

# *Nabaltec*



## Invitation Annual General Meeting 2013

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 20, 2013**

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 2012 financial year**
2. **Appropriation of distributable profit**  
The Management Board and the Supervisory Board propose that the distributable profit of the 2012 financial year amounting to € 196,853.84 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 2012 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 2012 financial year be approved.
5. **Election of the auditor for the 2013 financial year**  
The Supervisory Board proposes that Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, be elected as auditor for the 2013 financial year.
6. **Amendments to the Articles of Association**  
The Management Board and the Supervisory Board propose that the Articles of Association of the company be amended as follows:

6.1 § 14 no. 4 of the Articles of Association shall be reworded as follows:

“4. The members of the Supervisory Board can be included in a personal liability insurance for pecuniary damage for executive bodies and specific managers of the company and affiliated enterprises (D&O insurance) maintained in the interest of the company through a resolution of the General Meeting according to § 14 no. 1 of these Articles of Association, whereby the resolution also has to stipulate the extent of the amount insured and a potential deductible. The company shall bear the incurred premium.

6.2 § 25 of the Articles of Association shall be reworded as follows:

“§ 25  
Notifications

Notifications of the company shall only be made in the Federal Gazette.”

At present the provisions of the Articles of Association which shall be reworded read as follows:

§ 14 no. 4:

“4. *The members of the Supervisory Board can be included in a personal liability insurance for pecuniary damage for executive bodies and specific managers of the company and affiliated enterprises*

*(D&O insurance) maintained in the interest of the company with an amount insured up to € 15.0 million. The insurance agreement shall provide for an appropriate deductible for the members of the Supervisory Board. The company shall bear the incurred premium.”*

§ 25:

*“§ 25  
Notifications*

*Notifications of the company shall only be made in the electronic Federal Gazette.”*

### **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, Alustraße 50 - 52, 92421 Schwandorf, fax: +49 (0)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 5, 2013, 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](http://www.nabaltec.de)).

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

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

## 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 PR IM TURM HV-Service AG  
Römerstraße 72 - 74  
D-68259 Mannheim  
fax: +49 (0)621 7177213  
e-mail: eintrittskarte@pr-im-turm.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, May 30, 2013, 00.00 a.m., and has to be received together with the registration at the latest on Thursday, June 13, 2013, 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.

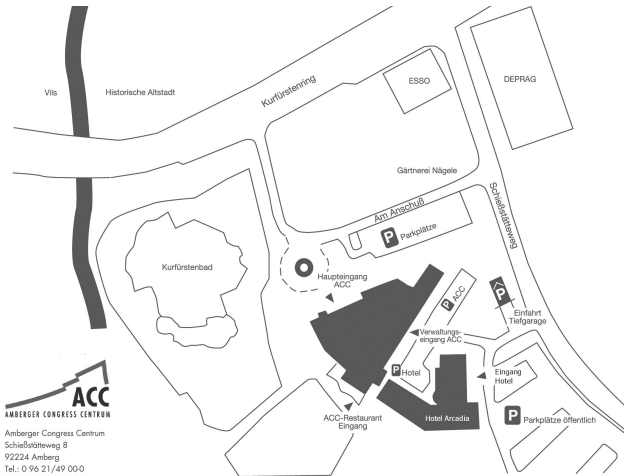
Shareholders who supply their registration and the aforementioned evidence of shareholding in correct form and in time and who do not wish to participate in the General Meeting in person may be represented at the General Meeting and in the exercising of their voting rights by an authorised representative (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 will require admission tickets to the General Meeting which will be forwarded in accordance with the procedures outlined above. 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.

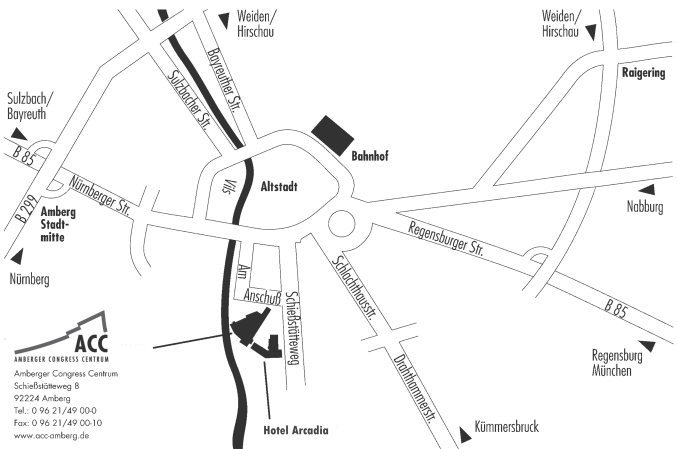
Schwandorf, May 2013  
The Management Board

**Notes:**

# Getting to the Amberg Convention Centrum



**ACC**  
**AMBERGER CONGRESS CENTRUM**  
 Amberger Congress Centrum  
 Schießbühlweg 8  
 92224 Amberg  
 Tel.: 0 96 21/49 00-0  
 Fax: 0 96 21/49 00-10  
 www.acc-amberg.de



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**BY CAR**

From the west and north, take the A6 (Nuremberg-Heilbronn), get out at the Amberg-Stadtmitte exit and continue on Federal Highway 299. 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 Stadtmitte/ACC.

**BY TRAIN**

Amberg's train station is served by Deutsche Bahn's ICE network. The ACC is about 7 minutes from the train station by foot.

**BY PLANE**

The ACC is a 40-minute drive from Nuremberg Airport.

**Note for drivers with GPS:**

Enter "Amberg/Schießstätteweg 8".

**Parking:**

Please note that free public parking is available in the vicinity of the ACC. Nabaltec AG will not be able to reimburse you for the cost of parking.

**Schießstätteweg parking lot:**

Near Old City: 3 hours free with parking disc.

**Kurfürstenbad parking garage:**

The first two hours are free; the fee is EUR 0.60 for each additional hour.

***Nabaltec* AG**  
Alustraße 50 - 52  
92421 Schwandorf  
Germany

**Phone: +49 9431 53-202**  
**Fax: +49 9431 53-260**

**E-mail: [InvestorRelations@nabaltec.de](mailto:InvestorRelations@nabaltec.de)**  
**[www.nabaltec.de](http://www.nabaltec.de)**