

# *Nabaltec*



Invitation  
Annual General  
Meeting 2012

Nabaltec AG, Schwandorf

We hereby invite our  
shareholders to attend our

**Annual General Meeting**

**to be held at 10.00 a.m.  
on Thursday, June 21, 2012**

in the  
Amberger Congress Centrum,  
Schießstätteweg 8,  
92224 Amberg.

ISIN DE000A0KPPR7

## 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 2011 financial year**
- 2. 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 2011 financial year be approved.
- 3. 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 2011 financial year be approved.
- 4. Re-election of the Supervisory Board**  
The term in office of the Supervisory Board ends upon the conclusion of the Annual General Meeting on June 21, 2012. Pursuant to Section 96 of the German Stock Corporation Act (AktG) and Section 8 of the Articles of Association, the Supervisory Board consists of three individuals to be elected by the Annual General Meeting. Such individuals may be re-elected on one or several occasions. The Annual General Meeting is not restricted to any election proposals.

The Supervisory Board proposes the election of

- 4.1 Dr. Leopold von Heimendahl, Dipl.-Physiker i. R., München
- 4.2 Dr. Dieter J. Braun, Dipl.-Chemiker i. R., Wachtberg-Villip,
- 4.3 Professor Dr.-Ing. Jürgen G. Heinrich, Universitätsprofessor, Clausthal-Zellerfeld,

to the Supervisory Board for the period from the conclusion of the Annual General Meeting on June 21, 2012, to the conclusion of the Annual General Meeting passing resolution on the approval of the actions of the Supervisory Board for the 2016 financial year. In accordance with the recommendations of the German Corporate Governance Code, the Annual General Meeting shall hold separate votes for each position on the Supervisory Board.

The individuals hereby proposed hold the following positions in statutory supervisory boards or comparable supervisory bodies at other companies:

Dr. von Heimendahl:

- Chairman of the Advisory Board of Schott Music GmbH & Co. KG, Mainz,
- Member of the Administrative Board of BHF-Bank Aktiengesellschaft, Frankfurt/Main

Dr. Braun:

- Member of the Supervisory Board of Norsk Hydro Deutschland Verwaltungs GmbH, Bonn
- Member of the Supervisory Board of Hydro Aluminium Deutschland GmbH, Bonn
- Member of the Supervisory Board of Hydro Aluminium Rolled Products GmbH, Grevenbroich.

Professor Dr.-Ing. Heinrich is not a member of a supervisory board or comparable supervisory body at another company.

Should the aforementioned individuals be elected to the Supervisory Board, then it is planned to appoint Dr. von Heimendahl as Chairman of the Supervisory Board.

#### **5. Amendment to the compensation of the Supervisory Board**

Pursuant to Section 14 no. 1 of the Articles of Association the Management and Supervisory Board propose adopting the following resolution:

The resolution of the Annual General Meeting regarding the compensation for the members of the Supervisory Board of May 16, 2007 shall be cancelled with effect as follows: With effect from the beginning of the financial year 2013 the members of the Supervisory Board shall until otherwise resolved by an Annual General Meeting, in addition to the reimbursement of their expenses and of any value added tax charged to them, receive a fixed compensation amounting to € 10,000.00 per financial year which shall be due for payment following the conclusion of the respective financial year and a meeting allowance of € 1,000.00 per meeting of the Supervisory Board. Should the term in office of any member of the Supervisory Board begin or end during a financial year, then such member shall be entitled to a prorated share of the fixed compensation for this financial year. The Chairman of the Supervisory Board shall receive one and half times the aforementioned amounts. The members of the Supervisory Board are with effect from the beginning of the financial year 2012 included in a pecuniary damage liability insurance policy for management bodies and other managers of the company and of companies associated with the company (D&O insurance) concluded by the company in its own interests to cover an amount of € 17,500,000.00 and without deductible on the part of the members of the Supervisory Board thereby insured. The insurance premiums thereby incurred shall be borne by the company.

#### **6. Election of the auditor for the 2012 financial year**

The Supervisory Board proposes that Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, be elected as auditor for the 2012 financial year.

## **Shareholder motions**

Countermotions to any of the proposals made by the Management and/or Supervisory Board should be sent, enclosing documentary evidence of shareholder status, exclusively to Nabaltec AG, Management Board, Alustrasse 50 - 52, 92421 Schwandorf, Fax: +49 (0)9431 53-260. Countermotions received by the company at the latest fourteen days prior to the date of the General Meeting, without taking into account the day of the general meeting and the day of receipt, i.e. on Wednesday, June 6, 2012, at the latest, and meeting the requirements set out in Section 126 AktG will be published on the internet site of the company ([www.nabaltec.de](http://www.nabaltec.de)).

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

Upon the convening of the General Meeting, the company's share capital consists of 8,000,000 no par value shares. Each share entitles its holder to one vote at the General Meeting. The number of voting rights therefore also amounts to 8,000,000.

## **Conditions governing participation**

Only those shareholders who register prior to the General Meeting and who forward evidence of their shareholding in text form (Section 126 b BGB [German Civil Code]) in German or English at the following address shall be entitled to participate in and exercise their voting rights at the General Meeting:

Nabaltec AG  
c/o PR IM TURM HV-Service AG  
Römerstraße 72 - 74  
D-68259 Mannheim  
fax: +49 (0)621 7177213  
e-mail: [eintrittskarte@pr-im-turm.de](mailto:eintrittskarte@pr-im-turm.de)

As evidence of the shareholding a special confirmation issued by the custodian bank shall be sufficient which refers to the beginning of the 21st day prior to the General Meeting, i.e. to Thursday, May 31, 2012, 00.00 a.m., and has to be received together with the registration at the latest on Thursday, June 14, 2012, at the address mentioned above. Shareholders who submit the registration and the aforementioned evidence of shareholding in correct form and in time will be forwarded admission tickets to the General Meeting. Shareholders are asked to ensure that the 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.

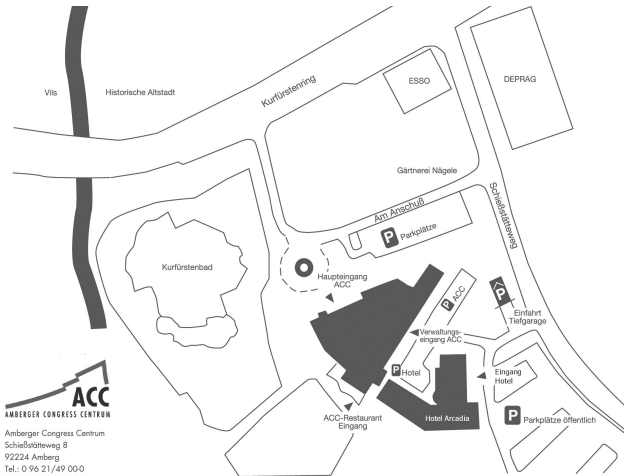
Shareholders who supply their registration and the aforementioned evidence of shareholding in correct form and in time and who do not wish to participate in the General Meeting in person may be represented at the General Meeting and in the exercising of their voting rights by an authorised representative (proxy), as well as by a bank or a shareholder association. If the authorised party is a bank or another shareholder representative named in Section 135 AktG, the statutory provisions with regard to form and proof of the power of attorney shall apply. Any other authorised parties 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 be ordered from the company as well.

Furthermore, the company provides its shareholders with the possibility of being represented at the General Meeting by a voting proxy appointed by the company to act as an authorised representative. If authorised to do so, the voting proxy appointed by the company exercises the voting rights in accordance with shareholders' instructions. The voting proxy appointed by the company will abstain if shareholders' instructions are missing or are ambiguous. The voting proxy appointed by the company cannot be empowered to raise objections against resolutions of the General Meeting, to speak and to raise questions or to submit motions. Shareholders wishing to issue powers of attorney to the voting proxy appointed by the company will require admission tickets to the General Meeting which will be forwarded in accordance with the procedures outlined above. Details concerning the issuing of powers of attorney and voting instructions to the voting proxy appointed by the company are included in the documents sent out to the shareholders together with the admission tickets.

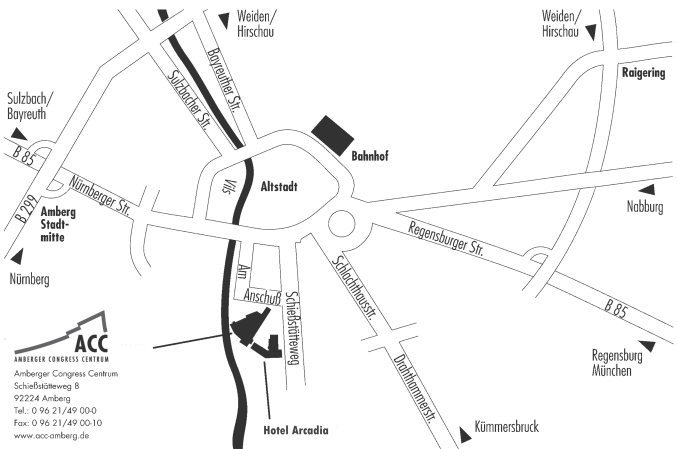
Schwandorf, May 2012

The Management Board

# Getting to the Amberg Convention Centrum



**ACC**  
**AMBERGER CONGRESS CENTRUM**  
 Amberger Congress Centrum  
 Schloßplatzweg 8  
 92224 Amberg  
 Tel.: 0 96 21/49 00-0  
 Fax: 0 96 21/49 00-10  
 www.acc-amberg.de



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**BY CAR**

From the west and north, take the A6 (Nuremberg-Heilbronn), get out at the Amberg-Stadtmitte exit and continue on Federal Highway 299. From the south, take the A93 (Regensburg-Hof), get out at the Schwandorf/Amberg exit and continue on B 85. Once you get to Amberg, follow the signs to Stadtmitte/ACC.

**BY TRAIN**

Amberg's train station is served by Deutsche Bahn's ICE network. The ACC is about 7 minutes from the train station by foot.

**BY PLANE**

The ACC is a 40-minute drive from Nuremberg Airport.

**Note for drivers with GPS:**

Enter "Amberg/Schießstätteweg 8".

**Parking:**

Please note that free public parking is available in the vicinity of the ACC. Nabaltec AG will not be able to reimburse you for the cost of parking.

**Schießstätteweg parking lot:**

Near Old City: 3 hours free with parking disc.

**Kurfürstenbad parking garage:**

The first two hours are free; the fee is EUR 0.60 for each additional hour.

***Nabaltec* AG**  
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92421 Schwandorf  
Germany

**Phone: +49 9431 53-202**  
**Fax: +49 9431 53-260**

**E-mail: [InvestorRelations@nabaltec.de](mailto:InvestorRelations@nabaltec.de)**  
**[www.nabaltec.de](http://www.nabaltec.de)**