

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 to AGM

We hereby invite our shareholders to the Annual General Meeting of PALFINGER AG to be held on Wednesday, 9 March 2016, at 11.00 a.m., at the PALFINGER Service- und Democenter, 5020 Salzburg, F.-W.-Scherer-Strasse 24.

Agenda

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 proposal with respect to the distribution of profits and the report of the Supervisory Board for the 2015 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 2015 financial year
4. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2015 financial year
5. Resolution on the remuneration of the members of the Supervisory Board
6. Election of the auditor of the financial statements and the consolidated financial statements for the 2016 financial year
7. Election of Supervisory Board members
8. Resolution on the transfer of the registered office from Salzburg to Bergheim near Salzburg, resolution on expanding the list of possible venues for the AGM and resolution to amend Articles 1.2 and 17.3 of the Articles of Association.

AGM DOCUMENTS

The following documents will be available at the Company's website www.palfinger.ag no later than 17 February 2016:

- * 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 2015 financial year;
- * proposals for resolution on agenda items 2-8
- * statements by the candidates for election to the Supervisory Board pursuant to sec. 87 para. 2 of the Companies Act regarding agenda item 7, including CVs
- * form for granting proxy
- * form for granting 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, 118 AND 119 OF THE COMPANIES ACT

Additions to the agenda made by shareholders

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 17 February 2016 exclusively at the address 5020 Salzburg, F.-W.-Scherer-Strasse 24, or 5101 Bergheim near Salzburg, Lamprechtshausener Bundesstrasse 8, Corporate Communications, attn. Mr Hannes Roither. Shareholders must also indicate proposals for resolutions regarding each item on the agenda so requested, including a statement of grounds. 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 submitted 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.

Resolution proposals by shareholders on items of the agenda

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. Such request must be delivered to the Company in text form no later than 29 February 2016 either by telefax at +43 662-2281-81070 or at the address 5020 Salzburg, F.-W.-Scherer-Strasse 24, or 5101 Bergheim near Salzburg, Lamprechtshausener Bundesstrasse 8, Corporate Communications, 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.

In the case of a proposal for the election of a Supervisory Board member such statement of grounds is to be replaced by the statement of the nominated candidate pursuant to sec. 87 para. 2 of the Companies Act. A certificate of deposit pursuant to sec. 10a of the Companies Act shall be submitted 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.

Right to be informed

At 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.

The Company may refuse to supply such information if, according to sound business judgement, it could be seriously prejudicial to the Company or one of its associated companies or if providing such information would constitute a criminal offence.

For the sake of an efficient meeting, questions whose response needs longer preparation must be submitted in text form to the Management Board in a timely manner before the AGM. They may be delivered to the Company by post at the address 5020 Salzburg, F.-W.-Scherer-Strasse 24, or 5101 Bergheim near Salzburg, Lamprechtshausener Bundesstrasse 8, Corporate Communications, attn. Mr Hannes Roither, or by e-mail to h.roither@palfinger.com.

Requests filed at the Annual General Meeting

Irrespective of their shareholdings in the Company, every shareholder has the right to make requests on each item on the agenda to the Annual General Meeting. Shareholder motions requesting the election of a Supervisory Board member shall require the timely submission of a proposal for resolution pursuant to sec. 110 of the Companies Act: Candidates for Supervisory Board elections (agenda item 7) may only be proposed by shareholders holding jointly at least 1 per cent of the share capital. Candidate proposals must be received by the Company no later than 29 February 2016 in the above-stated manner and must be accompanied by a candidate statement pursuant to sec. 87 para. 2 of the Companies Act, which includes a description of the candidate's professional qualifications, professional or comparable functions and any circumstances that could give reason for concern in respect to potential bias or conflict of interest.

Information at the Company's website

Additional information on shareholders' rights pursuant to secs. 109, 110, 118 and 119 of the Companies Act is available as of now at the Company's website www.palfinger.ag.

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 28 February 2016 (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.

A certificate of deposit pursuant to sec. 10a of the Companies Act shall be submitted to evidence a shareholder's shareholding as at the Qualifying Date, which shall be delivered to the Company no later than 4 March 2016 exclusively at one of the addresses indicated below.

By post or PALFINGER AG
courier Corporate Communications
Attn. Mr Hannes Roither
5020 Salzburg, F.-W.-Scherer-Strasse 24
or
5101 Bergheim near Salzburg, Lamprechtshausener Bundesstr. 8
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
By SWIFT GIBAATWGGMS (message type to be used is MT598, always state
ISIN AT0000758305)

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 (BIC)
- * 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 entitling the shareholder to attend the AGM must refer to the above-mentioned Qualifying Date 28 February 2016. The certificate of deposit may be delivered in German or English.

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 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 or PALFINGER AG
courier Corporate Communications
Attn. Herrn Hannes Roither
5020 Salzburg, F.-W.-Scherer-Strasse 24
or
5101 Bergheim near Salzburg, Lamprechtshausener Bundesstr. 8
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 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.ag. 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 8 March 2016 at 4 p.m.

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

INDEPENDENT PROXY

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 from the Company's website at www.palfinger.ag/en/investor-relations/shareholder-meeting. 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 to michael.knap@iva.or.at.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the date of convening the AGM the Company's share capital of EUR 37,593,258 is divided into 37,593,258 no-par-value shares. Each share grants one vote. At the date of convening the AGM the Company holds 282,756 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 37,310,502 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 and produce a valid ID card upon registration. Voting cards may be collected from 10.15 a.m. onwards.

Salzburg, February 2016

The Management Board

Further inquiry note:
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