

Palfinger Holding AG

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

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PALFINGER AG

Salzburg, FN 33393 h
ISIN AT0000758305

INVITATION

We hereby invite our shareholders to the

Annual General Meeting of PALFINGER AG

to be held on Thursday, 8 March 2012, at 11.00 a.m.,
at the PALFINGER Service- und Democenter,
5020 Salzburg, F.-W.-Scherer-Strasse 24.

1. Presentation of the financial statements, including the management report and the corporate governance report, the consolidated financial statements, including the consolidated management report, the Management Board's proposal with respect to the distribution of profits and the report of the Supervisory Board for the 2011 financial year
2. Resolution on the distribution of the net profit for the year
3. Resolution on the discharge of the members of the Management Board from their responsibility for the 2011 financial year
4. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2011 financial year
5. Election of the auditor for the financial statements and the consolidated financial statements for the 2012 financial year

AGM DOCUMENTS

The following documents will be available at the Company's website www.palfinger.com no later than 16 February 2012:

financial statements, including management report

corporate governance report

consolidated financial statements, including consolidated management report

proposal with respect to the distribution of profits

report of the Supervisory Board

each for the 2011 financial year;

proposals for resolution on agenda items 2-5

form for granting a proxy

form for granting a proxy to a representative of IVA

form for revoking a proxy

complete text of this invitation

INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO SECS. 109, 110 AND 118 OF THE COMPANIES ACT

Shareholders who jointly hold at least 5 per cent 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 AGM and be published provided that such written request is delivered to the Company no later than 16 February 2012 exclusively at the address 5020 Salzburg, F.-W.-Scherer-Strasse 24, Corporate Communications department, attn. Mr Hannes Roither. Shareholders must also indicate proposals for resolutions 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 Annual General Meeting.

Shareholders holding jointly at least 1 per cent 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 28 February 2012 either by telefax at +43 662 46 84-2280 or at the address 5020 Salzburg, F.-W.-Scherer-Strasse 24, Corporate Communications department, attn. Mr Hannes Roither, or by e-mail to 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 that the shareholders are entitled to exercise their shareholders' rights; 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 AGM.

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.

QUALIFYING DATE AND RIGHT TO ATTEND THE ANNUAL GENERAL MEETING

The shareholders' rights to attend the Annual General Meeting and to exercise the voting right and the other shareholder rights to be asserted in the course of the Annual General Meeting are governed by their shareholdings as of the close of 27 February 2012 (Qualifying date).

The Annual 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 5 March 2012 exclusively at one of the addresses indicated below.

By post or

courier: PALFINGER AG
Corporate Communications
Attn. 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 certificate of deposit

must be attached to the e-mail in text form such as a PDF file

PALFINGER AG no longer accepts deposit certificates and statements pursuant to sec. 114 para. 1, sentence four of the Companies Act transferred via an international, particularly secure communications network of banks (SWIFT) as other electronic communication channels (telefax and e-mail) are instead made available. This is due to the fact that, for the two previous AGMs, PALFINGER AG offered SWIFT as an electronic form of communication of which custodian banks did not make use.

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,

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 the 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 27 February 2012.

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

Shareholders will not be blocked by registering for the AGM 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 AGM and/or submitting a certificate of deposit.

REPRESENTATION BY AUTHORIZED REPRESENTATIVES

Shareholders entitled to attend the Annual General Meeting may appoint representatives who will take part in the meeting on behalf of such shareholder 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:

Corporate Communications

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

At the date of the General Meeting exclusively:

In person: when registering for the AGM at the venue

A proxy form and a form for revoking the proxy will be sent to shareholders

upon request and may be downloaded from the Company's website at www.palfinger.com.

If such proxy is not personally delivered at the date of the AGM upon registration, it must be delivered to the Company no later than 7 March 2012 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 rights at the Annual General Meeting. A special proxy form may be downloaded at the Company's website at www.palfinger.com/Hauptversammlung. Shareholders may also contact 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.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the date of convening the AGM 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 AGM the Company holds 369,340 own shares that do not confer any rights. The total number of shares giving their holders the right to attend and vote at the AGM amounts to 35,360,660 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 Annual General Meeting. Voting cards may be collected from 10.30 a.m. onwards.

Salzburg, February 2012

The Management Board

Further inquiry note:
Hannes Roither, PALFINGER AG
Unternehmenssprecher
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mailto: h.roither@palfinger.com
www.palfinger.com

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stockmarkets: official market: Wien
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