

# Petro Welt Technologies AG

(FN 69011 m)

## Resolution proposals of the Management and the Supervisory Board pursuant to sec. 108 of the Austrian Stock Corporation Act (AktG)

### **Ad agenda item 1:**

Presentation of the approved annual financial statements including the management report and presentation of the consolidated annual financial statements including the consolidated management report, the corporate governance report, and the report of the Supervisory Board, in each case in relation to the fiscal year ended 31 December 2017 as well as the report about the balance sheet result reported in the annual financial statements as of 31 December 2017.

To this agenda item no resolution of the shareholders is required.

### **Ad agenda item 2:**

Resolution on the discharge of the members of the Management Board in relation to the fiscal year ended 31 December 2017.

The Management Board and the Supervisory Board propose to the shareholders to grant discharge to Messrs. Yury Semenov and Valeriy Inyushin as members of the Management Board for the business year 2017.

### **Ad agenda item 3:**

Resolution on the discharge of the members of the Supervisory Board in relation to the fiscal year ended 31 December 2017.

The Management Board and the Supervisory Board propose to the shareholders to grant discharge to Messrs. Maurice Dijols, Remi Paul and Ralf Wojtek as members of the Supervisory Board for the business year 2017.

### **Ad agenda item 4:**

Resolution on the remuneration of the members of the Supervisory Board in relation to the business year ended 31 December 2017.

The Management Board and the Supervisory Board propose to the shareholders to grant to Messrs. Maurice Dijols, Remi Paul and Ralf Wojtek as members of the Supervisory Board remuneration for the business year 2017 in the aggregate amount of EUR 105,000. The allocation of this amount to the individual members of the Supervisory Board shall be as follows:

- for the chairman of the Supervisory Board, Mr. Maurice Dijols, an amount of EUR 35,000;
- for the vice-chairman of the Supervisory Board, Mr. Remi Paul, an amount of EUR 35,000; and

- for the member of the Supervisory Board, Mr. Ralf Wojtek, an amount of EUR 35,000.

**Ad agenda item 5:**

Election of the auditor of the annual financial statements and of the consolidated annual financial statements in relation to the fiscal year ending on 31 December 2018.

The Supervisory Board proposes to the shareholders to elect KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as auditor for the solo and consolidated financial statements regarding the business year 2018.

**Ad agenda item 6:**

Resolution on the change of the Articles of Association in clause § 16.

The Management Board and the Supervisory Board propose to the shareholders to amend clause § 16.2 of the Articles of Association in order to consider changes in the Austrian Stock Corporation Act.

Pursuant to sec 262 para 19 of the Austrian Stock Corporation Act, it is no longer possible to determine in the convocation of the Annual General Meeting without explicit authorization in the Articles of Association that the company also accepts deposit confirmations by facsimile. At present, the Articles of Association do not contain such an authorization. Therefore, the deposit confirmation must be submitted in written form to the company. The proposed amendment of the Articles of Association allows the submission of deposit confirmations to the company in simplified form by fax or e-mail or in another comparable form, if specified in the convocation.

Changes of Articles of Association

OLD	NEW
<p>...</p> <p>16.2 In case of deposited bearer shares the deposit receipt pursuant to § 10a of the Austrian Stock Corporation Act, which shall be received by the company not later than on the third business day prior to the General Meeting of Stockholders under the address stated in the invitation to the General Meeting of Stockholders, shall be a sufficient evidence of the shareholding on the record date.</p> <p>...</p>	<p>...</p> <p>16.2 In case of deposited bearer shares the deposit receipt pursuant to § 10a of the Austrian Stock Corporation Act, which shall be received by the company not later than on the third business day prior to the General Meeting of Stockholders under the address stated in the invitation to the General Meeting of Stockholders, shall be a sufficient evidence of the shareholding on the record date. <a href="#">Text form in the meaning of section 10a Para. 3 of the Austrian Stock Corporation Act is sufficient for the deposit confirmation. For the submission of deposit confirmations the convocation may provide for communication channels, in particular fax, e-mail or any other comparable form (the electronic format may be specified in the convocation).</a></p> <p>...</p>

Vienna, in May 2018

The Management Board and the Supervisory Board