



**PALFINGER AG**  
**Bergheim**  
**FN 33393 h, ISIN AT0000758305**

### **Invitation to AGM**

We hereby invite our shareholders to the Annual General Meeting of PALFINGER AG to be held on **Wednesday, 20 March 2019, at 11.00 a.m.**, at **PALFINGER's Brand World** in **5211 Lengau, Kapellenstrasse 18**, a production site of an Austrian group company.

#### **I. AGENDA**

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
2. Resolution on the distribution of the net profit for the year
3. Resolution on the discharge of the members of the Executive Board from their responsibility for the 2018 financial year
4. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2018 financial year
5. Election of 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 para. 1a and para. 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.

#### **II. AGM DOCUMENTS; PROVIDING INFORMATION AT THE WEBSITE**

The following documents will be available at the Company's website [www.palfinger.ag](http://www.palfinger.ag), which has been entered in the commercial register, no later than **27 February 2019**:

- financial statements, including management report
  - corporate governance report
  - consolidated financial statements, including consolidated management report
  - proposal with respect to the distribution of profits
  - report of the Supervisory Board,
- each for the 2018 financial year;
- resolution proposals on agenda items 2 – 6
  - report of the Executive Board on agenda item 6 pursuant to sec. 65 para. 1 sub-para. 8 as well as para. 1a and para. 1b of the Companies Act – exclusion of (reverse) subscription rights, acquisition of own shares
  - form for granting proxy
  - form for granting proxy to Dr. Michael Knap
  - form for revoking a proxy
  - complete text of this invitation

### III. QUALIFYING DATE AND PREREQUISITES FOR ATTENDING THE ANNUAL GENERAL MEETING

The shareholders' rights to attend the Annual General Meeting and to exercise the voting right and the other shareholder rights to be asserted in the course of the Annual General Meeting are governed by their shareholdings as of the **close of 10 March 2019 (Qualifying Date)**.

The Annual General Meeting may only be attended by persons who are shareholders at such Qualifying Date and who provide evidence thereof to the Company.

A certificate of deposit pursuant to sec. 10a of the Companies Act must be submitted to provide evidence of the shareholder's shareholding as at the Qualifying Date, which is to be delivered to the Company no later than **15 March 2019** (24.00 CET = Vienna time) exclusively via one of the communication channels and corresponding addresses indicated below:

- |                    |  |
|--------------------|--|
| (i)                | for submission of the certificate of deposit in text form as specified to be sufficient pursuant to art. 18 para. 2 of the Articles of Association         |
| by telefax:        | +43 1 8900 500-78  |
| by e-mail:         | <a href="mailto:anmeldung.palfinger@hauptversammlung.at">anmeldung.palfinger@hauptversammlung.at</a><br>(please attach certificate of deposit as PDF file) |
| (ii)               | for submission of the certificate of deposit in written form   |
| by post or courier | PALFINGER AG<br>c/o HV-Veranstaltungsservice GmbH<br>8242 St. Lorenzen am Wechsel, Köppel 60   |
| by SWIFT           | GIBAATWGGMS<br>(message type to be used is MT598 or MT599,<br>always state ISIN AT0000758305 in the text)  |

Shareholders are requested to contact their custodian banks and make arrangements for the issue and transfer of a certificate of deposit.

The Qualifying Date has no effect on the shareholders' right to sell the shares and no relevance for any dividend entitlements.

**Certificates of deposit pursuant to sec. 10a of the Companies Act**

The certificate of deposit is to be issued by the relevant custodian bank with its headquarters in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:

- information on the issuer: corporate name and address or any code that is customarily used among credit institutions
- information on the shareholder: (corporate) name, address, date of birth for natural persons, and, if applicable, register and register number under which legal entities are kept in their country of origin
- information on the shares: number of the shares held by the shareholder, ISIN AT0000758305,
- deposit number and/or other designation
- date to which the certificate of deposit refers

The certificate of deposit as evidence of the shareholding entitling the shareholder to attend the AGM must refer to the above-mentioned Qualifying Date **10 March 2019** (24.00 CET = Vienna time).

The certificate of deposit may be delivered in German or English.

**Proof of identity**

Shareholders and their authorized representatives are requested to show a valid ID upon registration.

If you attend the AGM as a representative, please also bring the proxy in addition to your ID. If the original of the proxy was already sent to the Company, you may speed up your admission if you can provide a copy of the proxy.

PALFINGER AG reserves the right to verify the identity of any individuals appearing at the AGM. In the event that someone's identity cannot be verified, this person may be refused admission.

**IV. RIGHT TO APPOINT AN AUTHORIZED REPRESENTATIVE AND PROCEDURE TO BE FOLLOWED**

Each shareholder who is entitled to attend the Annual General Meeting and has submitted proof thereof to the Company pursuant to the specifications in Item III of this invitation is entitled to appoint a representative who will take part in the meeting on

such shareholder's behalf and will have the same rights as the shareholder whom he/she is representing.

Proxy must be given to a specific person (natural person or legal entity) in text form (sec. 13 para. 2 of the Companies Act); also several persons may be authorized.

Proxy may be granted before or during the Annual General Meeting.

For the delivery of proxies, the following communication channels and addresses are available:

by post or courier:	PALFINGER AG c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
by telefax:	+43 1 8900 500-78
by e-mail:	<a href="mailto:anmeldung.palfinger@hauptversammlung.at">anmeldung.palfinger@hauptversammlung.at</a> (please attach proxies as PDF files)

If a proxy is not personally delivered on the date of the AGM at the entry/exit checkpoint, it must be delivered to one of the addresses indicated above no later than **19 March 2019 at 4 p.m.**

A proxy form and a form for revoking the proxy may be downloaded from the Company's website at [www.palfinger.ag](http://www.palfinger.ag) To ensure smooth admission proceedings, we kindly ask you to use these forms at all times.

Details on granting proxy, in particular as to the text form and the subject matter, can be found in the proxy form made available to shareholders.

If a shareholder has granted proxy to his/her custodian bank (sec. 10a of the Companies Act), it is sufficient for the bank, in addition to submitting the certificate of deposit, to declare that it has been granted proxy, in the manner specified for delivery to the Company.

Shareholders may also exercise their rights personally at an AGM even after they have granted proxy. Personal attendance will be regarded as a revocation of a previously granted proxy.

The rules indicated above regarding the granting of proxy apply mutatis mutandis to its revocation.

Please bear in mind that in principle, for organizational reasons, a maximum of two persons (one shareholder and his/her authorized representative or, instead of the shareholder, two authorized representatives) per certificate of deposit will be admitted.

### **Independent proxy**

As a special service Dr. Michael Knap is available to shareholders as an independent proxy bound by the shareholders' instructions for exercising their voting rights at the Annual General Meeting. A special proxy form may be downloaded from the Company's website at [https://www.palfinger.ag/en/investors/shareholder\\_meeting](https://www.palfinger.ag/en/investors/shareholder_meeting). Shareholders may also contact Dr. Michael Knap directly at the address 1170 Vienna, Dornbacherstrasse 124a/1/5, or by e-mail to [michael@michael-knap.at](mailto:michael@michael-knap.at).

## **V. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO SECS. 109, 110, 118 AND 119 OF THE COMPANIES ACT**

### **1. Additions to the agenda made by shareholders pursuant to sec. 109 of the Companies Act**

Shareholders who jointly hold at least 5 per cent of the share capital and who have been the holders of these shares for at least three months prior to making such request are entitled to submit a written request that **additional items be put on the agenda** of this AGM and be published provided that such written request is delivered to the Company no later than **27 February 2019** (24.00 CET = Vienna time) exclusively at the address 5101 Bergheim bei Salzburg, Lamprechtshausener Bundesstrasse 8, Corporate Communications, Marketing & Sustainability, attn. Mr Hannes Roither. Shareholders must also indicate resolution proposals regarding each item on the agenda so requested, including a statement of grounds. A certificate of deposit pursuant to sec. 10a of the Companies Act stating that the shareholders making such requests have held their shares for at least three months prior to making such requests must be submitted to evidence shareholder status; this certificate may not be older than seven days at the time of submission to the Company. As regards the other requirements of the certificate of deposit, please refer to the information on the right to attend the Annual General Meeting (Item III).

## **2. Resolution proposals by shareholders on items of the agenda pursuant to sec. 110 of the Companies Act**

Shareholders holding jointly at least 1 per cent of the share capital are entitled to submit **resolution proposals** on any item of the agenda, including a statement of grounds, in text form and to demand that such proposals, including the names of the respective shareholders, the grounds therefor and any statements made by the Executive Board or the Supervisory Board be made available on the Company website that has been entered in the commercial register. Such request must be delivered to the Company in text form no later than **11 March 2019** (24.00 CET = Vienna time) either by telefax at +43 662 2281-81070 or at the address 5101 Bergheim bei Salzburg, Lamprechtshausener Bundesstrasse 8, Corporate Communications, Marketing & Sustainability, attn. Mr Hannes Roither, or by e-mail to [h.roither@palfinger.com](mailto:h.roither@palfinger.com), in which case such request must be attached to the e-mail in text form, such as a PDF file.

In case of a **proposal requesting the election of a Supervisory Board member**, the statement of grounds will be replaced by a candidate statement pursuant to sec. 87 para. 2 of the Companies Act.

A certificate of deposit pursuant to sec. 10a of the Companies Act must be submitted to provide evidence that the shareholders are entitled to exercise their shareholders' rights; this certificate may not be older than seven days at the time of submission to the Company. As regards the other requirements of the certificate of deposit, please refer to the information on the right to attend the AGM (Item III).

## **3. Shareholders' right to be informed pursuant to sec. 118 of the Companies Act**

At the AGM, each shareholder has the right to be informed about any matters pertaining to the Company if so requested, provided that such information is necessary for formulating a proper assessment regarding a particular agenda item. The right to be informed also extends to the Company's legal relationships with any associated company as well as to the position of the Group and of any companies included in the consolidated financial statements.

The Company may refuse to supply such information if, according to sound business judgement, it could be seriously prejudicial to the Company or one of its associated companies or if providing such information would constitute a criminal offence.

As a rule, requests for information should be made orally at the Annual General Meeting, but they may also be submitted in writing.

For the sake of an efficient meeting, questions whose response requires more extensive preparation must be submitted in text form to the Executive Board in a timely manner before the AGM. They may be delivered to the Company by post at the address 5101 Bergheim bei Salzburg, Lamprechtshausener Bundesstrasse 8, Corporate Communications, Marketing & Sustainability, attn. Mr Hannes Roither, or by e-mail to [h.roither@palfinger.com](mailto:h.roither@palfinger.com).

#### **4. Requests filed at the Annual General Meeting pursuant to sec. 119 of the Companies Act**

Irrespective of their shareholdings in the Company, every shareholder has the right to make requests regarding each item on the agenda at the Annual General Meeting. If several requests have been submitted regarding one item on the agenda, the Chairman will determine the order of voting pursuant to sec. 119 para. 3 of the Companies Act.

#### **5. Information at the Company's website**

Additional information on shareholders' rights pursuant to secs. 109, 110, 118 and 119 of the Companies Act is available as of now at the Company's website [www.palfinger.ag](http://www.palfinger.ag).

#### **6. Information on the protection of shareholder data**

PALFINGER AG processes the **personal data** of its shareholders (including, but not limited to, those pursuant to sec. 10a para. 2 of the Companies Act, i.e. name, address, date of birth, securities deposit number, number of shares held by the shareholder, class of shares where applicable, voting card number and, where applicable, name and date of birth of the proxy or proxies) on the basis of the applicable data privacy provisions, including, without being limited to, the **EU General Data Protection Regulation (GDPR)** and the Austrian **Data Protection Act**, to enable the shareholders to exercise their rights at the AGM.

The processing of personal data of shareholders is an unconditional requirement for the attendance of the shareholders and their representatives at the AGM in accordance with the Companies Act. Consequently, **Article 6(1)c) of the GDPR** provides the legal basis for data processing.

The **controller** for the processing is PALFINGER AG. PALFINGER AG uses external **service providers**, such as notaries public, attorneys-at-law, banks and IT service providers for the purposes of organizing the AGM. They will receive exclusively those personal data from PALFINGER AG which are necessary to implement the service entrusted to them, and they will process such data exclusively in accordance with the instructions of PALFINGER AG. PALFINGER AG has entered into **data privacy agreements** with these service providers to the extent required by law.

If a shareholder attends the AGM, all shareholders present or their representatives, the members of the Executive Board and of the Supervisory Board, the notary public and all other persons with a statutory right to attend are entitled to inspect the **list of participants**, which must be kept by law (sec. 117 of the Companies Act), and are therefore also entitled to access the personal data listed therein (including name, residence, shareholding). Furthermore, PALFINGER AG is under legal obligation to submit personal shareholder data (including, without limitation, the list of participants) to the **commercial register** as part of the notarized minutes (sec. 120 of the Companies Act).

The shareholders' data are anonymized or deleted as soon as they are no longer necessary with regard to the purposes for which they were collected and/or processed, unless other statutory obligations require the continued storage of such data. **Duties of documentation and retention** result primarily from corporate law, stock companies law and acquisition law, as well as from the laws on taxes and duties and the anti-money-laundering regulations. Should shareholders assert legal claims against PALFINGER AG or should PALFINGER AG assert legal claims against shareholders, the storage of the personal data serves the purpose of **clarifying and enforcing such claims** on a case-by-case basis. In the context of legal proceedings before civil courts, this might result in the data being stored during the period of limitation, in addition to the duration of the legal proceedings until these have been concluded with final effect.

Each shareholder has a right of **access, rectification, erasure, restriction of processing, and objection** regarding his/her personal data, as well as a right to **data portability** under Chapter III of the GDPR, all of which may be exercised at any time. Shareholders may exercise these rights free of charge by contacting PALFINGER AG by e-mail to [datenschutz@palfinger.com](mailto:datenschutz@palfinger.com) or at the following **address**:

PALFINGER AG

5101 Bergheim bei Salzburg, Lamprechtshausener Bundesstrasse 8

Telefax: +43 662 2281-81070

Moreover, the shareholders have the **right to lodge a complaint** with the **data protection authority** in accordance with Article 77 of the GDPR.

More information on data privacy, including a request for information form and a data protection statement, are available at the Company's website [www.palfinger.ag](http://www.palfinger.ag).

## **VI. FURTHER DISCLOSURES AND INFORMATION**

### **Total number of shares and voting rights**

At the date of convening the AGM, the Company's share capital amounts to EUR 37,593,258 and is divided into 37,593,258 no-par-value shares. Each share entitles its holder to one vote. Hence, at the date of convening the AGM, the total number of voting rights amounts to 37,593,258. At the date of convening the AGM, the Company holds no treasury stock, either directly or indirectly.

The Company is striving to organize the AGM in line with the standards of the Austrian environmental seal for Green Meetings/Events.

We are trying to make it as easy as possible to travel to the AGM by public transport. If possible, please use environmentally friendly transport. The latest timetables can be found at [www.oebb.at](http://www.oebb.at) and [www.westbahn.at](http://www.westbahn.at).

If you are arriving by train from Vienna, we recommend the following:

ÖBB: Departure from Wien Hauptbahnhof (Vienna Central Station) at 7.30 a.m., arrival at Salzburg Hauptbahnhof (Salzburg Main Station) at 9.52 a.m.

Westbahn: Departure from Wien Hauptbahnhof (Vienna Central Station) at 7.06 am, arrival at Salzburg Hauptbahnhof (Salzburg Main Station) at 9.38 a.m.

The Chairman will open the Annual General Meeting no later than 11.15 a.m. even in the event of train delays.

We will operate a shuttle service from the Salzburg Main Station to Lengau and back. Departure: 10.00 a.m.; the bus will depart at Lastenstrasse and will be marked with a PALFINGER sign. At the station, please take the exit "Lastenstrasse/ Schallmoos".

Please send your binding registration for the shuttle bus by e-mail to [b.kotesovec@scholdan.com](mailto:b.kotesovec@scholdan.com) no later than 28 February 2019.

After the AGM, we will offer guided tours of PALFINGER World. Please register by e-mail to [b.kotesovec@scholdan.com](mailto:b.kotesovec@scholdan.com) no later than 28 February 2019.

Please note that guests will only be admitted to the Annual General Meeting with the Company's prior approval.

For information on barrier-free access to the AGM please send an e-mail to: [b.kotesovec@scholdan.com](mailto:b.kotesovec@scholdan.com).

Bergheim near Salzburg, February 2019

The Executive Board