



**WashTec AG**

**Augsburg**

German securities identification number (WKN) 750 750  
ISIN: DE 000 750 750 1

**Invitation to the Annual General Meeting of WashTec AG**

We hereby invite our shareholders to the 2019 Annual General Meeting of WashTec AG, Augsburg, on Monday, April 29, 2019, at 10:00 hrs (doors open approximately 09:00 hrs), at the Chamber of Industry and Commerce (IHK) for Augsburg and Swabia, Stettenstrasse 1-3, 86150 Augsburg.

**Agenda**

- 1. Presentation of the adopted annual and approved consolidated annual financial statements as of and for the year ended December 31, 2018; presentation of the combined management report of WashTec AG and the Group for fiscal year 2018, including the explanatory report of the Management Board under sections 289a (1) and 315a (1) of the German Commercial Code (HGB); presentation of the proposal of the Management Board on the appropriation of the distributable profit and of the report of the Supervisory Board for fiscal year 2018**

Agenda item 1 is not subject to resolution. Section 175 (1) sentence 1 of the German Stock Corporation Act (AktG) merely stipulates that the Management Board must convene the Annual General Meeting to accept the adopted annual financial statements and management report and to resolve on the appropriation of any distributable profit and, in the case of a parent company, to accept the consolidated annual financial statements approved by the Supervisory Board and the Group management report. Under Sections 176 (1) sentence 1 and 175 (2) AktG, the Management Board must make available to the Annual General Meeting the annual

financial statements, the management report, the report of the Supervisory Board, the proposal of the Management Board on the appropriation of distributable profit and – in the case of publicly listed companies – an explanatory report on the disclosures pursuant to Section 289a (1) and 315a (1) HGB and, in the case of a parent company, the consolidated annual financial statements, the Group management report and the Supervisory Board's report thereon.

The foregoing documents will be explained in greater detail at the Annual General Meeting. They will be available for inspection by shareholders from convocation of the Annual General Meeting onwards at the offices of WashTec AG, Argonstrasse 7, 86153 Augsburg, and at the Annual General Meeting itself, and can be accessed in the Investor Relations section of the Company's website, [www.washtec.de](http://www.washtec.de). On request, copies of the documents made available will be promptly sent out to shareholders free of charge.

## **2. Resolution on the appropriation of distributable profit**

The Management Board and Supervisory Board propose that the distributable profit of €34,484,446.82 shown in the Company's annual financial statements for fiscal year 2018 be appropriated as follows:

- a) Distribution of a dividend in the amount of €2.45 per eligible share, totaling €32,786,693.80.
- b) The remaining distributable profit of €1,697,753.02 to be carried forward.

The dividend is payable on the third business day following the Annual General Meeting resolution, i.e., May 3, 2019.

## **3. Resolution on ratification of the actions of the Management Board in fiscal year 2018**

The Management Board and Supervisory Board propose the ratification of the actions of the Management Board in fiscal year 2018.

## **4. Resolution on ratification of the actions of the Supervisory Board in fiscal year 2018**

The Management Board and Supervisory Board propose the ratification of the actions of the Supervisory Board in fiscal year 2018.

**5. Election of the auditor of the annual and consolidated financial statements for fiscal year 2019 and of the auditor for the audit review of the interim financial reports for fiscal year 2019**

The Supervisory Board proposes, at the recommendation of the Audit Committee, that it be resolved:

To appoint PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich as auditor of the annual and consolidated financial statements for fiscal year 2019 and as auditor for any audit review of interim financial reports for fiscal year 2019.

The Audit Committee has stated that its recommendation is free of undue influence by any third party and, in particular, that no clause of the kind referred to in Article 16(6) of Regulation (EU) No 537/2014 has been imposed upon it.

**6. Revocation of the existing authorization to acquire and use treasury shares pursuant to Section 71 (1) 8 AktG and resolution granting authorization to acquire and use treasury shares pursuant to Section 71 (1) 8 AktG and to exclude shareholders' preemptive rights**

Unless expressly permitted by law, the Company cannot acquire or make use of treasury shares except with authorization from the Annual General Meeting. As the authorization to purchase treasury shares granted by resolution of the Annual General Meeting of May 11, 2016 expires on May 10, 2019, it is to be proposed to the Annual General Meeting to revoke the previous authorization and to grant the Company renewed authorization to acquire and make use of treasury shares.

The Management Board and Supervisory Board therefore propose that it be resolved as follows:

- a) Revocation of the existing authorization to acquire and make use of treasury shares pursuant to Section 71 (1) 8 AktG

The authorization to acquire and make use of treasury shares pursuant to Section 71 (1) 8 AktG resolved as agenda item 6 of the Annual General Meeting of May 11, 2016 is hereby revoked.

- b) Authorization to acquire treasury shares

The Company is authorized pursuant to Section 71 (1) 8 AktG, on or before June 30, 2022 and for purposes other than to trade in the Company's own shares, to acquire the Company's own shares in the amount of up to 10% of the share capital at the time of the resolution or – if lower – at the time this authorization is exercised.

The Management Board may opt to acquire such shares on the stock exchange, by means of a public purchase offer to all shareholders or by means of a public invitation directed at all shareholders to tender shares for sale.

If the shares are acquired on the stock exchange, the consideration per share paid by the Company (excluding incidental acquisition costs) may not be more than 10% higher or lower than the average stock exchange price of the Company's shares in the XETRA closing auction (or a comparable successor system) on Frankfurt Stock Exchange over the last five trading days prior to the acquisition of the shares.

If the shares are acquired by means of a public purchase offer to all shareholders or by means of a public invitation directed at all shareholders to tender shares for sale, the purchase price offered or the limits of the purchase price range per share (excluding incidental acquisition costs) may not be more than 10% higher or lower than the average stock exchange price of the Company's shares in the XETRA closing auction (or a comparable successor system) on Frankfurt Stock Exchange over the last five trading days prior to the date of the public announcement of the offer or of the public invitation to tender shares for sale. If, following the publication of a public offer or public invitation to tender shares for sale, the stock exchange price of the Company's shares varies significantly from the purchase price offered or the limits of the purchase price range offered, then the offer or the invitation to tender shares for sale may be adjusted. In that event, the adjusted purchase price may not be more than 10% higher or lower than the average stock exchange price of the Company's shares in the XETRA closing auction (or a comparable successor system) on Frankfurt Stock Exchange over the last five trading days prior to the public announcement of any adjustment.

If the public offer is oversubscribed, or if not all of a plurality equivalent offers are accepted in the case of an invitation to tender shares for sale, then acceptance must be based on quotas. Provision may be made for preferential acquisition or preferential acceptance of small quantities of up to 100 shares

in the Company offered for acquisition per shareholder. Additional conditions may be stipulated in the public offer or in the invitation to tender shares.

c) Use of treasury shares; exclusion of shareholders' preemptive rights

Other than by way of sale on the stock exchange or by way of an offer to all shareholders, the Management Board is authorized, subject to the consent of the Supervisory Board, to make use of treasury shares acquired on the basis of the above authorization or a previously granted authorization as follows:

They may

1. be offered and transferred to third parties as consideration in connection with the direct or indirect acquisition of companies, parts of companies or interests in companies or in connection with business combinations;
2. be used to service options issued in a stock option program to members of the management of companies affiliated with the Company and to employees of the Company or of companies affiliated with the Company; or
3. be used in other ways provided that the Company's treasury shares are utilized against cash payment and at a price that is not significantly lower than the stock exchange price of the Company's shares at the time of disposal. This authorization is additionally restricted to shares with a pro rata amount of the share capital that may not exceed a total of 10% of the share capital at the time this authorization becomes effective or, if lower, at the time this authorization is exercised. To be deducted from the aforementioned limit are any shares that are issued with shareholders' preemptive rights excluded or sold by the Company during the term of this authorization up to the time it is exercised on the basis of Section 186 (3) sentence 4 AktG applied directly or mutatis mutandis and any shares to be issued to service warrant-linked or convertible bonds with conversion or option rights or with conversion or option obligations where the bonds are issued with shareholders' preemptive rights excluded during the term of this authorization up to the time it is exercised on the basis of Section 186 (3) sentence 4 AktG applied mutatis mutandis.

The Supervisory Board is authorized to use the treasury shares acquired on the basis of this authorization to service options issued in a stock option program to members of the Management Board of the Company.

The aforementioned authorizations for use other than by way of sale on the stock exchange or by way of an offer to all shareholders may be exercised in whole or in part and on one or more occasions. The use made may be for one or more of the aforementioned purposes. Shareholders' preemptive rights to treasury shares are excluded to the extent that, in accordance with the above authorizations, the shares are used other than by way of sale on the stock exchange or by way of an offer to all shareholders.

To the extent that shares are used, with shareholders' preemptive rights excluded, to service options issued in a stock option program to members of the Management Board of the Company, to members of the management of companies affiliated with the Company and to employees of the Company or of companies affiliated with the Company, use may only be made of the authorization up to a total maximum amount of 5% of the share capital at the time of the resolution by the Annual General Meeting. To be deducted from this 5% limit is the pro rata share of the share capital attributable to shares issued or sold in exchange for cash or non-cash contributions during the term of the authorization nor under another authorization, with shareholders' preemptive rights excluded, to members of the Management Board of the Company, to members of the management of companies affiliated with the Company and to employees of the Company or of companies affiliated with the Company.

d) Cancellation of treasury shares

The Management Board is authorized, subject to the consent of the Supervisory Board, to cancel shares acquired on the basis of the above authorization or a previously granted authorization, in whole or in part, without the cancellation or its execution requiring a further resolution of the Annual General Meeting. The redemption results in a reduction in capital. In departure from this, the Management Board may stipulate that instead of a reduction in capital, the pro rata share of the share capital attributable to each remaining share is increased. In this event, the Management Board is authorized to revise the number of shares in the Company's Articles of Association.

- e) Utilization in partial amounts; minimum price

All of the aforementioned authorizations may be exercised by the Company in whole or in part, on one or more occasions, and for one or more purposes. The authorizations – with the exception of the authorization to cancel treasury shares – may also be exercised by subsidiaries of the Company or by third parties for the account of the Company or for the account of subsidiaries of the Company. The authorizations under clauses c) and d) also include the use of shares in the Company acquired on the basis of Section 71d sentence 5 AktG.

**7. Revocation of the existing Authorized Capital under subsection 5.1 of the Articles of Association and creation of a new Authorized Capital with the possibility of excluding shareholders' preemptive rights and corresponding amendment of subsection 5.1 of the Articles of Association**

The Authorized Capital currently existing under subsection 5.1 of the Company's Articles of Association, which has not been used to date, expires on May 10, 2019. In order that the Company may continue to act rapidly and flexibly as needed in order to raise equity capital on favorable terms, the existing Authorized Capital is to be revoked and the Management Board is once again to be authorized to increase the share capital by the issue of new no-par-value bearer shares.

The Management Board and Supervisory Board therefore propose that it be resolved as follows:

- a) The Authorized Capital under subsection 5.1 of the Articles of Association resolved as agenda item 7 of the Annual General Meeting of May 11, 2016 is hereby revoked.
- b) The Management Board is authorized, subject to the consent of the Supervisory Board, to increase the share capital on one or more occasions on or before June 30, 2022 by a total amount of up to €8,000,000.00 (Authorized Capital) by issuing new no-par-value bearer shares in exchange for cash and/or non-cash contributions. The shareholders must be granted preemptive rights in this connection unless otherwise stipulated in the following. The new shares may also be underwritten by one or more banks designated by the Management Board with the obligation to offer them to the shareholders for subscription (indirect subscription right).

The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the preemptive rights of shareholders.

- aa) for fractional amounts;
- bb) if the new shares are issued in exchange for a non-cash contribution, including in connection with the acquisition of companies, parts of companies or interests in companies;
- cc) in the event of capital increases in exchange for cash contributions if at the time of the final fixing of the issue price by the Management Board the issue price of the new shares is not significantly lower, within the meaning of section 203 (1) and (2) and section 186 (3) sentence 4 AktG, than the stock market price of existing publicly listed shares of the same class and with the same features, and the pro rata amount of the share capital attributable in total to the new shares on which preemptive rights are excluded does not exceed 10% at the time this authorization becomes effective or, if the pro rata amount is then lower, at the time this authorization is exercised. To be deducted from the maximum limit of 10% of the share capital are any shares that are issued with shareholders' preemptive rights excluded or sold by the Company during the term of the Authorized Capital up to the time it is exercised on the basis of Section 186 (3) sentence 4 AktG applied directly or mutatis mutandis and any shares to be issued to service warrant-linked or convertible bonds with conversion or option rights or with conversion or option obligations where the bonds are issued with shareholders' preemptive rights excluded during the term of the Authorized Capital up to the time it is exercised on the basis of Section 186 (3) sentence 4 AktG applied mutatis mutandis.
- dd) to the extent necessary in order to grant the holders of warrant-linked and/or convertible bonds issued by the Company or its subsidiaries a right to subscribe for new shares in the scope to which they would be entitled if they exercised their option or conversion right or fulfilled their conversion or option obligations.

The pro rata amount of the share capital attributable to shares issued against cash or non-cash contributions under the above clauses bb) to dd) with shareholders' preemptive rights excluded may not exceed a total of 10% of the Company's share capital at the time of the resolution by the Annual



General Meeting. To be deducted herefrom – subject to any further authorization to exclude shareholders’ preemptive rights that may be resolved by a subsequent Annual General Meeting – are those shares which are issued during the term of the Authorized Capital under another authorization with shareholders’ preemptive rights excluded or to which warrant-linked or convertible bonds with conversion or option rights or with conversion or option obligations relate that are issued during the term of the Authorized Capital with shareholders’ preemptive rights excluded.

The Management Board is authorized, subject to the consent of the Supervisory Board, to stipulate further details concerning the capital increase and its implementation, including the features of the share rights and the terms and conditions of issue.

The Supervisory Board is authorized to revise the text of the Articles of Association after full or partial implementation of the capital increase from Authorized Capital.

- c) Subsection 5.1 of the Articles of Association is revised as follows:

*“The Management Board is authorized, subject to the consent of the Supervisory Board, to increase the share capital on one or more occasions on or before June 30, 2022 by a total amount of up to €8,000,000.00 (Authorized Capital) by issuing new no-par-value bearer shares in exchange for cash and/or non-cash contributions. The shareholders must be granted preemptive rights in this connection unless otherwise stipulated in the following. The new shares may also be underwritten by one or more banks designated by the Management Board with the obligation to offer them to the shareholders for subscription (indirect subscription right).*

*The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the preemptive rights of shareholders:*

- aa) *for fractional amounts;*
- bb) *if the new shares are issued in exchange for a non-cash contribution, including in connection with the acquisition of companies, parts of companies or interests in companies;*

- cc) *in the event of capital increases in exchange for cash contributions if at the time of the final fixing of the issue price by the Management Board the issue price of the new shares is not significantly lower, within the meaning of section 203 (1) and (2) and section 186 (3) sentence 4 AktG, than the stock market price of existing publicly listed shares of the same class and with the same features, and the pro rata amount of the share capital attributable in total to the new shares on which preemptive rights are excluded does not exceed 10% at the time this authorization becomes effective or, if the pro rata amount is then lower, at the time this authorization is exercised. To be deducted from the maximum limit of 10% of the share capital are any shares that are issued with shareholders' preemptive rights excluded or sold by the Company during the term of the Authorized Capital up to the time it is exercised on the basis of Section 186 (3) sentence 4 AktG applied directly or mutatis mutandis and any shares to be issued to service warrant-linked or convertible bonds with conversion or option rights or with conversion or option obligations where the bonds are issued with shareholders' preemptive rights excluded during the term of the Authorized Capital up to the time it is exercised on the basis of Section 186 (3) sentence 4 AktG applied mutatis mutandis.*
- dd) *to the extent necessary in order to grant the holders of warrant-linked and/or convertible bonds issued by the Company or its subsidiaries a right to subscribe for new shares in the scope to which they would be entitled if they exercised their option or conversion right or fulfilled their conversion or option obligations.*

*The pro rata amount of the share capital attributable to shares issued against cash or non-cash contributions under the above clauses bb) to dd) with shareholders' preemptive rights excluded may not exceed a total of 10% of the Company's share capital at the time of the resolution by the Annual General Meeting. To be deducted herefrom – subject to any further authorization to exclude shareholders' preemptive rights that may be resolved by a subsequent Annual General Meeting – are those shares which are issued during the term of the Authorized Capital under another authorization with shareholders' preemptive rights excluded or to which warrant-linked or convertible bonds with conversion or option rights or with conversion or option obligations relate that are issued during the term of the Authorized Capital with shareholders' preemptive rights excluded.*

*The Management Board is authorized, subject to the consent of the Supervisory Board, to stipulate further details concerning the capital increase and its implementation, including the features of the share rights and the terms and conditions of issue.*

**Written report of the Management Board pursuant to Sections 71 (1) 8 sentence 5 and 186 (4) sentence 2 AktG on item 6 of the agenda on the reasons for authorizing the Management Board to exclude shareholders' preemptive rights when selling treasury shares**

Under item 6 of the agenda, the Management Board and the Supervisory Board propose that the Company be authorized pursuant to Section 71 (1) 8 AktG to acquire the Company's own shares in the amount of up to 10% of the share capital at the time of the resolution or – if lower – at the time this authorization is exercised. In accordance with Section 71 (1) 8 AktG, which permits an authorization period of up to five years, the authorization is valid for a period of slightly more than three years, until June 30, 2022. The purpose of this is to enable the Management Board to acquire treasury shares, in the interest of the Company and its shareholders, by various means, up to a total of 10% of the Company's share capital.

The principle of equal treatment under Section 53a AktG must be observed in any acquisition of treasury shares. The proposed acquisition of shares on the stock exchange, by way of a public purchase offer or by way of a public invitation to tender shares for sale adheres to this principle. If a public offer or a public invitation to tender shares for sale is oversubscribed, acceptance must be based on quotas. Provision may be made for preferential acquisition of small quantities of up to 100 tendered shares per shareholder. The purpose of this provision is to avoid small residual holdings and so facilitate technical implementation.

Aside from sale on the stock exchange or by way of an offer to all shareholders, shares acquired on the basis of the proposed authorization are to be permitted to be used for the following purposes with shareholders' preemptive rights excluded:

1. The Company is to be afforded the capability to have treasury shares available in order to be able to offer them as consideration when acquiring companies, parts of companies or interests in companies.

The Management Board continually reviews opportunities for the Company to acquire companies or interests in companies in the carwash sector in order to strengthen the Company's competitive position. In many cases, the Company gains an advantage from, or the market requires, the use of shares in the Company as an

acquisition currency. The proposed authorization is intended to enable the Company to act rapidly and flexibly in order to make use of opportunities to acquire companies, parts of companies or interests in companies. In determining the value of the shares given as consideration, the Management Board will base its assessment on the stock exchange price. There is no schematic linkage to the stock exchange price, however, mainly so that negotiation outcomes that have already been achieved are not put at risk by share price movements.

2. In addition, the Company is to be enabled to use treasury shares in order to service options issued in stock option programs to members of the Management Board of the Company, to members of the management of companies affiliated with the Company and to employees of the Company or of companies affiliated with the Company, subject to the terms of the stock option program concerned.

A precondition for the use of treasury shares to service options under a stock option program is that shareholders' preemptive rights must be excluded. The decision whether to offer or transfer beneficiaries treasury shares will be made by the Management Board and the Supervisory Board on the basis of the current liquidity and market situation in each case. Where the purpose is to service options held by members of the Management Board, the decision lies with the Supervisory Board alone.

Where treasury shares are used, with shareholders' preemptive rights excluded, to service options issued in a stock option program, the authorization may only be utilized up to a total maximum amount of 5% of the share capital at the time of the resolution by the Annual General Meeting. To be deducted from this 5% limit is the pro rata share of the share capital attributable to shares issued or sold in exchange for cash or non-cash contributions during the term of the authorization nor under another authorization, with shareholders' preemptive rights excluded, to members of the Management Board of the Company, to members of the management of companies affiliated with the Company and to employees of the Company or of companies affiliated with the Company.

3. Finally, treasury shares are also to be permitted to be used in other ways provided that the Company's treasury shares are utilized against cash payment and at a price that is not significantly lower than the stock exchange price of the Company's shares at the time of disposal. The authorization is additionally restricted to shares with a pro rata amount of the share capital that may not exceed a total of 10% of the share capital at the time the authorization becomes effective or, if lower, at it is exercised. To be deducted from the aforementioned limit are any shares that are issued or sold

by the Company during the term of this authorization up to the time it is exercised on the basis of Section 186 (3) sentence 4 AktG applied directly or mutatis mutandis and any shares to be issued to service warrant-linked or convertible bonds with conversion or option rights or with conversion or option obligations where the bonds are issued with shareholders' preemptive rights excluded during the term of this authorization up to the time it is exercised on the basis of Section 186 (3) sentence 4 AktG applied mutatis mutandis.

This authorization makes use of the option for simplified exclusion of shareholders' preemptive rights permitted in Section 71 (1) 8 AktG, with Section 186 (3) sentence 4 AktG applied mutatis mutandis. This serves the interests of the Company in particular by providing the ability to offer shares in the Company to domestic and international institutional investors and thus to expand the shareholder base. The purpose of the requested authorization is to enable the Company to react quickly and flexibly to favorable stock market situations. Adequate safeguards are provided for shareholders' investment and voting rights. Shareholders are protected against dilution by the stipulation that the shares may only be sold at a price that is not significantly lower than the respective stock exchange price. The final fixing of the selling price for the treasury shares takes place shortly before the sale. The Management Board will seek to keep any discount relative to the stock exchange price to a minimum, having due regard to current market conditions. Interested shareholders can maintain their stake on essentially the same terms by making purchases in the open market.

The Management Board is also authorized pursuant to Section 71 (1) No. 8 Sentence 6 AktG to cancel the shares without a further resolution of the Annual General Meeting being required. This results in a reduction in capital. However, under section 237 (3) 3 AktG, the Management Board can alternatively resolve to cancel fully paid-up shares without this necessitating a reduction in the Company's share capital. The proposed authorization expressly provides for this alternative in addition to cancellation with a reduction in capital. Canceling treasury shares without a capital reduction automatically increases the notional interest in the Company's share capital attributable to the remaining shares. The Management Board is therefore also to be authorized to make the revision to the Company's Articles of Association of the Company that then becomes necessary with regard to change in the number of shares as a result of the cancellation.

The Management Board and the Supervisory Board will decide on the exercise of the proposed authorizations and the use of treasury shares according to their professional judgement.

The Management Board will inform the next Annual General Meeting about the utilization of the above authorizations.

**Written report of the Management Board pursuant to Sections 203 (2) sentence 2 and 186 (4) sentence 2 AktG on item 7 of the agenda on the reasons for authorizing the Management Board to exclude shareholders' preemptive rights on capital increases from Authorized Capital**

Item 7 of the agenda proposes that the Management Board be authorized, subject to the consent of the Supervisory Board, to increase the share capital on one or more occasions by a total amount of up to €8,000,000.00 in exchange for cash and/or non-cash contributions. The authorization expires on June 30, 2022. Responsibility for stipulating further details lies with the Management Board. The Authorized Capital is intended to enable the Company to act rapidly and flexibly as needed in order to raise equity capital on favorable terms. When utilizing Authorized Capital, shareholders normally have preemptive subscription rights. The new shares may also be underwritten by one or more banks designated by the Management Board with the obligation to offer them to the shareholders for subscription (indirect subscription right).

Subject to the consent of the Supervisory Board, however, the Management Board may exclude shareholders' preemptive rights when utilizing Authorized Capital:

- a) for fractional amounts;
- b) if the new shares are issued in exchange for a non-cash contribution, including in connection with the acquisition of companies, parts of companies or interests in companies;
- c) in the event of capital increases in exchange for cash contributions if at the time of the final fixing of the issue price by the Management Board the issue price of the new shares is not significantly lower, within the meaning of section 203 (1) and (2) and section 186 (3) sentence 4 AktG, than the stock market price of existing publicly listed shares of the same class and with the same features, and the pro rata amount of the share capital attributable in total to the new shares on which preemptive rights are excluded does not exceed 10% at the time this authorization becomes effective or, if the pro rata amount is then lower, at the time this authorization is exercised. To be deducted from the maximum limit of 10% of the share capital are any shares that are issued with shareholders' preemptive rights excluded or sold by the Company during the term of the Authorized Capital up to the time it is exercised on the basis of Section 186 (3) sentence 4 AktG applied directly or mutatis mutandis and any

shares to be issued to service warrant-linked or convertible bonds with conversion or option rights or with conversion or option obligations where the bonds are issued with shareholders' preemptive rights excluded during the term of the Authorized Capital up to the time it is exercised on the basis of Section 186 (3) sentence 4 AktG applied mutatis mutandis.

- d) to the extent necessary in order to grant the holders of warrant-linked and/or convertible bonds issued by the Company or its subsidiaries a right to subscribe for new shares in the scope to which they would be entitled if they exercised their option or conversion right or fulfilled their conversion or option obligations.

The authorization to exclude subscription rights for fractional amounts enables the subscription ratios to be rounded off in the event of a capital increase that is predominantly implemented with shareholders' preemptive rights. This facilitates the allocation and exercise of subscription rights.

The additional option of excluding shareholders' preemptive rights when issuing new shares against non-cash contributions is intended to enable the Management Board, in suitable instances in the interests of the Company and subject to the consent of the Supervisory Board, to acquire companies, parts of companies and interests in companies in return for the transfer of shares in the Company or, as the case may be, to enter into business combinations with them. This has the purpose of enabling the Company to react rapidly and successfully to attractive offers or other opportunities on national and international markets to acquire companies, parts of companies or interests in companies. It is not uncommon for negotiations to result in a need to provide shares as consideration rather than money. In order to make acquisitions in such cases, the Company must have the ability to increase its capital against non-cash contributions with shareholders' preemptive rights excluded. The issue price for the new shares would be determined in such instances by the Management Board with the consent of the Supervisory Board, having due regard to the interests of the Company and the shareholders. There are currently no specific plans for acquisitions where the share capital is to be increased with shareholders' preemptive rights excluded.

The resolution proposed in item 7 of the agenda also provides for the authorization to exclude shareholders' preemptive in accordance with Section 186 (3) sentence 4 AktG when issuing new shares against cash contributions. This authorization does not relate to the entire amount of the Authorized Capital, but to a maximum of 10% of the share capital. The full amount of the 10% limit under section 186 (3) sentence 4 AktG can only be used once. Consequently, if and insofar as the Company, acting on the basis of the Annual General Meeting resolution under agenda item 7, exercises parallel authorizations to exclude shareholders' preemptive rights pursuant to §186 (3) sentence 4 AktG in connection with the resale of treasury shares

or the issue of convertible bonds, the number of shares that can be issued in a capital increase from Authorized Capital with shareholders' preemptive rights excluded pursuant to §186 (3) sentence 4 AktG will be reduced accordingly. In addition, exclusion of shareholders' preemptive rights pursuant to Section 186 (3) sentence 4 AktG is only permitted under the Act if the issue price for the new shares is not significantly lower than the stock exchange price.

This authorization enables the Company to act rapidly and flexibly in able to make use of market opportunities and to meet any need for capital that arises as a result at very short notice without having to go through the formal steps and adhere to the statutory time periods required for a capital increase with subscription rights. Shareholders' interests are safeguarded by the shares being issued at a price closely tied to the stock exchange price. They consequently do not have to fear significant price losses and, if they wish, can maintain their shareholding quota by purchasing additional shares at similar prices on the stock exchange.

Finally, shareholders' preemptive rights are also to be excluded to the extent necessary to be able to grant holders of bonds with conversion rights, conversion obligations or options a right to subscribe to new shares if the applicable bond terms and conditions so require. Such bonds are generally protected from dilution by a stipulation that in subsequent share issues with shareholders' preemptive rights, instead of bondholders being granted a reduction in the option exercise price or conversion price, they may be granted the same subscription rights to new shares as are also conferred upon shareholders. They are thus put in the same position as if they had already exercised their options or conversion rights or if any conversion obligation had been fulfilled. This has the advantage that the Company does not have to reduce the option exercise price or conversion price for dilution protection reasons. Since this facilitates the placement of the issue, the exclusion of subscription rights serves the shareholders' interest in ensuring the optimum financial structure for their company. At the present time, the Company and its subsidiaries have not issued any warrant-linked or convertible bonds.

As a safeguard for shareholders, the authorization includes a restriction on the total volume of corporate actions for which shareholders' preemptive rights are excluded. The pro rata amount of the share capital attributable to shares issued against cash or non-cash contributions under the above clauses b) to d) with shareholders' preemptive rights excluded may not exceed a total of 10% of the Company's share capital at the time of the resolution by the Annual General Meeting. To be deducted herefrom – subject to any further authorization to exclude shareholders' preemptive rights that may be resolved by a subsequent Annual General Meeting – are those shares which are issued during the term of the Authorized Capital under another authorization with shareholders' preemptive rights excluded or to which warrant-linked or convertible bonds with conversion or option rights



or with conversion or option obligations relate that are issued during the term of the Authorized Capital with shareholders' preemptive rights excluded.

### **Total number of shares and voting rights**

On convocation of the Annual General Meeting, WashTec AG has issued a total of 13,976,970 no-par-value shares granting a total of 13,976,970 voting rights. On convocation of the Annual General Meeting, the Company holds 594,646 treasury shares in respect of which the Company has no rights.

### **Requirements for participating and voting in the Annual General Meeting**

Shareholders who wish to participate and vote in the Annual General Meeting must register before the meeting. Shareholders must also present proof of the right to participate and vote in the Annual General Meeting. For this purpose, it will suffice for shareholders to present proof of share ownership from their custodian institution (credit institution or other financial services institution, including foreign institutions) relating to the start of the 21st day before the Annual General Meeting, i.e. 0:00 hrs CEST on Monday, April 8, 2019 (the "record date").

Registration and proof of ownership must be in text form, must be in either the German or the English language, and must reach the Company by no later than 24:00 hrs CEST on Monday, April 22, 2019 (**Easter Monday**), at the following address:

WashTec AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 München  
Germany  
Fax: +49 89 20127-289  
Email: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

For the purposes of the Company, only those who have submitted proof of share ownership shall have the right to participate and vote in the meeting. The right to participate and the number of voting rights are determined solely by the shares held by a shareholder at the record date. There is no restriction on the right to sell shares after the record date. Even if all or part of a shareholding is sold after the record date, the right to participate and the number of voting rights continue to be determined solely by the shares held by the shareholder at the record date; i.e. sales of shares after the record date have no effect on the right to participate or the number of voting rights. The same applies to purchases of shares after the record date. Anyone who does not own shares at the record date and only become a shareholder

afterwards has no right to participate or vote unless they have obtained proxy or power of attorney to exercise the rights in this regard. The record date is not a relevant date for dividend eligibility.

### **Proxy voting**

Shareholders who do not participate in the Annual General Meeting in person can vote through a proxy holder such as a credit institution, shareholders' association, Company-designated proxy holder or other third party. Timely registration and proof of share ownership in accordance with the foregoing stipulations are also necessary in the event of proxy voting.

Under Section 134 (3) sentence 3 AktG, the granting and revocation of proxy and proof of proxy towards the Company must be in text form; this is without prejudice to Section 135 AktG. Notifications of appointment of proxy holders may alternatively be sent by email to the following address:

[inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

If a bank, an institution or undertaking treated as a credit institution under Sections 135 (10) and 125 (5) AktG, a shareholders' association or any of the persons for whom Section 135 (8) AktG stipulates that the provisions of Section 135 (1) to (7) AktG apply analogously is appointed as a proxy holder, the proxy holder must keep the notification of appointment for verification; the notification of appointment must also be completed in full and may only contain representations related to voting. Shareholders who wish to appoint a credit institution, a shareholders' association or another institution treated as a credit institution under Section 135 AktG as proxy holder are requested to ask their intended proxy holder about the procedure for doing so.

We offer shareholders the opportunity before the Annual General Meeting to appoint a Company-designated proxy holder to act on their instructions. Shareholders who wish to appoint a Company-designated proxy holder require an admission card to the Annual General Meeting for the purpose. Appointed company-designated proxy holders must be issued with instructions in text form for voting in each case. Without such instructions, the proxy is invalid. The granting of proxy (with instructions), its revocation and proof of proxy towards the Company must be in text form. Proxies, together with instructions, must be received by the Company by 24:00 hrs CEST on April 26, 2019 at the following address:

WashTec AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 München  
Fax: +49 89 20127-289  
Email: inhaberaktien@linkmarketservices.de

On the day of the Annual General Meeting until the end of the general debate, Company-designated proxies and instructions to proxy holders may be granted, modified or revoked, in text form, at the entrance and exit to the Annual General Meeting.

The Company-designated proxy holders are required to vote in accordance with instructions.

Further information on proxy voting and a proxy and instruction form for the appointment of a Company-designated proxy voting in accordance with instructions are available to shareholders in the Investor Relations section of the Company website, [www.washtec.de](http://www.washtec.de), or can be requested Mondays to Fridays, except public holidays, between 9:00 hrs and 17:00 hrs CEST by calling +49 89 21027-222.

Shareholders who wish to appoint a proxy holder to participate and vote other than a Company-designated proxy holder will find a form in accordance with Section 48 (1) no. 5 of the Securities Trading Act (WpHG) on the back of the entrance card sent out to shareholders after proper and timely registration.

### **Publication on the Company website**

As soon as possible after convocation of the Annual General Meeting, the following information and documents will be accessible in the Investor Relations section of the Company website, [www.washtec.de](http://www.washtec.de) (see Section 124a AktG):

1. The text of the convocation including the explanation on the lack of a resolution on agenda item 1 and the total number of shares and voting rights at the date of convocation;
2. The documents to be made available to the meeting;
3. Forms to be used to vote by proxy.

## **Information on the rights of shareholders under Sections 122 (2), 126 (1), 127 and 131 (1) AktG**

### **Right to have items put on the agenda under Section 122 (2) AktG**

Shareholders whose shares together make up one-twentieth of the share capital or a pro rata amount of €500,000.00 (this pro rata amount being equivalent to 174,713 no-par-value shares) may have items put on the agenda and published. Each new item must be accompanied by a justification and a draft resolution. Requests must be directed in writing to the Management Board of the Company and must reach the Company no later than midnight (24:00 hrs CEST) on March 29, 2019. Please submit requests to the following address:

WashTec AG  
Investor Relations Department  
Argonstrasse 7  
86153 Augsburg

Requesters are required to prove that they have owned the shares since at least 90 days before the date of receipt of the request by the Company and that they continue to hold the shares until the request is decided upon by the Management Board, not including the day of receipt. Confirmation from the custodian institution will suffice as proof. The shareholding period is computed in accordance with Section 70 AktG.

Items put on the agenda that require publishing – unless already published with the convocation – will, without delay following receipt of the request, be published in the German Federal Gazette and released for publication by media for which it can be assumed that the information will be disseminated throughout the entire European Union. They will also be published in the Investor Relations section of the Company website, [www.washtec.de](http://www.washtec.de), and communicated to shareholders.

### **Countermotions and nominations under Sections 126 (1) and 127 AktG**

Any shareholder has the right to send in countermotions to proposals of the Management Board and/or Supervisory Board on specific items of the agenda and to send in nominations for election. Countermotions requiring publication must be accompanied by a justification. Countermotions (with justification) and nominations must be sent exclusively to this address:

WashTec AG  
Investor Relations Department  
Argonstrasse 7  
86153 Augsburg  
Fax+49 821 5584-1135  
Email: [hauptversammlung@washtec.de](mailto:hauptversammlung@washtec.de)

Countermotions and nominations addressed differently will be disregarded. Shareholders' countermotions and nominations in proper order received at the foregoing address by no later than midnight (24:00 hrs CEST) on April 14, 2019 will, following receipt, be published without delay in the Investor Relations section of the Company website, [www.washtec.de](http://www.washtec.de) (including the name of the shareholder and – in the case of motions – the justification). Any position taken by management on motions and nominations received will likewise be published on the above-mentioned website.

The foregoing does not prejudice the right of any shareholder to table countermotions to the various items of the agenda during the Annual General Meeting without previously sending them in to the Company. Please note that countermotions sent in to the Company by the deadline will only be considered in the Annual General Meeting if introduced there orally.

### **Right to information under Section 131 (1) AktG**

Any shareholder or shareholders' representative may demand that the Management Board provide information on the Company's affairs, the Company's legal and business relations with affiliates and the situation of the Group and the companies included in the consolidated financial statements to the extent that the information is necessary to permit a proper evaluation of an agenda item (see Section 131 (1) AktG). The Management Board may refuse to provide information in the circumstances referred to in Section 131 (3) AktG.

In accordance with Section 9.7 of the Articles of Association, the chair of the meeting may limit the number of questions and the speaking time for shareholders as appropriate; in particular, the chair is authorized, at the beginning or during the course of the Annual General Meeting, to set a time limit for the entire Annual General Meeting, for individual agenda items or for individual speakers or question askers.

## **Further information**

Further information on the rights of shareholders under Sections 122 (2), 126 (1), 127 and 131 (1) AktG is provided in the Investor Relations section of the Company website, [www.washtec.de](http://www.washtec.de).

## **Data protection**

### **1. General information**

#### **a) Introduction**

WashTec AG attaches great importance to data protection and the protection of privacy. In the data protection information that follows, we would like to inform our shareholders about the processing of their personal data and their rights in accordance with applicable data protection law, notably Regulation (EU) No 2016/679 (the General Data Protection Regulation/GDPR), in connection with the preparation, conduct and follow-up of the Annual General Meeting.

#### **b) Controller within the meaning of Article 4(7) GDPR**

WashTec AG, Argonstrasse 7, 86153 Augsburg

#### **c) Contact details of the Data Protection Officer**

WashTec AG

Data Protection Officer

Mr. Lars Beitlich

Argonstrasse 7, 86153 Augsburg,  
Germany.

Tel.: 0821 / 5584 – 1111

Email: [datenschutzbeauftragter@washtec.com](mailto:datenschutzbeauftragter@washtec.com)

### **2. Information regarding processing**

#### **a) Categories of data**

We process, in particular, the following categories of personal data:

- Forename and surname
- Address
- Number of shares
- Class of shares

- Type of share ownership
- Ticket number

In addition, we may also process the personal data (in particular, the name and place residence) of any proxy nominated by a shareholder. If shareholders or shareholders' proxies contact us, we also process the personal data necessary to respond to any requests (such as contact details – e.g., email address or telephone number – provided by the shareholder or proxy). Where applicable, we also process information on motions, questions, nominations for election and shareholders' requests in the Annual General Meeting.

#### **b) Purpose and legal basis of the processing**

We use personal data in order to enable shareholders to participate in and exercise their rights at the Annual General Meeting. The processing of personal data is essential to the proper preparation, conduct and follow-up of the Annual General Meeting and to enable shareholders to participate in the Annual General Meeting pursuant to Sections 118 et seq. AktG. The legal basis for the processing of personal data is Article 6(1)c GDPR read in conjunction with Sections 118 et seq. AktG. In addition, we also process personal data as necessary to fulfil other legal obligations, such as regulatory requirements and retention obligations under stock corporation law, securities law, commercial law and tax law. The legal basis for this processing is Article 6(1)c GDPR read in conjunction with the applicable statutory provisions.

All shares in WashTec AG are bearer shares. In contrast to registered shares, WashTec AG does not maintain a share register stating the family name, date of birth, address and the number of shares held, as stipulated in Section 67 AktG.

#### **c) Categories of recipients of personal data**

We make use of external service providers for the preparation, conduct and follow up of the Annual General Meeting (in particular for printing and sending out invitations to the Annual General Meeting, for registrations for and for the conduct of the Annual General Meeting). Service providers contracted for the purpose of the preparation, conduct and follow-up of the Annual General Meeting receive from us only the personal data needed to perform the contracted service and process the data exclusively in accordance with WashTec AG's instructions. All of our employees and all employees of external service providers who have access to and/or process personal data are under obligation to treat the data confidentially. In addition, personal data of shareholders and proxies attending the Annual General Meeting may be seen by other shareholders and proxies as required by law (notably in the list of attendees under Section 129 AktG).

#### **d) Data sources**

As a rule, we and our contracted service providers obtain shareholders' personal data via our registration office from the credit institutions used by shareholders for the custody of their shares ("custodian banks").

#### **e) Retention period**

The retention period for data stored in connection with the Annual General Meeting is generally up to three years. We anonymize or erase personal data unless statutory verification and retention obligations require us to retain it for a longer period and unless longer retention is necessary in connection with legal proceedings. Information on shareholders' questions and spoken contributions in the coming Annual General Meeting will be anonymized after one month unless longer retention is necessary for the aforementioned reasons.

### **3. Rights of data subjects**

As data subjects, shareholders may contact our Data Protection Officer with a request (there are no requirements as to form) in order to exercise their rights under the GDPR, the requirements for which are subject to individual appraisal. In particular, these rights comprise:

- The right to obtain information about the processing and a copy of the processed data (right of access, Article 15 GDPR);
- The right to obtain the rectification of inaccurate data and the completion of incomplete data (right of rectification, Article 16 GDPR);
- The right to obtain erasure of personal data and, if personal data have been published, to have other controllers notified of the request for erasure (right to erasure, Article 17 GDPR);
- The right to obtain the restriction of processing (right to restriction of processing, Article 18 GDPR).

Data subjects also have the right to lodge a complaint with a supervisory authority. The competent supervisory authority in Bavaria is as follows:

Bayerisches Landesamt für Datenschutzaufsicht (Bavarian Data Protection Authority/BayLDA), Promenade 27, 91522 Ansbach, Tel. +49 (0) 981 53 1300, Fax: +49 (0) 981 53 98 1300, Email: [poststelle@lda.bayern.de](mailto:poststelle@lda.bayern.de)

Augsburg, March 2019

WashTec AG  
The Management Board