

Annual General Meeting SURTECO SE on 29 June 2017

Additional Information on Shareholder Rights

1. Supplementary motions to the Agenda at the request of a minority in accordance with Articles 53 and 56 of the SE Directive, § 50 Section (2) of the SE Implementation Act (*SE-Ausführungsgesetz, SEAG*) and § 122 Section (2) Stock Corporation Act (*Aktiengesetz, AktG*)

Shareholders whose shares together make up at least 5 % of the capital stock or the proportionate amount of € 500,000 of the capital stock corresponding to 500,000 no-par-value shares can request pursuant to Articles 53, 56 SE Directive in conjunction with § 50 Section (2) SEAG (*SE-Ausführungsgesetz, SEAG*) and § 122 Section (2) Stock Corporation Act (*Aktiengesetz, AktG*) that items are placed on the Agenda and announced. The requested agenda items (as necessary in the form of one or several resolution items) must be formulated such that the Board of Management can announce these pursuant to the requirements of § 124 (*Aktiengesetz, AktG*). A verification that the shareholder acquired and held the shares for a period of at least three months respectively 90 days prior to the motion (§ 122 Stock Corporation Act (*Aktiengesetz, AktG*)) is *not* necessary because the SE Directive as a higher instance of law does not contain a requirement of this nature.

Supplementary motions together with a justification or proposals for a resolution must be received in writing by the Company at the latest by the end of 29 May 2017 at

SURTECO SE
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86647 Buttenwiesen-Pfaffenhofen
Germany
Fax +49 (0) 8274/9988-505
Email: HV@surteco.com.

If the supplementary motions have been received punctually and are subject to a mandatory requirement for announcement, they are immediately announced in the Official Gazette of the Federal Republic of Germany (*Bundesanzeiger*) after receipt of the request and disseminated throughout Europe, made accessible on the Internet site of the Company and communicated to the shareholders together with the notification convening the Annual General Meeting pursuant to § 125 Section (1) Sentence 3 Stock Corporation Act (*Aktiengesetz, AktG*). Any statements on administration are also announced in the same way.

2. Motions and election proposals by shareholders pursuant to Article 53 SE Directive and § 126 Section (1), § 127 Stock Corporation Act (*Aktiengesetz, AktG*)

Pursuant to Article 53 SE Directive and § 126 Section (1) Stock Corporation Act (*Aktiengesetz, AktG*), motions from shareholders should be sent to the following address only up to 14 days at the latest before the day of the Annual General Meeting, i.e. at the latest by 14 June 2017:

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Johan-Viktor-Bausch-Straße 2
86647 Buttenwiesen-Pfaffenhofen
Germany
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Counter-motions by shareholders to be announced with the name of the shareholder and the justification are immediately published following receipt of the request on the Internet site of the Company. Any statements on administration are announced in the same way.

In relation to the proposal by a shareholder for election of Supervisory Board members or appointment of auditors, the above provisions on § 126 Section (1) Stock Corporation Act (*Aktiengesetz, AktG*) are applicable (including the address given there) pursuant to § 127 Stock Corporation Act (*Aktiengesetz, AktG*) in accordance with the requirement that the election proposal does not have to be justified by the shareholder.

Motions and election proposals and their justifications do not have to be made accessible by the Company pursuant to § 126 Section (2) Stock Corporation Act (*Aktiengesetz, AktG*),

1. insofar as the Board of Management would contravene statutory legislation by the act of making accessible,
2. if the counter-motion would lead to a resolution of the Annual General Meeting that breached the statutory legislation or the regulations of the Articles of Association,
3. if key points of the justification contain significant items that are obviously incorrect or if they include insulting statements,
4. if a counter-motion of the shareholder based on the same facts has already been made accessible for an Annual General Meeting of the Company pursuant to § 125 Stock Corporation Act (*Aktiengesetz, AktG*),

5. if the same counter-motion of the shareholder with essentially the same justification has already been put before at least two Annual General Meetings of the Company pursuant to § 125 Stock Corporation Act (*Aktiengesetz, AktG*) within the past five years and less than one twentieth of the represented capital stock cast their votes for it,
6. if the shareholder states that he/she will not take part in the Annual General Meeting and will not be represented at the Annual General Meeting, or
7. if the shareholder has submitted a counter-motion notified by him/her during the past two years in two Annual General Meetings or has not caused such counter-motion to be submitted.

The justification does not have to be made accessible, if it is overall more than 5000 characters.

The Board of Management is also not required to make election proposals submitted by shareholders accessible apart from in the said cases of § 126 Section (2) Stock Corporation Act (*Aktiengesetz, AktG*), if they do not include the information pursuant to § 124 Section (3) Sentence 4 Stock Corporation Act (*Aktiengesetz, AktG*) (name, current vocation, and place of residence) and in the case of election proposals for Supervisory Board members pursuant to § 125 Section (1) Sentence 5 Stock Corporation Act (*Aktiengesetz, AktG*) (details of memberships in other Supervisory Boards to be formed pursuant to statutory regulations).

If several shareholders submit counter-motions on the same subject of resolution, the Board of Management can merge the counter-motions and their justifications.

A counter-motion or an election proposal can still be submitted at the Annual General Meeting, if it is not previously sent to the Company within the period of the deadline defined in § 126 Section (1) Stock Corporation Act (*Aktiengesetz, AktG*). By the same token, a counter-motion or election proposal submitted previously to the Company must be expressly put to the Annual General Meeting, even if was made accessible beforehand.

3. Right to information of the shareholder pursuant to Article 53 SE Directive and § 131 Section (1) Stock Corporation Act (*Aktiengesetz, AktG*)

Pursuant to Article 53 SE Directive and § 131 Section (1) Stock Corporation Act (*Aktiengesetz, AktG*), every shareholder must on request be provided with information about the affairs of the Company by the Board of Management, if they are required to facilitate an objective assessment of the items on the agenda. The disclosure obligation of the Board of Management also relates to the legal and business relationships of the Company to affiliated enterprises and to the position of the Group and the companies incorporated in the consolidated financial statements (see § 131 Section (1) Sentence 2 and Sentence 4 Stock Corporation Act (*Aktiengesetz, AktG*)).

Under certain circumstances more specifically defined in § 131 Section (3) of the Stock Corporation Act (Aktiengesetz, AktG), the Board of Management may refuse to provide the information. Pursuant to § 17 Section 3 of the Articles of Association, the Chairman of the Annual General Meeting is further authorized to reasonably restrict the time allocated to shareholders for speaking and asking questions. In exercising this right, the Chairman of the Annual General Meeting shall be guided by the need to complete the Annual General Meeting within a reasonable and appropriate period of time. Further explanations are provided on the Internet page of the Company.