

BWT AG

EANS-General Meeting: BWT Aktiengesellschaft Invitation to the General Meeting

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BWT
Aktiengesellschaft Walter-Simmer-Str. 4, 5310 Mondsee, Austria Commercial Register no. FN 96162 s, ISIN AT0000737705

Invitation

The shareholders of our Company shall hereby be invited to the
20th Annual General Meeting

on Wednesday, 26 May 2010, 11.00 a.m. in the premises of Österreichische Kontrollbank AG, 1010 Vienna, Strauchgasse 1-3, "Reitersaal".

Agenda:

1. Presentation of the approved financial statements 2009 including the notes and the management report, the report of the Supervisory Board, the corporate governance report as well as presentation of the approved consolidated financial statements 2009 and the consolidated management report.
2. Resolution on dividend distribution.
3. Resolution on the formal approval of the acts of the members of the Management Board for the business year 2009.
4. Resolution on the formal approval of the acts of the members of the Supervisory Board for the business year 2009.
5. Resolution on the remuneration of the members of the Supervisory Board.
6. Resolution on the number of Supervisory Board members, whereas the number of the members elected by the General Meeting is determined to be five on the basis of the restrictions contained in the articles of association.
7. Appointment of the auditor for the business year 2010.
8. Resolution on the change of the articles of association in order to adapt them to changed statutory provisions, in particular to the amending law to stock corporation law 2009, in particular sections 6, 12, 15, 17, 18, 19, 20, 28 and 29.
9. Resolution on the authorisation of the Management Board to buy back and, if applicable, redeem own shares in an amount corresponding to no more than 10 % of the registered capital for a term of 24 months starting on the date the resolution is passed, in accordance with section 65, paragraph 1, no. 8 and paragraphs 1a and 1b of the Stock Corporation Act in accordance with the provisions of the Stock Corporation Act and the Stock Exchange Act. The authorisation may be exercised by the Company, a subsidiary (section 228, paragraph 3 of the Business Enterprise Code) or by third parties for the account of the Company in whole or in part or in several partial amounts and for one or several purposes. Trading own shares shall be excluded as a purchasing purpose.
10. Resolution on an authorisation to the Management Board in accordance with section 65, paragraph 1b of the Stock Corporation Act, with the Supervisory Board's consent, to resolve the sale of own shares in another manner than sale via the stock exchange or public offering, excluding a subscription right for shareholders, valid for 24 months starting on the date the resolution is passed.

Documentation for the Annual General Meeting

As of 5 May 2010 latest, the documentation, including the financial statements and the notes, the management report, the report of the Supervisory Board, the corporate governance report, the consolidated financial statements and the consolidated management report, as well as the proposed resolutions of the Management Board and the Supervisory Board, and the report of the Management Board regarding the items 9 and 10 on the agenda in accordance with section 153, paragraph 4 in conjunction with section 65, paragraph 1b of the Stock Corporation Act about the justification for the exclusion of the subscription right, and the articles of association showing the proposed changes shall be available for inspection by the shareholders in the premises of the Company at Walter-Simmer-Str. 4, 5310 Mondsee in accordance with section 108, paragraph 3 of the Stock Corporation Act. As of 5 May 2010 latest, such documentation, the complete wording of this invitation as well as the form for granting or revoking a proxy for the Annual General Meeting (section 114 of the Stock Corporation Act) shall be available free of charge on the Company's website at <http://www.w.bwt-group.com/EN/Investor-Relations/Service/General-Meeting/>.

Such information shall be permanently available on the website one month after the Annual General Meeting.

Right to participate - record date and safe custody receipt

Due to the changes to the Stock Corporation Act on the basis of the amending law to stock corporation law 2009, the provisions of the articles of association of our Company regarding the convention of the Annual General Meeting, depositing shares for the Annual General Meeting and the right to participate in the Annual General Meeting shall not be applicable.

The right to participate in the Annual General Meeting and to exercise the shareholders' rights to be asserted in connection with the Annual General Meeting is in accordance with the shareholding on the record date, i.e. at the end of the 10th day before the date of the Annual General Meeting, in this case midnight CET 16 May 2010. Only persons who are shareholders on the record date and provide evidence therefor shall be entitled to participate in the Annual General Meeting. In case of deposited bearer shares, a safe custody receipt in accordance with section 10a of the Stock Corporation Act shall suffice as evidence for the capacity as a shareholder, to be received by the Company (Oesterreichische Kontrollbank AG, Abteilung KMS/ HV Operation Center 2, Strauchgasse 1 - 3, 1. Stock, 1010 Wien) no later than 20 May 2010. In case of interim certificates, the shareholder has no obligation to send a confirmation. The Company shall check whether the shareholder is entered in the register of shareholders as of the record date.

The safe custody receipt must be issued by the depositary bank headquartered in a state which must be either a member state of the European Economic Area or a full member of the OECD and must include at least the data stipulated by section 10a of the Stock Corporation Act. Information concerning the entity issuing the receipt: Name/corporate name and address. Information concerning the shareholder: Name/corporate name, address, date of birth for natural persons, and where applicable commercial register and commercial registration number. Information concerning the shares: Number of shares held by shareholder, safe custody number, inter alia any other relevant description, and date in relation to which the safe custody receipt has been issued. The safe custody receipt shall be accepted in German and in English and must be in writing (signature).

The transmission of the safe custody receipts via an internationally used specifically secured communication network of the banks shall be excluded in accordance with section 262, paragraph 20 of the Stock Corporation Act.

Therefore, the safe custody receipts shall be sent exclusively via mail to Oesterreichische Kontrollbank AG, Abteilung KMS/ HV Operation Center 2, Strauchgasse 1 - 3, 1. Stock, 1010 Vienna, Austria, via fax at +43 (0) 1 - 928 90 61 or via e-mail to hv.anmeldung-2@oekb.at. An electronic transmission (e-mail) shall only be admissible if a qualified electronic signature in accordance with section 4 of the Signature Act is used. We would like to point out that the shareholders will not be barred once they register for the Annual General Meeting or sent a safe custody receipt, i.e. the shareholders may continue to freely dispose of their shares, even after they register for the Annual General Meeting or sent a safe custody receipt.

Instructions on the rights of the shareholders in accordance with section 106, no. 5 of the Stock Corporation Act

In accordance with section 109 of the Stock Corporation Act shareholders, whose shares together account for 5 % of the registered capital, may request in writing that items are added to the agenda and announced. A proposed resolution and reasons therefor must accompany each item on the agenda applied for. The applicants must hold the shares for at least three months before filing their application. Such application in writing must be received by the Company no later than on the 21st day before the Annual General Meeting, i.e. 5 May 2010, exclusively at the address: BWT Aktiengesellschaft, Walter-Simmer-Str. 4, A- 5310 Mondsee, Austria, via fax +43 (0) 6232 5011 1191. An electronic transmission (e-mail) shall only be admissible if a qualified electronic signature in accordance with section 4 of the Signature Act is used; for this purpose,

the exclusive e-mail address to be used is: Hauptversammlung@bwt-group.com.

In accordance with section 110 of the Stock Corporation Act, shareholders whose shares together account for 1 % of the registered capital may propose resolutions in writing regarding each item on the agenda to the Company and request that such proposals are made available on the website of the Company together with the names of the relevant shareholders, the accompanying reasons and a statement of the Management Board or the Supervisory Board, if any. In case of a proposal for the election of a Supervisory Board member, the statement of the proposed person in accordance with section 87, paragraph 2 of the Stock Corporation Act shall replace the reasons. Such application in writing must be received by the Company no later than on the 7th working day before the Annual General Meeting, i.e. 14 May 2010, exclusively at the address: BWT Aktiengesellschaft, Walter-Simmer-Str. 4, A-5310 Mondsee, Austria, via fax +43 (0) 6232 5011 1191 or via e-mail: Hauptversammlung@bwt-group.com.

Shareholders' rights in accordance with sections 109 and 110 of the Stock Corporation Act may only be exercised if the capacity as shareholder is evidenced. For deposited bearer shares, the presentation of a safe custody receipt shall suffice as evidence in accordance with section 10a of the Stock Corporation Act, which may not be older than seven days at the time it is presented to the Company. As to the other requirements for the safe custody receipt reference is made to the statements above. In case of interim certificates, the Company shall check whether the shareholder is entered in the register of shareholders as of the record date.

In accordance with section 118 of the Stock Corporation Act and upon request, each shareholder is entitled to receive information on the matters of the Company during the Annual General Meeting, to the extent such information is necessary for the proper evaluation of an item on the agenda. The duty to furnish information covers the legal and business relationships of the Company with an affiliated company. The information may be withheld to the extent it may cause a material negative impact to the Company or affiliated company according to reasonable entrepreneurial evaluation or in case disclosure of such information is illegal. Information may also be withheld if such information was continuously available on the Company's website in a question and answer format for at least seven days before the beginning of the Annual General Meeting. The reason for withholding the information must be stated.

In accordance with section 119 of the Stock Corporation Act, each shareholder, the Management Board and the Supervisory Board shall be entitled to file applications for each item on the agenda in the Annual General Meeting. No resolution may be passed on a negotiation topic that was not properly announced as an item on the agenda. No announcement is required for resolutions on an application for the convention of a General Meeting made in the meeting and for negotiations without resolution. A proposed resolution announced on the website of the Company in accordance with section 110 of the Stock Corporation Act shall only be put to the vote if such proposal is reiterated in the Meeting as an application. Please visit our Company's website at <http://www.bwt-group.com/EN/Investor-Relations/Service/General-Meeting/> for further information on shareholders' rights in accordance with sections 109, 110, 118 and 119 of the Stock Corporation Act.

Representation by proxy

Each shareholder entitled to participate in the Annual General Meeting has the right to appoint an individual or a legal entity as proxy, who participates in the Annual General Meeting in the name of the shareholder and who has the same rights as the shareholder. The Company or a member of the Management Board and the Supervisory Board may only exercise the voting right in the capacity of proxy to the extent the shareholders gave explicit instructions concerning the individual items on the agenda.

The proxy must be granted in writing; a revocation must also be in writing. The form for the granting of the proxy and/or its revocation is available free of charge on the website of the Company at <http://www.bwt-group.com/EN/Investor-Relations/Service/General-Meeting/> or may be sent to you upon request. The proxy and/or its revocation may either be delivered during the General Meeting before the beginning of the vote or sent to the Company (Oesterreichische Kontrollbank AG, KMS / HV dept., Operation Center 2, Strauchgasse 1 - 3, A - 1010 Vienna), via fax +43 (0) 1 928 90 61 or e-mail to hv.anmeldung-2@oekb.at, whereas when using such forms of communication, the proxy and/or its revocation must be received by the Company no later than 25 May 2010, 1 p.m. CET (Oesterreichische Kontrollbank AG, KMS / HV dept., Operation Center 2, Strauchgasse 1 - 3, A - 1010 Vienna), via fax +43 (0) 1 928 90 61 or e-mail to hv.anmeldung-2@oekb.at.

In case a shareholder granted proxy to his/her depository bank, it shall suffice if such bank declares that it has proxy, in addition to the presentation of the safe custody receipt. The transmission of such statement via an internationally used specifically secured communication network of the banks shall be excluded in accordance with section 262, paragraph 20 of the Stock Corporation Act; the transmission shall be effected via the means of communication stipulated above in connection with the safe custody receipt.

The shareholders and/or their proxies will be asked to present an official photo

identification (driver's licence, passport, identification card) for an identity check at the entrance to the General Meeting.

In accordance with section 106 no. 9 of the Stock Corporation Act and section 83, paragraph 2, no. 1 of the Stock Exchange Act, we would like to announce that the Company's registered capital is divided into 17,833,500 no-par shares made out to the bearer.

Each no-par share holds one vote. At the time the General Meeting is convened, BWT Aktiengesellschaft holds 643,113 own shares. The Company derives no rights therefrom. Therefore, at the time the Annual General Meeting is convened, the total number of participating and voting shares is 17,190,387.

Mondsee, April 2010

The Management Board

end of announcement

euro adhoc

inquiry note:

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BWT Aktiengesellschaft
Mag. Ralf Burchert
ralf.burchert@bwt-group.com
Tel.: 06232/5011-1113

Branche: Water Supply
ISIN: AT0000737705
WKN: 884042
Index: ATX Prime
Börsen: Wien / official market

Originaltext:

BWT AG

ISIN:

AT0000737705

Pressemappe:

<http://www.presseportal.de/pm/16780/bwt-ag>

Pressemappe als RSS:

http://presseportal.de/rss/pm_16780.rss2