field on the proxy form that you will use to send instructions, motions or objections to the proxy holder or to send questions and statements to the company, so that we can **check your identity as a shareholder**.

In your interest, **proxies** should be received no later than **4.00 p.m. CEST, August 3, 2020**, using one of the channels of communication listed below:

Proxies can be **e-mailed to the special proxy holder you have chosen at the address listed above**. The method of transmission ensures that the proxy holder you choose has direct access to the proxy.

In other respects, the following channels of communication and addresses are available for sending proxies:

**For regular mail or messenger:** PALFINGER AG  
c/o HV-Veranstaltungsservice GmbH  
8242 St. Lorenzen/Wechsel, Köppel 60

**For faxes:** +43 (1) 8900 500 - 78

Credit institutions can also send proxies **using SWIFT** in accordance with Sec. 114 para. 1 sentence 4 of the Stock Corporation Act:

GIBAATWGGMS  
(Message Type MT598 or MT599,  
and ISIN AT0000937503  
must be cited in the text)

The proxy expressly may not be delivered in person at the meeting site.

**In authorizing another person**, it should be noted that an effective **proxy chain** (sub-proxy) must ensure that one of the four special proxy holders is authorized to exercise voting rights, the right to make motions, and the right to raise objections at the Annual General Meeting itself. It is not possible to authorize a person other than one of the four special proxy holders to exercise these rights at the Annual General Meeting under Sec. 3 para. 4 of the Company Law COVID 19 Regulation. However, it is **permissible to authorize other persons to exercise different rights, particularly the right to information and the right to speak**.

The above provisions regarding the granting of proxies apply *mutatis mutandis* to the revocation of proxies. If the proxy is revoked after **4.00 p.m. CEST on August 3, 2020**, we recommend that the revocation be e-mailed or faxed to the affected proxy holder, since timely receipt cannot otherwise be ensured.

### **Instructions to the special proxy holders**

The special proxy holders shall only exercise voting rights, the right to make motions and the right to raise objections in accordance with instructions. If there is no instruction regarding a proposed resolution, the proxy holder shall abstain from voting. The proxy holder shall also abstain if the instruction for a proposed resolution is ambiguous (e.g., simultaneously FOR and AGAINST the same proposed resolution).

The shareholders are requested to issue their instructions to their chosen proxy holders on the section of the proxy form intended for this purpose, which will be available on the company's Internet website, **www.palfinger.com**, no later than **July 15, 2020**. A form for issuing instructions is available on the company's Internet website, **www.palfinger.com**, along with the voting proxy. We request that the instructions be **e-mailed** to the aforementioned address of the proxy holder of your choice. This method of transmission ensures that the proxy holder you have chosen will have direct access to the instructions.

The **instructions can be issued together with the granting of the proxy or at a later date**. Instructions on exercising voting rights, the right to make motions, and the right to raise objections can be issued before or **during the Annual General Meeting until a particular time designated by the Chairman**. Shareholders will be able to modify instructions already issued or to issue new instructions until these times.

Given the possibility of a large number of contact attempts at the same time, the proxy holder cannot guarantee that he will be **reachable by telephone during the Annual General Meeting**. Therefore, sending an **e-mail** to the aforementioned e-mail address of your proxy holder is the **only** means of communication that should be used. Every e-mail must designate the identity of the shareholder (name/company name, date of birth/Commercial Register number of the shareholder) and indicate the end of the declaration by reproducing the shareholder's signature or otherwise, e.g., by giving the name/company name (Sec. 13 para. 2 of the Stock Corporation Act). To enable the proxy holder to establish your identity and match it with the deposit receipt, we request that you also include your custody account number in the e-mail in this case.

It should be noted that it **may be necessary to briefly interrupt the virtual Annual General Meeting** to safely process the shareholder instructions to the proxy holder that are received during the Annual General Meeting.

## **The shareholders' right to information and right to speak**

Upon request at the Annual General Meeting, any shareholder shall be provided with information regarding company affairs, to the extent that this information is necessary to properly evaluate an agenda item.

**The right to information and the right to speak can only be exercised by electronic mail by sending an e-mail** to the e-mail address set up specifically for this purpose: **fragen.palfinger@hauptversammlung.at** Please use the **Question Form**, which will be available on the company's Internet website, **www.palfinger.com**, no later than **July 15, 2020**, and append the filled-out and signed form to the e-mail as an attachment.

If you send your questions or statements **without using the Question Form**, the e-mail **must designate the identity of the shareholder** (name/company name, date of birth/Commercial Register number of the shareholder) and indicate the end of the declaration by reproducing the shareholder's signature or otherwise, e.g., by giving the name/company name (Sec. 13 para. 2 of the Stock Corporation Act). To enable the company to establish your identity and match it with the deposit receipt, we request that you **also** include your **custody account number** in the e-mail in this case.

If the right to information and/or the right to speak is exercised by a representative, proof of authorization must also be provided in text form. Please note that the **special proxy holders cannot be authorized to exercise the right to information and/or the right to speak**.

The shareholders are requested to e-mail all **questions in text form in advance** to the following address: **fragen.palfinger@hauptversammlung.at** in due time so that they are **received** by the company no later than **July 31, 2020**. This will enable the Executive Board to prepare as carefully as possible and to quickly respond to your questions at the Annual General Meeting.

The shareholders can also send their questions and statements to the company electronically **during the Annual General Meeting** but must only do so in text form by sending an e-mail directly to the following e-mail address: **fragen.palfinger@hauptversammlung.at**. Please note that the **Chairman can establish time limits for this during the Annual General Meeting**.

The questions received by the company will be read and answered at the Annual General Meeting in accordance with Sec. 118 of the Stock Corporation Act.

## **Invitation**

In other respects, please see the provisions of the Invitation of **July 7, 2020**, especially the requirement of timely dispatch of the deposit receipt to exercise shareholder's rights at the virtual Annual General Meeting on **August 5, 2020**.

The Executive Board