



Invitation to the Annual General Meeting 2017

**SURTECO SE
Buttenwiesen-Pfaffenhofen**

**ISIN: DE0005176903
WKN: 517690**

We invite our shareholders to the
ordinary Annual General Meeting

to be held at

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

on

Thursday, 29 June 2017, at 10.00 a.m. (entry: from 9.00 a.m.)

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 § 289 Section (4), § 315 Section (4) of the German Commercial Code (*Handelsgesetzbuch, HGB*) and the Declaration on Company Management pursuant to § 289a German Commercial Code (*Handelsgesetzbuch, HGB*), together with the Corporate Governance Report for the business year 2016, the proposal for appropriation of the net profit and the report by the Supervisory Board.**

No resolution is anticipated in respect of 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.

- 2. Resolution on appropriation of net profit**

The Board of Management and the Supervisory Board propose that the net profit for the business year 2016 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 4 July 2017.

- 3. Resolution on the discharge of the Board of Management for the business year 2016**

The Supervisory Board and the Board of Management propose that the actions of the Board of Management be approved for the business year 2016.

- 4. Resolution on the discharge of the Supervisory Board for the business year 2016**

The Board of Management and Supervisory Board propose that the actions taken by the incumbent Members of the Supervisory in the year 2016 be approved for the business year 2016.

5. Election to the Supervisory Board

The period of office of Mr Markus Kloepfer as Member of the Supervisory Board of SURTECO SE finishes at the end of the Annual General meeting on 29 June 2017.

The Supervisory Board proposes that Dr. Christoph Amberger, independent businessman, Utting am Ammersee, should be elected to the Supervisory Board to replace Mr Markus Kloepfer.

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.

Dr. Amberger 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 Advisory Board of Frischpack GmbH, Mailling
- Member of the Advisory Board of Detia Degesch Gruppe, Laudenbach
- Chairman of the Supervisory Board of Riber – KWS Sementes S.A., Patos de Minas, Brazil

Dr. Amberger is also Deputy Chairman of the Supervisory Board of Klöpfer und Königer GmbH & Co. KG, Garching, which has a significant shareholding in SURTECO SE as a shareholder. Insofar, there is a business relationship between Dr. Amberger and Klöpfer und Königer GmbH & Co. KG. Otherwise, Dr. Amberger is independent pursuant to number 5.4.2 of the German Corporate Governance Code (DCGK).

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 2007 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. Election of the auditor of the financial statements and the auditor for carrying out the audit inspection of interim financial statements for the business year 2017

The Supervisory Board proposes, based on the recommendation of its Audit Committee, to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, as the auditor of the financial statements and the auditor of the consolidated financial statements for the business year 2017. This also includes appointment of the auditor to carry out the audit inspection of the interim financial reports which are prepared before the ordinary Annual General Meeting in 2018, insofar as the audit inspection of such interim financial reports is commissioned.

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 22 June 2017:

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 22 June 2017. The verification must relate to the start of 8 June 2017 (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

a) *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.

b) *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 29 May 2017 at

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 14 June 2017:

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.

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.

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 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.ir.surteco.com 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.

8. Public documents

The documents specified under Agenda item 1 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 under www.ir.surteco.com. 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.

9. Announcement of this invitation

The convening of the Annual General Meeting was announced in the Bundesanzeiger (Federal Gazette) on 22 May 2017.

Buttenwiesen-Pfaffenhofen, May 2017

The Board of Management