

***Nabaltec***



**ANNUAL GENERAL MEETING 2024**

# Invitation to the Annual General Meeting 2024

Nabaltec AG, Schwandorf

We hereby invite our shareholders to attend our

## **Annual General Meeting**

**to be held at 10.00 a.m. (CEST) on Tuesday, June 25, 2024**

**in the Amberger Congress Centrum**

**Schießstätteweg 8**

**92224 Amberg**

**as a meeting with on-site-attendance.**

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 2023 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 2024 Financial Year
6. By-election of a member of the Supervisory Board and election of a substitute member
7. Amendment to section 17 (1) sentence 4 of the company's Articles of Association (Record Date)

## Meeting notice according to Regulation (EU) 2018/1212

A1	Unique identifier of the event	b63f8a806b08ef11b53300505696f23c
A2	Type of message	Invitation to Annual General Meeting
B1	ISIN	DE000A0KPPR7
B2	Name of issuer	Nabaltec AG
C1	Date of the General Meeting	20240625
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	20240603
C6	Uniform Resource Locator (URL)	<a href="http://www.nabaltec.de/investor-relations/hauptversammlung">www.nabaltec.de/investor-relations/hauptversammlung</a> <a href="http://www.nabaltec.de/en/investor-relations/annual-general-meeting">www.nabaltec.de/en/investor-relations/annual-general-meeting</a>

## **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 2023 Financial Year**

### **2. Appropriation of distributable profit**

The Management Board and the Supervisory Board propose that the distributable profit of the 2023 Financial Year amounting to EUR 51,165,723.99 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 non par value shares with dividend entitlement for the 2023 Financial Year. The residual amount of EUR 48,701,723.99 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 2023 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 2023 Financial Year be approved.

### **5. Election of the auditor for the 2024 Financial Year**

The Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, be elected as auditor for the 2024 Financial Year.

### **6. By-election of a member of the Supervisory Board and election of a substitute member**

Prof. Dr.-Ing. Jürgen G. Heinrich resigned, on the best of terms and for personal reasons, from his office as a member of the company's Supervisory Board with effect from the conclusion of the Annual General Meeting on June 25, 2024. In accordance with section 96 AktG [German Stock Corporation Act] and section 8 of the company's Articles of Association, the Supervisory Board consists of three members to be elected by the Annual General Meeting. Re-election – once or several times – is permitted. The Annual General Meeting is not bound by election proposals.

The Supervisory Board proposes that

Mr. Dirk A. Müller, Managing Director Finance/CFO, Nittendorf, Germany,

be elected to the Supervisory Board as successor to Prof. Dr.-Ing. Jürgen G. Heinrich and

Ms. Astrid Witzany, Managing Director and Congress Manager,  
Brunn am Gebirge, Austria

as a substitute member for Mr. Dirk A. Müller for the remaining term of office of the Supervisory Board from the conclusion of the Annual General Meeting on June 25, 2024 until the conclusion of the Annual General Meeting during which resolution on the approval of actions of the Supervisory Board for the 2026 Financial Year will be adopted.

Mr. Dirk A. Müller and Ms. Astrid Witzany are neither members of a statutory supervisory board nor a comparable supervisory body of another commercial enterprise.

Ms. Astrid Witzany is Managing Director and shareholder, with a stake of approx. 33.10%, of NAWI Beteiligungs GmbH, which in turn holds approx. 27.16% of the company's shares.

The CVs of Mr. Müller and Ms. Witzany are available on the company's website at [www.nabaltec.de/en/investor-relations/annual-general-meeting](http://www.nabaltec.de/en/investor-relations/annual-general-meeting).

With regard to its above election proposals, the Supervisory Board fully complies with and takes into account the statutory requirements and the objectives resolved by the Supervisory Board regarding its composition.

## **7. Amendment to section 17 (1) sentence 4 of the company's Articles of Association (Record Date)**

Through the Act on the Financing of Investments intended to Safeguard the Future (Zukunftsfinanzierungsgesetz – ZuFinG, German Federal Law Gazette 2023 Part 1 No. 354 of December 14, 2023), the legislator amended the regulations regarding the so-called Record Date in section 123 (4) sentence 2 AktG and replaced the words “beginning of the 21<sup>st</sup>” with “close of business on the 22<sup>nd</sup>”. As the wording of section 17 (1) sentence 4 of the company's Articles of Association reflects the wording of the previous section 123 (4) sentence 2 AktG, section 17 (1) sentence 4 of the company's Articles of Association is to be adapted to the new wording of section 123 (4) sentence 2 AktG for clarification purposes.

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

In section 17 (1) sentence 4 of the company's Articles of Association, the words “beginning of the twenty-first” shall be replaced by the words “close of business on the twenty-second.”

The currently valid Articles of Association are available on the company's website at [www.nabaltec.de/en/investor-relations/annual-general-meeting](http://www.nabaltec.de/en/investor-relations/annual-general-meeting) (only available in German). 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: [GegenantraegeHV2024@nabaltec.de](mailto:GegenantraegeHV2024@nabaltec.de), enclosing your shareholder authorization. Countermotions which are received by the company at least 14 days prior to the Annual General Meeting – without taking into account the day of the Annual General Meeting and the date of receipt – i.e. no later than Monday, June 10, 2024, and which meet the requirements of section 126 AktG [*German Stock Corporation Act*] will be published on the company's website ([www.nabaltec.de/en](http://www.nabaltec.de/en)).

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

At the date of convening the Annual General Meeting, the company's share capital consists of 8,800,000 non 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 (section 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  
E-mail: [anmeldestelle@computershare.de](mailto: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 21<sup>st</sup> day prior to the Annual General Meeting, i.e. to Tuesday, June 4, 2024, 00:00 (CEST) and must be received, together with the registration, by the aforementioned body on Tuesday, June 18, 2024 at the latest. Shareholders who submit their registration and the aforementioned evidence of shareholding in the correct 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 their admission tickets in good time.

Shareholders who submitted their registration and evidence of shareholding in the correct 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 section 135 AktG, 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 is 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 Summer 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) in every vote.

## **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 company’s website at [www.nabaltec.de/en/investor-relations/annual-general-meeting](http://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 2024  
The Management Board

This document is a convenience translation of the German original of the Invitation to the Annual General Meeting 2024. For purposes of interpretation and in case of any discrepancies the German version shall be authoritative.

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