



## Invitation to the Annual General Meeting 2018

**SURTECO SE**  
Buttenwiesen

**ISIN: DE0005176903**  
**WKN: 517690**

We invite our shareholders to the  
ordinary Annual General Meeting

to be held at the

**Haus der Bayerischen Wirtschaft**  
**Max-Joseph-Straße 5**  
**80333 Munich**  
**Germany**

on

**Thursday, 28 June 2018, at 10.00 (entry: from 9:00).**

**I. AGENDA:**

- 1. Submission of the audited annual financial statements and the approved consolidated financial statements, the management reports for SURTECO SE and the Group, including the explanatory report on the disclosures pursuant to § 289a Section (1), § 315a Section (1) of the German Commercial Code (*Handelsgesetzbuch, HGB*) and the Declaration on Company Management pursuant to § 289f German Commercial Code (*Handelsgesetzbuch, HGB*), together with the Corporate Governance Report for the business year 2017, the proposal for appropriation of the net profit and the report by the Supervisory Board.**

No resolution is anticipated for agenda item 1, since there is no statutory requirement for a resolution to be passed and the Supervisory Board has already confirmed the annual financial statements and approved the consolidated financial statements. No resolution is therefore necessary in respect of agenda item 1 under statutory requirements.

## **2. Resolution on appropriation of net profit**

The Board of Management and the Supervisory Board propose that the net profit for the business year 2017 amounting to 12,404,584.80 euros (€) be appropriated as follows:

- Payment of a dividend of € 12,404,584.80. This amounts to a dividend of € 0.80 per no-par-value share for the 15,505,731 shares issued corresponding to a nominal participation in the capital stock of € 1.00 for each no-par-value share.

The dividend is payable on 3 July 2018.

## **3. Resolution on the discharge of the Board of Management for the business year 2017**

The Supervisory Board and the Board of Management propose that the actions of the Board of Management be approved for the business year 2017.

It is intended to allow the Annual General Meeting to take a decision on the discharge of all Members of the Board of Management by way of a block vote.

## **4. Resolution on the discharge of the Supervisory Board for the business year 2017**

The Board of Management and Supervisory Board propose that the actions taken by the incumbent Members of the Supervisory in the year 2017 be approved and that they should be discharged for the business year 2017.

It is intended to allow the Annual General Meeting to take a decision on the discharge of all Members of the Supervisory Board by way of a block vote.

## 5. Election to the Supervisory Board

The period of office of Dr.-Ing. Walter Schlebusch as Member of the Supervisory Board of SURTECO SE finishes at the end of the Annual General meeting on 28 June 2018.

The Supervisory Board proposes that Andreas Engelhardt, resident in Bielefeld, managing and personally liable shareholder of Schüco International KG, Bielefeld, should be elected to the Supervisory Board to replace Dr.-Ing. Walter Schlebusch.

The election will be for a period of office until the actions of the Supervisory Board are approved and the Member of the Supervisory Board is discharged for the fourth business year after the commencement of his period of office, unless the Annual General Meeting defines a shorter period of office. The business year in which the period of office commences is not included in this calculation.

Mr. Engelhardt has the following additional memberships of other supervisory boards to be formed under statutory regulations and comparable governance bodies of business enterprises in Germany and abroad:

- Member of the Supervisory Board of SAINT-GOBAIN ISOVER G+H Aktiengesellschaft, Ludwigshafen;
- Member of the Supervisory Board of BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg.

Mr. Engelhardt is independent pursuant to § 5.4.2 of the German Corporate Governance Code [DCGK]. There are no personal and/or business relationships between him and the companies of the SURTECO Group, the executive officers of SURTECO SE and major shareholders with a holding in SURTECO SE.

The composition of the Supervisory Board is based on Article 10 of Council Directive (EC) no. 2157/2001 dated 8 October 2001 relating to the Statute of the European Company (SE), Official Gazette [Amtsblatt] EC No. L 294 dated 10 November 2001, page 1 [hereinafter referred to as "SE Directive] in conjunction with § 95 Sentence 2 of the Stock Corporation Act [Aktiengesetz, AktG] and § 8 Section (1) of the Articles of Association. According to this, the Supervisory Board shall consist of nine members, which shall be elected by the Annual General Meeting, unless other arrangements for employee participation are defined in the agreement pursuant to the SE Participation Act [SE-Beteiligungsgesetz, SEBG]. On the basis

of the agreement dated 13 February 2017 pursuant to the SE Participation Act (*SE-Beteiligungsgesetz, SEBG*), three members of the Supervisory Board are sent by the works councils of the SURTECO Group to the Supervisory Board as employee representatives in accordance with the terms of the agreement. The Annual General Meeting therefore has to elect a total of six members of the Supervisory Board as shareholder representatives.

The Company is neither subject to the Co-determination Act (*Mitbestimmungsgesetz*) 1976 nor to the One-Third Participation Act (*Drittelbeteiligungsgesetz*), or any other co-determination acts.

**6. Amendment to the name of SURTECO SE, editorial alignment of the registered office of the Company and amendment to the Articles of Association**

The growth strategy SURTECO 2025+ is intended to place more consistent focus on customer needs. Furthermore, the subsidiary companies of SURTECO SE BauschLinnemann GmbH, Döllken-Kunststoffverarbeitung GmbH and SURTECO DECOR GmbH, which have so far been managed separately, are to be merged. This reorganisation is being carried out in the course of a realignment from the previous product orientation to a sector orientation, forming a new unit under the name SURTECO GmbH. SURTECO SE is to be renamed SURTECO GROUP SE in order to avoid overlaps and to highlight the function of SURTECO SE as the holding company for a group of mutually complementary companies.

Furthermore, this opportunity will be taken to remove the place name "Pfaffenhofen" for purposes of simplification in § 1 Section (2) of the Articles of Association, since this is not entered in the Company Register and the registered office of the Company is Buttenwiesen.

Accordingly, the Board of Management and the Supervisory Board propose the following resolutions:

- a) The name of the Company will be changed and shall be as follows in the future:

SURTECO GROUP SE

- b) § 1 of the Articles of Association will be changed accordingly and revised as follows (including the editorial deletion of the place name "Pfaffenhofen" for the registered office):

**"§1  
Company, Registered Office and Financial Year**

(1) The Company's name is

SURTECO GROUP SE

(2) The Company has its registered office in Buttenwiesen.

(3) The financial year shall correspond to the calendar year."

The other provisions of the Articles of Association shall remain unchanged.

Voting on the resolutions a) and b) should be uniform.

## **7. Resolution on the consent to conclude company contracts**

### *7.1 Company contracts currently in existence*

In order to ensure a consolidated tax filing arrangement, the following profit transfer agreements (profit and loss agreements) exist between SURTECO SE as the controlling company on the one hand and its direct subsidiary companies in the legal form of a GmbH (private limited company) on the other hand:

- The profit transfer agreement between SURTECO SE and SURTECO DECOR GmbH dated 20 May 2001 in the version of the amendment agreement dated 29 April 2014,
- Profit transfer agreement between SURTECO SE and BauschLinnemann GmbH dated 28 April 2005 in the version of the amendment agreement dated 29 April 2014,
- Profit transfer agreement between SURTECO SE and Döllken-Kunststoffverarbeitung GmbH dated 29 June 2015,

- Profit transfer agreement between SURTECO SE and Döllken Profiles GmbH (formerly: Döllken-Weimar GmbH) dated 29 June 2015.

## 7.2 *Restructuring and conclusion of new company contracts*

As already mentioned under agenda item 6, the intention is to merge SURTECO DECOR GmbH and Döllken-Kunststoffverarbeitung GmbH with BauschLinnemann GmbH in 2018. This company will in future operate in the marketplace under the name of SURTECO GmbH. Additional restructuring measures include merging other investment companies in a newly established SURTECO Beteiligungen GmbH, which was founded as an indirect subsidiary company of SURTECO SE.

The profit-transfer agreements previously in place between SURTECO SE on the one hand, and SURTECO DECOR GmbH and Döllken-Kunststoffverarbeitung GmbH on the other hand, will be cancelled as a result of these mergers.

The profit transfer agreements in place between SURTECO SE on the one hand, and BauschLinnemann GmbH and Döllken Profiles GmbH on the other hand, will remain unchanged. Furthermore, controlling agreements will be concluded between SURTECO SE on the one hand, and the two companies named above on the other hand, in order to be able to maintain a legally failsafe consolidated value-added-tax filing arrangement in the future.

A controlling and profit-transfer agreement was concluded between SURTECO SE as the controlling company and the newly established SURTECO Beteiligungen GmbH, in order to safeguard the consolidated tax and value-added-tax filing arrangements in the future.

## 7.3 *Important content of newly concluded controlling agreements*

The controlling agreements between SURTECO SE as the controlling company on the one hand, and BauschLinnemann GmbH and Döllken Profiles GmbH as the dependent companies on the other hand, in each case have the following important content:

- The dependent company places the management of its company under the auspices of SURTECO SE. Accordingly, SURTECO SE is entitled to issue in-

structions directing the executive management of the dependent company in relation to the management of the company.

- In accordance with § 302 of the Stock Corporation Act (*Aktiengesetz, AktG*) in the relevant valid version, SURTECO SE has an obligation to bear any loss. In order to provide clarification, the contractual parties confirm that in the case of several contracts existing between the contractual parties, loss compensation will only be provided once.
- The contract becomes effective when it is entered in the Company Register of the dependent company.
- The contract is concluded for an unlimited period of time and it can be terminated with a period of notice of one month, in each case coming into effect after expiry of one full calendar month.
- The right to termination of the contract for good cause without complying with a period of notice is not affected. Good cause is deemed to exist in particular if the participation of SURTECO SE in the individual dependent company is sold or some other measure is taken which is set out in § 3.4 of the relevant controlling contract.
- The existing profit-transfer agreements between SURTECO SE and the dependent companies are not affected by the controlling contracts.

#### 7.4 *Important content of the newly concluded controlling and profit transfer agreement*

The controlling and profit-transfer agreement between SURTECO SE and SURTECO Beteiligungen GmbH has the following important content:

- SURTECO Beteiligungen GmbH places the management of its company under the auspices of SURTECO SE. Accordingly, SURTECO SE is entitled to issue instructions directing the executive management of SURTECO Beteiligungen GmbH in relation to the management of the company.
- SURTECO Beteiligungen GmbH is obliged to transfer all its profit to SURTECO SE throughout the entire term of the contract. "Profit" – subject to the formation or release of other retained earnings – is the net income generated

without the profit transfer, reduced by any loss carry-forward from the previous year and by the amount barred from distribution in accordance with § 268 Section (8) German Commercial Code (*HGB*).

- SURTECO Beteiligungen GmbH may transfer amounts from the net income to retained earnings (§ 272 Section (3) German Commercial Code (*HGB*)) only insofar as this is permissible under commercial law and economically justified in accordance with prudent business judgement.
- Other retained earnings that were formed during the term of the controlling and profit-transfer agreement must be released on request by SURTECO SE and transferred as profit. The transfer of amounts from the release of capital (§ 266 Section (3) A II German Commercial Code (*HGB*)), which were formed before or during the term of the controlling and profit-transfer agreement, and from retained earnings (§ 266 Section (3) A III German Commercial Code (*HGB*)) or profit carry-forwards (§ 266 Section (3) A IV German Commercial Code (*HGB*)), which were formed before the controlling and profit-transfer agreement came into force, is excluded.
- Overall, the profit transfer must not exceed the amount defined in § 301 Stock Corporation Act (*AktG*) in its relevant valid version.
- Pursuant to § 302 Stock Corporation Act (*AktG*) in its relevant valid version, SURTECO SE has an obligation to bear any loss.
- The contract becomes effective when it is entered in the Company Register of SURTECO Beteiligungen GmbH and it applies with the exception of § 1 (management of the independent company) for the entire financial year of SURTECO Beteiligungen GmbH in which the contract becomes effective. Controlling as a result of the right to issue instructions in accordance with § 1 only becomes effective from entry of the contract in the Company Register of SURTECO Beteiligungen GmbH.
- The contract is concluded for an indefinite period of time, but for at least a five-year period calculated from the beginning of the financial year of SURTECO Beteiligungen GmbH in which the contract becomes effective. Written notice can be served on the contract at the earliest with effect from the expiry of these five years while complying with a period of notice of three



months. Thereafter, notice can be served on the contract with a period of notice of three months with effect from the expiry of a financial year.

- The right to termination of the contract for good cause without complying with a period of notice is not affected. Good cause is deemed to exist in particular if the participation of SURTECO SE in SURTECO Beteiligungen GmbH is sold or other measures are taken which are set out in § 4.3 of the contract.

#### 7.5 *Joint rules of the controlling agreements and the controlling and profit-transfer agreement*

The controlling agreements with BauschLinnemann GmbH and Döllken Profiles GmbH and the controlling and profit-transfer agreement with SURTECO Beteiligungen GmbH only become effective in each case with the consent of the Annual General Meeting of SURTECO SE, and also with the consent of the shareholders' meetings of the aforementioned individual subsidiary companies and the subsequent entry in the Company Register of the relevant subsidiary companies. The shareholder's meetings of the dependent companies are to grant consent shortly after consent has been provided by the Annual General Meeting of SURTECO SE.

Since SURTECO SE is in each case the sole shareholder of the dependent companies, no appropriate compensation pursuant to § 304 Stock Corporation Act (*AktG*) has to be determined in the company contracts. No severance package is defined for the same reason and no company valuation to determine compensation or an appropriate severance package has to be carried out.

A review of the contracts by a contract auditor pursuant to § 293b Section (1) Stock Corporation Act (*AktG*) is also not necessary because all company shares of the dependent companies are in each case held in entirety by SURTECO SE.

The Board of Management of SURTECO SE and the executive managements of the participating subsidiary companies have in each case submitted a joint report pursuant to § 293a Stock Corporation Act (*AktG*) in which explanations and justifications were provided for the individual contract. The joint reports are made accessible on the Internet pages of SURTECO SE together with the company contracts and the other documents subject to publication from the day when the Annual General Meeting is convened. Copies of the documents referred to above will be forwarded to the shareholders on request without delay and free of charge. All

the documents to be published will also be made accessible to the Annual General Meeting.

#### 7.6 *Proposals for resolution*

The Board of Management and the Supervisory Board accordingly propose the following resolutions:

- a) Consent is given to the controlling agreement between SURTECO SE as the controlling company and BauschLinnemann GmbH as an independent company, which was concluded on 26 April 2018.
- b) Consent is given to the controlling agreement between SURTECO SE as the controlling company and Döllken Profiles GmbH as an independent company, which was concluded on 26 April 2018.
- c) Consent is given to the controlling agreement and profit-transfer agreement which was concluded between SURTECO SE as the controlling company and SURTECO Beteiligungen GmbH as an independent company on 26 April 2018.

It is intended for the Annual General Meeting to vote separately on the consent for each company agreement.

#### **8. Resolution about the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements as well as the auditor for the audit review of the interim financial reports**

- a) Based on the recommendation and preference of the Audit Committee, the Supervisory Board hereby submits a proposal that professional services firm PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, should be appointed as the auditor for the consolidated financial statements and as the auditor for the audit review of the interim financial reports for the financial year 2018.
- b) Based on the recommendation and preference of the Audit Committee, the Supervisory Board submits a proposal that professional services firm PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich,

should be appointed as the auditor for the audit review of the interim financial reports for the financial year 2019 during the period until the next ordinary Annual General Meeting in the financial year 2019.

In its recommendation, the Audit Committee of the Supervisory Board stated that the recommendation is free from undue influence from third parties and that the committee is not subject to any clause of the type defined in Article 16 Section (6) of the EU Regulation for audit of public-interest entities (Regulation (EU) no. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

Voting on the resolutions a) and b) should be uniform.

## **II. FURTHER INFORMATION ON CONVENING**

### **1. Total number of shares and voting rights on the date of convening the Annual General Meeting**

On the date of convening the Annual General Meeting, the capital stock of the Company amounts to nominally € 15,505,731.00. It is divided into 15,505,731 no-par-value shares corresponding to a nominal participation in the capital stock of € 1.00 for each no-par-value share. All no-par-value shares are ordinary shares. Each ordinary share is granted one vote at the Annual General Meeting. On the date of convening the Annual General Meeting, there is therefore a total of 15,505,731 votes.

### **2. Participation and exercise of the voting right; record date for verification**

Shareholders shall only be entitled to participate in the Annual General Meeting and exercise their voting right pursuant to § 15 of the Articles of Association if they have registered in text form in the German or English language at the following address by the end of 21 June 2018:

SURTECO SE  
c/o Commerzbank AG  
GS-MO 3.1.1 General Meetings  
60261 Frankfurt am Main

Germany  
Fax +49 (0) 69/136 26351  
Email: hv-eintrittskarten@commerzbank.com

The shareholders must provide verification of their authorization to participate in the Annual General Meeting and to exercise their voting right. For this purpose, a written verification in the German or English language relating to the share ownership issued by the institution managing the securities account must have been submitted before the end of 21 June 2018. The verification must relate to the start of 7 June 2018 (record date).

As far as the Company is concerned, the only person entitled to participate in the Annual General Meeting and exercise the voting right as a shareholder is the person who has provided verification of ownership of the shareholding. The authorization to participate or the scope of the voting right is based solely on the ownership of the shareholding on the record date of the verification. The record date is not associated with any vesting period for the disposal of the shareholding. Even if the shareholding is disposed of entirely or in part after the record date, the shareholding ownership of the shareholder on the record date is the sole point of reference for the participation in the Annual General Meeting and the scope of the voting right. Disposals of shares after the record date therefore exert no effects on the authorization for participation and on the scope of the voting right. The same principle applies to acquisitions and additional purchases of shares after the record date. Persons who do not own any shares on the record date and only purchase shares after that date are only entitled to participate in the Annual General Meeting and exercise voting rights, if they have been granted a power of attorney by the seller or have been authorized to exercise such rights.

### **3. Proxy voting**

#### **3.1 *Granting power of attorney to a third party***

The shareholder can also exercise his/her voting rights by appointing a proxy of his or her choice. The form printed on the reverse of the admission card can be used to grant power of attorney to a proxy. The appointment should be received as soon as possible by the securities clearing and deposit bank, in order to ensure that the admission card is received in good time. The grant of the power of attorney to the proxy, its revocation and verification of the power of attorney with respect to the Company must be provided in text form. The shareholders can send a

power of attorney of this nature and revocation of the said power of attorney to the following postal address and email address:

SURTECO SE  
Johan-Viktor-Bausch-Straße 2  
86647 Buttenwiesen-Pfaffenhofen  
Germany  
Fax +49 (0) 8274/9988-505  
Email: HV@surteco.com

If a bank, a shareholders' association or another of the institutions or persons deemed to be equivalent in § 135 Section (8) or Section (10) Stock Corporation Act (*Aktiengesetz, AktG*) is to be granted a power of attorney, there is no requirement for the text form pursuant to the law. However, we draw attention to the fact that in these cases the institutions or persons to be granted authorization may request a special form of power of attorney, because they have to record the power of attorney verifiably pursuant to § 135 Section (1) Sentence 2 Stock Corporation Act (*Aktiengesetz, AktG*). Therefore, if you want a bank, a shareholders' association or another of the institutions or persons deemed to be equivalent in § 135 Section (8) or Section (10) Stock Corporation Act (*Aktiengesetz, AktG*) to be granted authorization, you should agree a possible form of power of attorney with these institutions or persons.

### 3.2 *Grant of power of attorney to proxies nominated by the Company*

We also offer our shareholders the possibility of authorizing a proxy nominated by the Company to represent the shareholder in casting votes at the Annual General Meeting. The proxies must be granted a power of attorney and given instructions on exercising the voting right. The form printed on the front of the admission card can be used for this purpose. The proxies are bound to vote in accordance with the instructions. The grant of the power of attorney to the proxy, its revocation and the verification of the power of attorney with respect to the Company must be provided in text form. The shareholders can send a power of attorney of this nature to the following postal address and email address:

SURTECO SE  
Johan-Viktor-Bausch-Straße 2  
86647 Buttenwiesen-Pfaffenhofen  
Germany  
Fax +49 (0) 8274/9988-505

Email: HV@surteco.com

If the shareholder authorizes more than one person, the Company shall be entitled to refuse entry to one or more of these persons.

**4. 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 28 May 2018:

SURTECO SE  
Johan-Viktor-Bausch-Straße 2  
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 (hereinafter Sub-section 7) 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.

**5. 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 13 June 2018:

SURTECO SE  
Johan-Viktor-Bausch-Straße 2  
86647 Buttenwiesen-Pfaffenhofen  
Germany  
Fax +49 (0) 8274/9988-505  
Email: HV@surteco.com.

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 (hereinafter Sub-section 7). 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.

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.

**6. 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 on shareholders' rights are provided on the Internet page of the Company (hereinafter Sub-section 7).

**7. Internet site of the Company that provides access to information pursuant to Article 53 SE Directive in conjunction with § 124a Stock Corporation Act (*Aktiengesetz, AktG*)**

This convening of the Annual General Meeting, the documents to be made accessible and the motions by shareholders and other information is also available on the Internet site of the Company under [www.surteco.de](http://www.surteco.de) via the link "Investor Relations" and via the link "Annual General Meeting". The voting results recorded by



the Chairman of the Meeting including information pursuant to § 130 Section (2) Sentence 2 Stock Corporation Act (*AktG*) shall be published on the Internet page within the statutory period.

The documents specified under Agenda items 1 and 7 can also be inspected at the business premises of the Company at Johan-Viktor-Bausch-Strasse 2, 86647 Buttenwiesen-Pfaffenhofen, Germany, as well as on the Internet site of the Company. They will also be sent free of charge to the shareholders. The documents will also be accessible in the Annual General Meeting and further explanations will be provided there.

Buttenwiesen-Pfaffenhofen, May 2018

The Board of Management

## **Privacy Notice**

(Duty to inform in accordance with Articles 13 and 14 GDPR)

In order to conduct the annual general meeting SURTECO SE processes the following categories of personal data: contact data (e.g. name or address), information about your shares (e.g. number of shares) and administrative data (e.g. admission card number). The basis for processing personal data for the annual general meeting is Article 6 (1) (c) General Data Protection Regulation (GDPR). In accordance with this, processing personal data is lawful when processing is required to comply with a legal obligation. SURTECO SE is legally obliged to conduct the annual general shareholders' meeting. Processing of the above categories of personal data is necessary to comply with this duty. You may not register to attend the annual general meeting without disclosing your personal data.

SURTECO SE is responsible for processing these data. The controller's contact details are as follows:

SURTECO SE  
Johan-Viktor-Bausch-Str. 2  
86647 Buttenwiesen  
Phone +49 (0) 8274 9988 0  
e-mail: info@surteco.com

The SURTECO SE data protection officer, Dr. Catrin Kollmann can be contacted at:

Dr. Catrin Kollmann  
Johan-Viktor-Bausch-Str. 2  
86647 Buttenwiesen  
Phone +49 (0) 8274 / 99 88 0  
e-mail: datenschutz@surteco.com

As a matter of principle your personal data shall not be disclosed to third parties. By way of exception third parties commissioned by SURTECO SE to provide services related to holding the annual general meeting will have access to these data. These are typical annual general meeting service providers (such as annual general meeting agencies, solicitors or auditors). The service providers receive personal data only to the extent required to provide their service.

The aforementioned data shall be erased 2 years from the conclusion of the annual general meeting unless further processing of the data is required in individual cases to process requests, resolutions or legal proceedings related to the annual general meeting.

You are entitled to request information free of charge about which of your personal data has been stored. In addition, you have the right to rectification of incorrect data, the right to demand restriction of the processing of data processed beyond a minimum, and the right to erasure of data which have been unlawfully processed or stored for too long (provided that no conflicting duty of retention and no other grounds in accordance with Article 17 (3) GDPR exist). Furthermore, you have the right to have all the data, which you have disclosed to us, transmitted in standard file format (right to data portability). Moreover, you have the right to lodge a grievance with a data protection regulatory authority.

The competent regulatory authority is:

Aufsichtsbehörde für den Datenschutz im nicht-öffentlichen Bereich in Bayern

Regierung von Mittelfranken, Promenade 27, 91522 Ansbach

Phone +49(0)981-53-1300, Fax +49(0)981-53-1206

[datenschutz@reg-mfr.bayern.de](mailto:datenschutz@reg-mfr.bayern.de); <http://www.regierung.mittelfranken.bayern.de>