

# **FREQUENTIS AG**

with corporate seat in Vienna  
Commercial Register Number: FN 72115 b  
ISIN: ATFREQUENT09

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## **C O N V O C A T I O N**

of the

### **Extraordinary General Meeting**

of

### **FREQUENTIS AG.**

on **Friday, 20 September 2019, at 10.00 a.m. (CEST)**,  
in 1120 Vienna, Am Euro-Platz 2, EURO-PLAZA, Building G

Shareholders, respectively their proxies are advised that they must present an official identification document (driver's license, passport or identity card) to prove their identity upon admission to the General Meeting. Shareholders, respectively their proxies are kindly asked to arrive in time before the beginning of the General Meeting. Admission to obtain ballot forms commences at 9.00 a.m. (CEST).

Accessibility: The location of the General Meeting is publicly accessible via the U6 station "Bahnhof Meidling" and then by foot or by bus 7A or 15A to the station "Am Europlatz". Parking (subject to a charge) is available at Wagenseilgasse 8, 1120 Vienna (discounted tickets can be obtained by registering for the General Meeting). Unfortunately, travel costs cannot be borne by the Company.

The General Meeting is the key governing body of a stock corporation as it is the forum for the Company's owners – the shareholders. We therefore hope you will appreciate that we cannot turn a General Meeting into an event for guests, as much as we appreciate such interest, and that attendance as guest is possible only on personal invitation and after consultation under tel. +43 (0)1 811 50 1074.

### **AGENDA**

1. Resolution on the appropriation of the profits.
2. Resolution on the amendment of the Articles of Association in Article 5.2.1 concerning the internal organisation of the Supervisory Board.
3. Supervisory Board election.

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4. Resolution on the Long Term Incentive Plan 2019.
5. Resolution on the authorization (i) of the Management Board to purchase own shares pursuant to Section 65 Para 1 No. 4 and No. 8 Stock Corporation Act both via the stock exchange and off-market in a volume of up to 10% of the nominal capital of the Company and to also exclude the general selling possibility of the shareholders related to such purchase, (ii) of the Management Board to reduce the nominal capital by cancelling own shares without any further resolution by the General Meeting, and (iii) of the Supervisory Board to adopt amendments to the Articles of Association arising from the cancellation of shares.
6. Resolution on the authorization of the Management Board pursuant to Section 65 Para 1b Stock Corporation Act to dispose of, or utilize own shares in the Company also in other ways than a disposal via the stock exchange or a public offering for any legally permissible purpose and to also exclude the general purchasing possibility of the shareholders.

### **POSSIBILITY OF SHAREHOLDERS TO ACCESS DOCUMENTS**

For preparation for the General Meeting, the following documents will be available to our shareholders as of **30 August 2019** at the latest:

- proposal for the appropriation of the profits,
- proposals for resolutions concerning agenda items 1. to 6.,
- in relation to agenda item 2.: comparison of the proposed amendment of the Articles of Association,
- in relation to agenda item 3.: declaration pursuant to Section 87 Para 2 Stock Corporation Act and curriculum vitae for the Supervisory Board election,
- in relation to agenda item 5. and 6.: report of the Management Board pursuant to Section 65 para 1b in conjunction with Sections 170 Para 2 and 153 Para 4 Stock Corporation Act,

Each shareholder is entitled to access these documents at the Company's headquarters at Innovationsstrasse 1, 1100 Vienna, Austria, during business hours. These documents will also be available at the General Meeting. Upon request each shareholder will be provided with a copy of the aforementioned documents immediately and free of charge.

The specified documents, the complete text of this convocation, and forms for granting and revoking a proxy and all further publications of the Company in connection with this General Meeting will also be freely available on the Company's website [www.frequentis.com/ir](http://www.frequentis.com/ir) (menu item > General Meeting > Extraordinary General Meeting 2019) as of **30 August 2019** at the latest, and shall be provided in electronic form pursuant to Section 119 Para 9 Stock Exchange Act 2018, to the extent required by law.

For information purposes of the shareholders, the annual report 2018 and the annual financial statements including the management report for the financial year 2018 are also freely available on the Company's website at [www.frequentis.com/ir](http://www.frequentis.com/ir) (menu item > Publications > Financial Publications) as of 30 August 2019.

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## **RECORD DATE, ATTENDANCE OF THE GENERAL MEETING AND DEPOSIT CONFIRMATION**

Pursuant to Section 111 Para 1 Stock Corporation Act, the right to attend the General Meeting and to exercise the shareholder's rights that are exercised during the General Meeting is determined for bearer shares by the shares held and for registered shares by the entry in the share register, in each case at the end of the tenth day before the date of the General Meeting (record date), therefore by the shares held/the entry in the share register on **Tuesday, 10 September 2019, 24.00 hours (CEST)**.

Participation in the General Meeting is limited to persons who are shareholders on the record date and – in case of bearer shares – provide proof thereof to the Company.

Evidence of shareholdings on the relevant date must be furnished for deposited bearer shares by way of a confirmation issued by the bank where the shareholder has deposited his/her shares (deposit confirmation) if the bank is domiciled in a member state of the EEA or OECD. Shareholders who have deposited their shares with a bank which does not meet these criteria are requested to contact the Company.

The deposit confirmation must be issued in German or English in accordance with the relevant statutory provisions (Section 10a Stock Corporation Act) and contain the following information:

1. Details of the issuing bank: name/company name and address or a code commonly used for interbank transactions (SWIFT-CODE),
2. Shareholder details: name/company name and address, in the case of natural persons additionally the date of birth, in the case of legal persons, if applicable, additionally the commercial register and registration number under which the entity is registered in its country of origin,
3. Deposit number or other relevant description,
4. Details of the shares: number of shares and their designation or ISIN (ATFREQUENT09),
5. Express declaration that the confirmation relates to the deposit holding as of **10 September 2019, 24.00 hours (CEST)**.

Evidence of shareholder status at the record date in the form of a deposit confirmation must be received by the Company no later than by **17 September 2019, 24.00 hours (CEST)**, solely by one of the following means:

- by e-mail: [anmeldung.frequentis@hauptversammlung.at](mailto:anmeldung.frequentis@hauptversammlung.at); the deposit confirmation needs to be attached to the e-mail in text form, for example as PDF,
- by fax: +43 (0)1 8900 500 69,
- via SWIFT: GIBAAWGGMS (Message Type MT598 or MT599, please ensure that ISIN ATFREQUENT09 is indicated in the wording),
- via mail, courier or in person to:  
c/o HV-Veranstaltungsservice GmbH (as authorized recipient of FREQUENTIS AG)  
Köppel Nr. 60, 8242 St. Lorenzen am Wechsel, Austria; subject "Ao HV FREQUENTIS AG 2019".

Transmission of the deposit confirmation to the Company shall also constitute registration of the shareholder for the attendance of the General Meeting. A deposit confirmation used to evidence

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the current shareholder status must not be older than seven days upon presentation to the Company.

Banks are requested to send deposit confirmations where possible collectively (in list format). The shareholders are not blocked by registering their attendance at the General Meeting or by sending deposit confirmations; shareholders may freely dispose of their shares after registration or transmission of a deposit confirmation.

## **POSSIBILITY TO APPOINT A PROXY HOLDER**

Each shareholder who is entitled to attend the General Meeting has the right to appoint a natural or legal person as proxy holder. The proxy holder attends the General Meeting on behalf of the shareholder and has the same rights as the shareholder represented. Each power of attorney must name the proxy holder(s). Shareholders are not restricted in terms of the number of persons they appoint to represent them and in their choice of proxy holder, however, the Company itself, or a member of the Management Board or the Supervisory Board, may only exercise the right to vote as a proxy holder if the shareholder has provided express instructions regarding the individual agenda items.

If a shareholder grants power of attorney to the bank where he/she has deposited his/her shares (Section 10a Stock Corporation Act) subject to the agreement of that bank, it is sufficient for the bank to provide the Company – in addition to the deposit confirmation – with a declaration by one of the permitted means that it has been granted a power of attorney; the power of attorney itself needs not to be sent to the Company in such case.

We recommend that shareholders use the forms available on the internet at [www.frequentis.com/ir](http://www.frequentis.com/ir) (menu item > General Meeting > Extraordinary General Meeting 2019) to grant (or revoke) powers of attorney.

As a special service, the shareholders are provided with the option of having their voting right exercised in accordance with their instructions by an independent proxy holder of the Interessenverband für Anleger [Association for Investors] (IVA), Feldmühlgasse 22, 1130 Vienna. On IVA's side it is currently envisaged that Dr. Wilhelm Rasinger will represent these shareholders at the General Meeting. Shareholders intending to grant power of attorney are not obliged to appoint Dr. Wilhelm Rasinger as their proxy holder. A special form for granting power of attorney to Dr. Wilhelm Rasinger is available at the Company website [www.frequentis.com/ir](http://www.frequentis.com/ir) (menu item > General Meeting > Extraordinary General Meeting 2019).

In addition, it is also possible to directly contact Dr. Wilhelm Rasinger from IVA at tel. +43 (0)1 8763343 30, fax +43 (0)1 8763343 39 or via e-mail at [wilhelm.rasinger@iva.or.at](mailto:wilhelm.rasinger@iva.or.at).

FREQUENTIS AG bears the costs for the representation by Dr. Wilhelm Rasinger. All other costs, in particular own banking fees for the deposit confirmation or postal charges, have to be borne by the shareholder.

The shareholder must provide Dr. Wilhelm Rasinger with instructions as to how he (or a sub-proxy authorized by Dr. Wilhelm Rasinger) should exercise the voting right. Dr. Wilhelm Rasinger exercises the voting right solely on the basis of the instructions given by the shareholder. Without express instruction on a specific agenda item, the proxy holder has to abstain from voting with regard to such item. Should separate votes be taken on each clause of an agenda item, an

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instruction provided in connection therewith shall apply to each sub-item. Please note that the proxy holder does not accept any requests to make comments, object to General Meeting resolutions, ask questions or propose resolutions.

Declarations concerning the granting of powers of attorney (including those for the authorization of Dr. Wilhelm Rasinger) may be sent to the Company in text form, not later than **19 September 2019 at 13.00 hours (CEST)**, solely by one of the following means:

- by e-mail: [anmeldung.frequentis@hauptversammlung.at](mailto:anmeldung.frequentis@hauptversammlung.at); the deposit confirmation needs to be attached to the e-mail in text form, for example as PDF,
- by fax: +43 (0)1 8900 500 69,
- via SWIFT: GIBAAWGGMS (Message Type MT598 or MT599, please ensure that ISIN ATFREQUENT09 is indicated in the wording),
- via mail, courier or in person to:  
c/o HV-Veranstaltungsservice GmbH (as authorized recipient of FREQUENTIS AG)  
Köppel Nr. 60, 8242 St. Lorenzen am Wechsel, Austria; subject "Ao HV FREQUENTIS AG 2019".

On the day of the General Meeting, a power of attorney may only be submitted in person upon registration for the General Meeting at the venue of the meeting.

A power of attorney may be revoked by the shareholder. The aforementioned provisions on granting power of attorney (including deadlines) apply analogously to the revocation of a power of attorney. The revocation becomes only effective upon (timely) receipt by the Company.

## **INFORMATION ON SHAREHOLDER RIGHTS IN CONNECTION WITH THE GENERAL MEETING**

### **Request for the inclusion of agenda items**

Pursuant to Section 109 Stock Corporation Act, shareholders whose shares (individually or collectively amount to at least five percent of the nominal capital may request that items be added to the agenda of the General Meeting and published. Each requested agenda item must enclose a proposed resolution along with a statement of reasons (each document must be filed at least in a German version). The applicants must have held their shares continuously for at least three months prior to filing the request. The written shareholder request (signed by each applicant personally or duly signed by the company or bearing a qualified electronic signature) must be received by the Company (FREQUENTIS AG, attn. Mr. Stefan Marin, Innovationsstrasse 1, 1100 Vienna, Austria, e-mail: [investor-relations@frequentis.com](mailto:investor-relations@frequentis.com)) at the latest on the 19th day before the General Meeting, i.e. at the latest on **1 September 2019**.

In the case of deposited bearer shares, together with the request, a deposit confirmation must be submitted stating that the applicant(s) has/have held his/her/their shares for at least three months without interruption at the time the request is submitted and which is not older than seven days at the time it is received by the Company. For several shareholders who only together hold the required shareholdings amounting to five percent of the nominal capital, the deposit confirmations for all shareholders must refer to the same point in time (day, time). Other than that, the same rules apply to the issue, content and submission of deposit confirmations as set out above under "RECORD DATE, ATTENDANCE OF THE GENERAL MEETING AND DEPOSIT CONFIRMATION".

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If the request and one or more deposit confirmations are sent to the Company separately, all documents must be received by the Company no later than **1 September 2019**.

### **Resolution proposals by shareholders**

Pursuant to Section 110 Stock Corporation Act, shareholders whose shareholding (individually or) in the aggregate equals one percent or more of the nominal capital may submit resolution proposals in text form concerning any item on the agenda, and request that these be made available on the Company website registered with the commercial register, together with the names of the respective shareholders, a justification to be submitted together with the proposal, and any comments of the Management Board or Supervisory Board. A proposal for a resolution must be submitted in any case in a German version.

Resolution proposals must be addressed to FREQUENTIS AG, attn. Mr. Stefan Marin, Innovationsstrasse 1, 1100 Vienna, Austria, fax +43 (0)1 811 50 77 1074, e-mail: [investor-relations@frequentis.com](mailto:investor-relations@frequentis.com) and must be received no later than **11 September 2019**. Admissible resolution proposals will be made available within two working days as of receipt on the Company's website at [www.frequentis.com/jr](http://www.frequentis.com/jr) (menu item > General Meeting > Extraordinary General Meeting 2019).

In the case of deposited bearer shares, together with the proposal, a deposit confirmation must be submitted stating that the applicant(s) is/are shareholder(s) at the time the confirmation was issued and which is not older than seven days at the time it is received by the Company. For several shareholders who only together hold the required shareholdings amounting to one percent of the nominal capital, the deposit confirmations for all shareholders must refer to the same point in time (day, time). Other than that, the same rules apply to the issue, content and submission of deposit confirmations as set out above under "RECORD DATE, ATTENDANCE OF THE GENERAL MEETING AND DEPOSIT CONFIRMATION".

If the proposal and one or more deposit confirmations are sent to the Company separately, all documents must be received by the Company no later than **11 September 2019**.

Pursuant to Section 119 Para 2 Stock Corporation Act, a resolution proposal that has been published on the Company's website in accordance with Section 110 Stock Corporation Act may only be voted on if it is repeated at the meeting as a proposal.

For elections to the Supervisory Board the following must be observed: In case of a proposal for the election of a member of the Supervisory Board, the statement pursuant to Section 87 Para 2 Stock Corporation Act of a nominated person replaces the justification. Regarding the election of members of the Supervisory Board, the General Meeting shall take into consideration the criteria of Section 87 Para 2a Stock Corporation Act; in particular the professional and personal qualifications of the members of the Supervisory Board, a balanced composition of expertise of the Supervisory Board, aspects of diversity and internationality as well as the professional reliability. With regard to nominations for the election of Supervisory Board members, it is also announced that Section 86 Para 7 Stock Corporation Act concerning the equal representation of women and men in the Supervisory Board and the minimum quota requirement pursuant to Section 86 Para 7 Stock Corporation Act (= 30%) are not applicable to the Company for as long as the Supervisory Board of the Company consists of less than six shareholder representatives. At present, the Supervisory Board of the Company is composed of four shareholder representatives (four men) and two employee representatives (one women and one man). Due to the inapplicability of Section 86

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Para 7 Stock Corporation Act, no objection was raised pursuant to Section 86 Para 9 Stock Corporation Act. The Supervisory Board of the Company does not intend to increase the number of shareholder representatives to six or more at this General Meeting.

Pursuant to Section 87 Para 6 Stock Corporation Act, FREQUENTIS AG, as a listed company, must publish proposals for the election of Supervisory Board members including the declarations pursuant to Section 87 Para 2 Stock Corporation Act for each proposed person on the Company's website no later than on the fifth working day prior to the General Meeting, i.e. on **13 September 2019**, otherwise the person concerned may not be included in the vote. Accordingly, it is not possible to make a respective proposal only at the General Meeting.

### **Right to information**

Pursuant to Section 118 Stock Corporation Act, each shareholder shall be provided with information on the company's affairs upon request at the General Meeting to the extent that such information is required for the proper assessment of an item on the agenda. This obligation to provide information also extends to the legal and business relationships of the Company with affiliated companies, the state of affairs of the group, and the companies included in the consolidated financial statements. Such information must comply with the principles of diligent and truthful accountability. The Company may deny providing information to the extent that according to sound business judgment it might cause material damage to the Company or an affiliated company or if providing such information would constitute a punishable offense. Providing information may also be denied if such information has been continuously available on the Company website registered with the commercial register in the form of question and answer for at least seven days prior to the beginning of the General Meeting.

We kindly ask the shareholders to submit any questions requiring extensive preparation to answer to the Company in text form, for example as PDF, exclusively to the e-mail address [investor-relations@frequentis.com](mailto:investor-relations@frequentis.com) in due time prior to the General Meeting.

### **Right to propose motions**

Pursuant to Section 119 Stock Corporation Act, each shareholder, the Management Board and the Supervisory Board are entitled to propose motions on any agenda item during the General Meeting. The prerequisite for this is evidence of the entitlement to attend the General Meeting. A resolution may not be adopted regarding a topic of discussion that has not been properly announced as an agenda item.

A proposed resolution of a shareholder pursuant to Section 110 Stock Corporation Act only becomes a motion if it is repeated at the General Meeting.

It is pointed out again that for a shareholder to propose the election of a Supervisory Board member the submission of a draft resolution in accordance to Section 110 Stock Corporation Act, to be accompanied by a declaration pursuant to Section 87 Para 2 Stock Corporation Act (see above) is mandatory.

## **TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

According to Section 120 Para 2 No. 1 Stock Exchange Act 2018, it is announced that the nominal capital of FREQUENTIS AG amounts to EUR 13,200,000.00 at the date of the convocation of this General Meeting, and is divided into 13,199,999 bearer shares and one registered share with restricted transferability (share No. 1). Each share grants one vote; in addition, the holder of share No. 1 is entitled, in accordance with the Articles of Association, to appoint one third of the shareholder representatives of the Supervisory Board.

At the time of convocation of the General Meeting, FREQUENTIS AG holds no own shares. The total number of shares entitled to participate and vote at the time of the convocation is therefore 13,200,000.

Pursuant to Article 7.3.3 of the Articles of Association of FREQUENTIS AG, a dividend resolved by the General Meeting is due within 30 days from the resolution of the General Meeting, unless the latter decides otherwise.

## **INFORMATION TO SHAREHOLDERS REGARDING DATA PROCESSING**

### **Which personal data of shareholders is processed and for what purposes?**

FREQUENTIS AG processes personal data of shareholders and their representatives (in particular those pursuant to Section 10a Para 2 Stock Corporation Act, i.e. name, address, date of birth, number of the securities deposit, number of shares of the shareholder, type of share if applicable, number of the voting card and, if applicable, name and date of birth of the proxy holder(s)) on the basis of the applicable data protection regulations, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act, in order to enable shareholders to exercise their rights at the General Meeting.

In this connection the shareholders' and their representatives' personal data is processed for the following purposes:

- Organization and holding of General Meetings, including verification of the right to attend/power of attorney and determination of the voting ratio
- Participation of shareholders in the General Meeting and exercise of shareholder rights
- Preparation of registration, power of attorney and attendance lists
- Preparation of the minutes of the General Meeting
- Fulfilment of compliance obligations, including recording, disclosure and reporting obligations.

The processing of the shareholders' and their representatives personal data is mandatory for the participation of shareholders and their representatives in the General Meeting in accordance with the Stock Corporation Act. The legal basis for the processing therefore is Article 6 Para 1 lit c GDPR (compliance with a legal obligation) and for the purpose of FREQUENTIS AG's legitimate interest in the organisation of the General Meeting (Article 6 Para 1 lit f GDPR). For the processing FREQUENTIS AG is controller as defined in Article 4 No. 7 GDPR.

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### **To whom is the shareholders' personal data transferred?**

FREQUENTIS AG uses external service providers, such as notaries, lawyers, banks and IT service providers, for the purpose of organizing the General Meeting. These service providers receive only such personal data from FREQUENTIS AG as is necessary for the performance of the commissioned service, and, where they are processors as defined in Article 4 No. 8 GDPR, process the data solely on instructions of FREQUENTIS AG. Where legally required, FREQUENTIS AG has concluded a data protection agreement with these service providers.

If a shareholder or representative participates in the General Meeting, all present shareholders or their representatives respectively, the members of the Management Board and Supervisory Board, the notary and any other person with a legal right to attend may view the list of participants stipulated by statute (Section 117 Stock Corporation Act) and thereby also have access to the personal data contained therein (inter alia name, place of residence, shareholding relationship). FREQUENTIS AG also has the statutory obligation to annex the shareholders' and representatives' personal data (in particular the list of participants) to the notarial protocol of the General Meeting and submit such data to the public commercial register at the competent commercial register court (Section 120 Stock Corporation Act) as part of the notarial protocol.

In addition, the shareholders', respectively representatives', personal data may also be transferred to the competent authorities or bodies if necessary.

### **How long is the shareholders' personal data stored?**

Shareholders' or their representatives' data will be anonymized or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed, and no other legal obligations require further storage. Obligations to provide evidence and to retain records arise in particular from corporate, stock corporation and takeover law, from tax and duties law as well as from anti money laundering regulations. If legal claims are made by shareholders against FREQUENTIS AG or vice versa by FREQUENTIS AG against shareholders, the storage of personal data serves to clarify and enforce claims in individual cases. In connection with proceedings before civil courts, this can lead to storage of data for the duration of the statute of limitations plus the duration of the court proceedings up to its legally binding conclusion.

### **What rights do shareholders have with regard to their personal data?**

Every shareholder, respectively representative, has a right to access, rectification, restriction, objection and deletion at any time with regard to the processing of personal data as well as a right to data portability in accordance with Chapter III GDPR. Shareholders, respectively representatives can assert these rights against FREQUENTIS AG free of charge by e-mail to [dataprotection.officer@frequentis.com](mailto:dataprotection.officer@frequentis.com) or the following point of contact: FREQUENTIS AG, attn. Data Protection Officer, Innovationsstrasse 1, 1100 Vienna, Austria.

In addition, shareholders, respectively representatives, have the right to lodge a complaint with the data protection authority (data protection supervisory authority pursuant to Article 77 GDPR).

**Further information**

Further information on data protection can be found in the data protection declaration on the website of FREQUENTIS AG, [www.frequentis.com/en/privacy\\_policy](http://www.frequentis.com/en/privacy_policy).

Vienna, August 2019

The Executive Board

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