

Nabaltec



ANNUAL GENERAL MEETING 2023



Invitation to the Annual General Meeting 2023

Nabaltec AG, Schwandorf

We hereby invite our shareholders to attend our

Annual General Meeting

to be held at **10.00 a.m. (CEST) on Wednesday, June 28, 2023**

in the Amberger Congress Centrum

Schießstätteweg 8

92224 Amberg.

ISIN: DE000A0KPPR7

Agenda at a glance

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 2022 financial year
2. Appropriation of distributable profit
3. Approval of the actions of the Management Board
4. Approval of the actions of the Supervisory Board
5. Election of the auditor for the 2023 financial year
6. Addition to § 16 of the Articles of Association of the Company (virtual Annual General Meeting)
7. Addition to § 16 of the Articles of Association of the Company (attendance of Supervisory Board members at the Annual General Meeting)

Meeting notice according to Regulation (EU) 2018/1212

A1	Unique identifier of the event	e5b79d6639eed118146005056888925
A2	Type of message	Invitation to Annual General Meeting
B1	ISIN	DE000A0KPPR7
B2	Name of issuer	Nabaltec AG
C1	Date of the General Meeting	20230628
C2	Time of the General Meeting	08:00 am (UTC)
C3	Type of General Meeting	Ordinary Annual General Meeting
C4	Location of the General Meeting	Amberger Congress Centrum Schießstätteweg 8 92224 Amberg
C5	Record Date	20230606
C6	Uniform Resource Locator (URL)	www.nabaltec.de/investor-relations/hauptversammlung www.nabaltec.de/en/investor-relations/annual-general-meeting

NOTICE:

This year, the Annual General Meeting will again be held with on-site-attendance at the Amberger Congress Centrum.

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 2022 financial year

2. Appropriation of distributable profit

The Management Board and the Supervisory Board propose that the distributable profit of the 2022 financial year amounting to EUR 43,542,290.52 will be appropriated as follows: An amount of EUR 2,464,000.00 will be distributed to the shareholders by payment of a dividend of EUR 0.28 per share on the 8,800,000 no-par value shares with dividend entitlement for the 2022 financial year. The residual amount of EUR 41,078,290.52 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 2022 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 2022 financial year be approved.

5. Election of the auditor for the 2023 financial year

The Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, be elected as auditor for the 2023 financial year.

6. Addition to § 16 of the Articles of Association of the Company (virtual Annual General Meeting)

By way of the “Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts-, sowie insolvenz- und restrukturierungsrechtlicher Vorschriften” (the German act on the introduction of virtual annual general meetings at stock corporations and amendment of cooperative and insolvency and restructuring regulations) (Federal Law Gazette I No. 27 2022, p. 1166 et seq.), the legislator introduced § 118a (1) sentence 1 of the German Stock Corporation Act (AktG) according to which either the Articles of Association may allow for, or authorize the Management Board to allow for, the Annual General Meeting to be held as a virtual meeting, i.e. without the shareholders or their representatives being physically present at the place of the Annual General Meeting. In order to ensure that Nabaltec AG can always hold proper Annual General Meetings, for example also in a crisis situation, such an authorization of the Management Board should also be resolved at Nabaltec AG. At future Annual General Meetings, the Management Board will therefore decide in each case whether to utilize the authorization and hold the Annual General Meeting as a virtual meeting, taking into account the circumstances of the individual case. The Management Board will make its decisions with due regard to the interests of the Company and its shareholders. In doing so, it will pay particular attention to safeguarding the rights of the shareholders as well as to aspects related to protecting the health of those involved, cost and effort, and sustainability considerations.

The Supervisory Board and the Management Board propose that the following resolution be adopted:

The headline of § 16 of the Articles of Association of the Company will be redrafted as follows:

“Place and convening, virtual Annual General Meeting”

The following new subsection 5 will be added to § 16 of the Articles of Association of the Company:

“5. The Management Board is authorized to allow for the Annual General Meeting to be held without the shareholders or their representatives being physically present at the place of the Annual General Meeting (virtual Annual General Meeting). The authorization applies to holding virtual Annual General Meetings in a period of five years after entry of this amendment to the Articles of Association in the Commercial Register.”

The currently applicable Articles of Association are available on the Company’s website at www.nabaltec.de/en/investor-relations/annual-general-meeting. They will also be available there during the Annual General Meeting.

7. Addition to § 16 of the Articles of Association of the Company (attendance of Supervisory Board members at the Annual General Meeting)

In principle, members of the Supervisory Board attend the Annual General Meeting in person. Pursuant to § 118 (3) sentence 2 of the German Stock Corporation Act (AktG), however, the Articles of Association can specify specific cases in which members of the Supervisory Board are allowed to attend the Annual General Meeting by means of audio and video transmission. This option is to be utilized in order to enable members to attend even in situations where their physical presence at the place of the Annual General Meeting would not be possible or would be possible only with considerable effort.

The Supervisory Board and the Management Board propose that the following resolution be adopted:

The following new subsection 6 will be added to § 16 of the Articles of Association of the Company:

“6. Members of the Supervisory Board are permitted, in agreement with the Chairman of the Supervisory Board, to attend the Annual General Meeting by means of audio and video transmission in cases where their physical presence at the place of the Annual General Meeting would not be possible or would be possible only with disproportionate effort due to legal restrictions, because they are abroad, because they have to stay at another place in Germany, because traveling to the meeting would take an unreasonable length of time, because they are prevented from physically attending for other important reasons, or in cases where the Annual General Meeting is held as a virtual Annual General Meeting without the shareholders or their representatives being physically present at the place of the Annual General Meeting.”

The currently applicable Articles of Association are available on the Company’s website at www.nabaltec.de/en/investor-relations/annual-general-meeting. They will also be available there during the Annual General Meeting.

II. Additional Information about the Invitation

1. Shareholder motions

Please send countermotions to a proposal of the Management and/or Supervisory Board exclusively to Nabaltec AG, Vorstand, Alustraße 50 - 52, 92421 Schwandorf, e-mail: GegenantraegeHV2023@nabaltec.de, enclosing your shareholder authorization. Counter motions which are received by the Company – without taking into account the day of the Annual General Meeting and the date of receipt – at least 14 days prior to the Annual General Meeting, i.e. no later than Tuesday, June 13, 2023, and which meet the requirements of § 126 AktG [*German Stock Corporation Act*] will be published on the Company’s website (www.nabaltec.de/en).

2. Number of shares and voting rights

Upon the convening of the Annual 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 Annual General Meeting. The number of voting rights therefore also amounts to 8,800,000.

3. Participation requirements

Only those shareholders who register and furnish evidence of their rights in text form (§ 126 b BGB [*German Civil Code*]) in German or English prior to the Annual General Meeting at the address given below are entitled to attend the Annual General Meeting and to exercise their voting rights:

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

As evidence of shareholding a special confirmation issued by the custodian bank shall be sufficient which must refer to the beginning of the 21st day prior to the Annual General Meeting, i.e. to Wednesday, June 7, 2023, 00:00 (CEST) and must be received, together with the registration, by the aforementioned body on Wednesday, June 21, 2023 at the latest. Shareholders who submit their registration and the aforementioned evidence of shareholding in proper form and on time will be forwarded admission tickets for the Annual General Meeting. Shareholders are asked to ensure that their 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 submitted their registration and evidence of shareholding in the proper form and on time and will not personally attend the Annual General Meeting may be represented at the Annual General Meeting and in the exercise of their voting rights by a representative, also by a bank or a shareholders' association. If the representative is a bank or another shareholder representative referred to § 135 AktG [*German Stock Corporation Act*], the statutory provisions with regard to form and proof of authorization shall apply. Any other representatives 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 also be ordered from the Company.

Furthermore, the Company provides its shareholders with the possibility of being represented at the Annual General Meeting by a voting proxy appointed by the Company to act as a representative. If authorized to do so, the voting proxy appointed by the Company exercises the voting right in accordance with the shareholder's instructions. In the absence of instructions or where the instructions given are ambiguous, the voting proxy appointed by the Company will abstain from voting. The voting proxy appointed by the Company cannot be empowered to raise objections against resolutions of the Annual General Meeting, to speak and to raise questions or to submit motions. Shareholders wishing to issue a power of attorney to the voting proxy appointed by the Company may use the form which is printed on the admission ticket. Further information on how to authorize and instruct the voting proxy appointed by the Company are included in the documents sent to the shareholders together with the admission tickets.

4. Deadlines and information on time zones

All time specifications in this invitation refer to Central European Time effective in Germany (CEST). With regard to Coordinated Universal Time (UTC), the ratio is UTC = CEST minus two hours.

5. Binding nature of the vote

No resolution is proposed under agenda item 1 and therefore no vote is scheduled. The scheduled votes on agenda items 2 to 7 are of a binding nature. Shareholders may vote "Yes" (in favor) or "No" (against) or abstain (from voting) on all votes.

6. 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 website of the Company under www.nabaltec.de/en/investor-relations/annual-general-meeting. Shareholders who authorize a representative are kindly asked to inform the representative on the data protection information of the Company.

Schwandorf, May 2023
The Management Board

This document is a convenience translation of the German original of the Invitation to the Annual General Meeting 2023. For purposes of interpretation and in case of any discrepancies the German version shall be authoritative.

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