

# Palfinger Holding AG

12.10.2011 – 18:06 Uhr

## EANS-General Meeting: Palfinger AG / Invitation to the General Meeting

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PALFINGER AG

Salzburg, FN 33393 h

Invitation

We hereby invite our shareholders to the

Extraordinary General Meeting of PALFINGER AG

to be held on Thursday, 3 November 2011, at 11.00 a.m.,  
at the PALFINGER Service- und Democenter,  
5020 Salzburg, F.-W.-Scherer-Strasse 24.

1. Resolution to authorize the Management Board to acquire own shares pursuant to sec. 65 para. 1 sub-para. 8 as well as paras. 1a and 1b of the Companies Act (AktG), in an amount not exceeding 10% of the share capital via the stock exchange as well as over the counter, at the same time authorizing the Management Board pursuant to sec. 65 para. 1b of the Companies Act to resolve on a method of selling and/or using own shares other than by sale via the stock exchange or by public offer as well as resolution to change Article 4 (Share Capital) of the Articles of Association.
2. Resolution to create a new Authorized Capital, including the authorization to exclude the subscription right of shareholders and including the option to issue new shares against contributions in kind [Authorized Capital 2011] as well as resolution to change Article 4 (Share Capital) of the Articles of Association.

### EGM DOCUMENTS

The following documents will be available for inspection by shareholders at the Company's premises at its headquarters in 5020 Salzburg, F.-W.-Scherer-Strasse 24, Corporate Communications, Mr Hannes Roither, no later than 13 October 2011:

Resolution proposals on agenda items 1-2

Report of the Management Board on agenda item 1 regarding the authorization of the Management Board to acquire own shares (sec. 65 1b in conjunction with sec. 153 para. 4 of the Companies Act)

Report of the Management Board on agenda item 2 regarding the authorization of the Management Board to issue new shares, excluding the subscription right of shareholders (sec. 170 para. 2 in conjunction with sec. 153 para. 4 of the Companies Act)

Upon request, shareholders will be sent copies of these documents, without delay and free of charge.

These documents as well as the complete text of this invitation and the forms for granting and for revoking a proxy will be available at the Company's website [www.palfinger.com](http://www.palfinger.com) no later than 13 October 2011 and at the General Meeting.

Information on shareholders' rights pursuant to secs. 109, 110 and 118 of the Companies Act

Shareholders who jointly hold at least 5% of the share capital and who have been the holders of these shares for at least three months prior to making such request are entitled to request in writing that additional items be put on the agenda of this EGM and be published provided that such written request is delivered to the Company no later than 15 October 2011 exclusively at the address 5020 Salzburg, F.-W.-Scherer-Strasse 24, Corporate Communications, Attn: Mr Hannes Roither. Shareholders must also indicate proposals for resolution regarding each item on the agenda so requested, including a statement of grounds. If bearer shares have been deposited, a certificate of deposit (Depotbestätigung) pursuant to sec. 10a of the Companies Act stating that the shareholders making such requests have held their shares for at least three months prior to making such requests shall be sufficient to evidence shareholder status; this certificate shall not be older than seven days at the time of it being submitted to the Company. As regards the other requirements of the certificate of deposit, please refer to the information on the right to attend the General Meeting.

Shareholders holding jointly at least 1% of the share capital are entitled to submit proposals for resolution on any item of the agenda, including a statement of grounds, in text form and demand that such proposals, including the grounds therefor, be made available on the website of the Company together with a statement by the Management or Supervisory Board, if applicable. Such request must be delivered to the Company in text form no later than 21 October 2011 either by telefax at +43 662 46 84 - 2280 or to the address 5020 Salzburg, F.-W.-Scherer-Strasse 24, Corporate Communications, Attn: Mr Hannes Roither, or by e-mail to [h.roither@palfinger.com](mailto:h.roither@palfinger.com), in which case such request must be attached to the e-mail in text form, such as a PDF file. If bearer shares have been deposited, a certificate of deposit pursuant to sec. 10a of the Companies Act shall be sufficient to evidence shareholder status; this certificate shall not be older than seven days at the time of it being submitted to the Company. As regards the other requirements of the certificate of deposit, please refer to the information on the right to attend the General Meeting.

Each shareholder has the right to be informed on any matters pertaining to the Company if so requested provided that such information is necessary for a proper opinion regarding a particular agenda item.

Additional information on such rights of shareholders pursuant to secs. 109, 110 and 118 of the Companies Act is available as of now at the Company's website [www.palfinger.com](http://www.palfinger.com).

#### Qualifying date and right to attend the general meeting

The shareholders' rights to attend the General Meeting and to exercise the voting right and the other shareholder rights to be asserted in the course of the General Meeting are governed by their shareholdings as of the close of 24 October 2011 (Qualifying Date).

The General Meeting may only be attended by persons who are shareholders at such Qualifying Date and who provide evidence thereof to the Company.

In the case of deposited bearer shares a certificate of deposit pursuant to sec. 10a of the Companies Act shall be sufficient to evidence a shareholder's shareholding as of the Qualifying Date, which shall be delivered to the Company no later than 28 October 2011 exclusively at one of the addresses indicated below.

By post PALFINGER AG

Corporate Communications  
Attn: Mr Hannes Roither  
F.-W.-Scherer-Strasse 24  
5020 Salzburg

By SWIFT GIBAATWGGMS  
Message type to be used is MT598  
Always state ISIN AT0000758305

By telefax +43 (0)1 8900 500 78

By e-mail anmeldung.palfinger@hauptversammlung.at; the certificate of deposit must be attached to the e-mail in text form such as a PDF file

Certificates of deposit pursuant to sec. 10a of the Companies Act

The certificate of deposit is to be issued by the relevant custodian bank with its headquarters in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:  
information on the issuer: (corporate) name and address or any code that is customarily used among credit institutions (SWIFT code)  
information on the shareholder: (corporate) name, address, date of birth for natural persons, and register and register number, if applicable, for legal entities  
information on the shares: number of shares held by the shareholder, ISIN AT0000758305  
deposit number and/or other designation  
date to which the certificate of deposit refers

The certificate of deposit as evidence of the shareholding must refer to the above-mentioned Qualifying Date 24 October 2011.

The certificate of deposit may be delivered in German or English.

Shareholders will not be blocked by registering for the EGM and/or by submitting a certificate of deposit, which is why they may continue to freely dispose of their shares also after registering for the EGM and/or submitting a certificate of deposit.

REpresentation by authoriZed representatives

Shareholders entitled to attend the Extraordinary General Meeting may appoint representatives who will take part in the meeting on behalf of such shareholders and have the same rights as the shareholders whom they represent.

Proxy must be given to a specific person (natural person or legal entity) in text form; also several persons may be authorized.

Such proxy must be delivered to the Company exclusively at one of the addresses indicated below:

By post PALFINGER AG

Corporate Communications  
Attn: Mr Hannes Roither  
F.-W.-Scherer-Strasse 24  
5020 Salzburg

By telefax +43 (0)1 8900 500 78

By e-mail anmeldung.palfinger@hauptversammlung.at; the proxy must be attached to the e-mail in text form such as a PDF file

In person: when registering for the EGM at the venue

A proxy form and a form for revoking the proxy (only available in German) will be sent to shareholders upon request and may be downloaded from the Company's website at [www.palfinger.com](http://www.palfinger.com).

If such proxy is not personally delivered at the date of the EGM upon registration, it must be delivered to the Company no later than 2 November 2011 at 4 p.m.

The rules indicated above regarding the granting of proxy apply mutatis mutandis to its revocation.

In case shareholders have granted proxy to their custodian bank, it is sufficient if the latter declares, in addition to delivery of the certificate of deposit, that it has been given proxy. With regard to the delivery of such authorization, sec. 10a para. 3 of the Companies Act applies mutatis mutandis.

As a special service a representative of the "Interessenverband für Anleger" (IVA, Austrian Association of Investors), 1130 Vienna, Feldmühlgasse 22, is available to shareholders as an independent proxy bound by the shareholders' instructions for exercising their voting right at the Extraordinary General Meeting. A special proxy form (only available in German) may be downloaded at the Company's website at [www.palfinger.com](http://www.palfinger.com). Shareholders may also contact Mr Michael Knap of the IVA directly by calling +43-1-8763343-0, by fax at +43-1-8763343-49 or by e-mail [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

#### TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the date of convening the EGM the share capital of the Company is divided into 35,730,000 no-par-value shares. Each share grants one vote. At the date of convening the EGM the Company holds 328,000 own shares that do not confer any rights. The total number of shares giving their holders the right to attend and vote at the EGM amounts to 35,402,000 at the date of convening the Meeting.

In order to avoid delays at the entrance checks, shareholders are asked to present themselves in due time before the start of the Extraordinary General Meeting. Voting cards may be collected from 10.30 a.m. onwards.

Salzburg, October 2011

The Management Board

Further inquiry note:  
Hannes Roither, PALFINGER AG  
Unternehmenssprecher  
Tel.: +43 662 46 84-2260  
[mailto: h.roither@palfinger.com](mailto:h.roither@palfinger.com)  
[www.palfinger.com](http://www.palfinger.com)

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sector: Machine Manufacturing  
ISIN: AT0000758305  
indexes: ATX Prime, Prime Market  
stockmarkets: official market: Wien  
language: English

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