

SURTECO GROUP

Invitation to the Annual General Meeting 2019

SURTECO GROUP SE
Buttenwiesen

ISIN: DE0005176903
WKN: 517690

We invite our shareholders to the
ordinary Annual General Meeting
to be held at the

Haus der Bayerischen Wirtschaft
Max-Joseph-Straße 5
80333 Munich
Germany

on

Thursday, 27 June 2019, at 10.00 (entry: from 9:00).

I. AGENDA:

- 1. Submission of the audited annual financial statements and the approved consolidated financial statements, the management reports for SURTECO GROUP SE and the Group, including the explanatory report on the disclosures pursuant to § 289a Section (1), § 315a Section (1) of the German Commercial Code (*Handelsgesetzbuch, HGB*) and the Declaration on Corporate Governance pursuant to § 289f German Commercial Code (*Handelsgesetzbuch, HGB*), together with the Corporate Governance Report for the business year 2018, the proposal for appropriation of the net profit and the report by the Supervisory Board.**

No resolution is anticipated for agenda item 1, since there is no statutory requirement for a resolution to be passed and the Supervisory Board has already confirmed the annual financial statements and approved the consolidated financial statements. No resolution is therefore necessary in respect of agenda item 1 under statutory requirements.

2. Resolution on appropriation of net profit

The Management Board and the Supervisory Board propose that the net profit for the business year 2018 amounting to 8,528,152.05 euros (€) be appropriated as follows:

- Payment of a dividend of € 8,528,152.05. This amounts to a dividend of € 0.55 per no-par-value share for the 15,505,731 shares issued corresponding to a nominal participation in the capital stock of € 1.00 for each no-par-value share.

The dividend is payable on 2 July 2019.

3. Resolution on the discharge of the Management Board for the business year 2018

The Supervisory Board and the Management Board propose that the actions of the incumbent Members of the Management Board in the year 2018 be approved and that they should be discharged for the business year 2018.

It is intended to allow the Annual General Meeting to take a decision on the discharge of all Members of the Management Board by way of a block vote.

4. Resolution on the discharge of the Supervisory Board for the business year 2018

The Management Board and Supervisory Board propose that the actions taken by the incumbent Members of the Supervisory in the year 2018 be approved and that they should be discharged for the business year 2018.

It is intended to allow the Annual General Meeting to take a decision on the discharge of all Members of the Supervisory Board by way of a block vote.

5. Elections to the Supervisory Board

The period of office of Mr. Björn Ahrenkiel as Member of the Supervisory Board of SURTECO GROUP SE finishes at the end of the Annual General Meeting on 27 June 2019.

Dr. Markus Miele has stepped down from his post as Member of the Supervisory Board with effect from the end of the Annual General Meeting on 27 June 2019.

5.1 Election of a successor to Mr. Björn Ahrenkiel

The Supervisory Board proposes that Mr. Jörg Wisseman, resident in Schlossborn, businessman, should be elected to the Supervisory Board to replace Mr. Björn Ahrenkiel.

Provided that the Annual General Meeting does not propose a shorter period of office, the election will be for a period of office until the end of the Annual General Meeting which passes a resolution on the discharge for the actions of the Member of the Supervisory Board for the fourth business year after the commencement of his period of office. The business year in which the period of office commences is not included in this calculation.

Mr. Wissemann has no additional memberships of other supervisory boards to be formed under statutory regulations and comparable governance bodies of business enterprises in Germany and abroad. The curriculum vitae of Mr. Wissemann is appended as an annex to this agenda.

Mr. Wissemann is independent pursuant to § 5.4.2 of the German Corporate Governance Code (*DCGK*). Mr. Wissemann is the partner of Ms Ricarda Bausch, who is a shareholder of the company and a member of the SURTECO share pool. Otherwise, there are no other personal and/or business relationships between Mr. Wissemann and the companies of the SURTECO Group, the executive officers of SURTECO GROUP SE and a controlling shareholder of SURTECO GROUP SE.

Pursuant to § 5.4.1 of the German Corporate Governance Code, the Supervisory Board has affirmed that Mr. Wissemann can devote the expected time input commensurate with his duties.

5.2 Election for a successor to Dr. Markus Miele

The Supervisory Board proposes that Mr. Tobias Pott, resident in Gütersloh, businessman (BA), should be elected to the Supervisory Board in place of Dr. Markus Miele.

Provided that the Annual General Meeting does not propose a shorter period of office, the election will be for a period of office until the end of the Annual General Meeting which passes a resolution on the discharge for the actions of the Member of the Supervisory Board for the fourth business year after the commencement of his period of office. The business year in which the period of office commences is not included in this calculation.

Mr. Pott has no other memberships of other supervisory boards to be formed under statutory regulations and comparable governance bodies of business enterprises in Germany and abroad. The curriculum vitae of Mr Pott is appended as an annex to this agenda.

Mr. Pott is independent pursuant to § 5.4.2 of the German Corporate Governance Code (*DCGK*). Mr. Pott is the nephew of Ms Christa Linne-mann, who is a shareholder of the company and a member of the SURTECO share pool. Otherwise, there are no other personal and/or business relationships between Mr. Pott and the companies of the SURTECO Group, the executive officers of SURTECO GROUP SE and a controlling shareholder of SURTECO GROUP SE.

Pursuant § 5.4.1 of the German Corporate Governance Code, the Super-
visory Board has affirmed that Mr. Pott can devote the expected time in-
put commensurate with his duties.

5.3 Composition of the Supervisory Board

The composition of the Supervisory Board is based on Article 10 of Council Directive (EC) no. 2157/2001 dated 8 October 2001 relating to the Statute of the European Company (SE), Official Gazette (*Amtsblatt*) EC No. L 294 dated 10 November 2001, page 1 (hereinafter referred to as “SE Directive”) in conjunction with § 95 Sentence 2 of the Stock Corporation Act (*Aktiengesetz, AktG*) and § 8 Section (1) of the Articles of Association. According to this, the Supervisory Board shall consist of nine members, which shall be elected by the Annual General Meeting, unless other arrangements for employee participation are defined in the agreement pursuant to the SE Participation Act (*SE-Beteiligungsgesetz, SEBG*). On the basis of the agreement dated 13 February 2017 pursuant to the SE Participation Act (*SE-Beteiligungsgesetz, SEBG*), three mem-
bers of the Supervisory Board are sent by the works councils of the SURTECO Group to the Supervisory Board as employee representatives in accordance with the terms of the agreement. The Annual General Meeting therefore has to elect a total of six members of the Supervisory Board as shareholder representatives.

The Company is neither subject to the Co-determination Act (*Mitbes-
timmungsgesetz*) 1976 nor to the One-Third Participation Act (*Drit-
telbeteiligungsgesetz*), or any other co-determination acts.

6. Resolution about the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements as well as the auditor for the audit review of the interim financial reports

- a) Based on the recommendation and preference of the Audit Committee, the Supervisory Board hereby submits a proposal that professional services firm PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, should be appointed as the auditor for the consolidated financial statements and as the auditor for the audit review of the interim financial reports for the business year 2019.

- b) Based on the recommendation and preference of the Audit Committee, the Supervisory Board submits a proposal that professional services firm PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, should be appointed as the auditor for the audit review of the interim financial reports for the business year 2020 during the period until the next ordinary Annual General Meeting in the business year 2020

In its recommendation, the Audit Committee of the Supervisory Board stated that the recommendation is free from undue influence from third parties and that the committee was not subject to any clause of the type defined in Article 16 Section (6) of the EU Regulation for audit of public-interest entities (Regulation (EU) no. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

Voting on the resolutions a) and b) should be unanimous.

II. FURTHER INFORMATION ON CONVENING

1. Total number of shares and voting rights on the date of convening the Annual General Meeting

On the date of convening the Annual General Meeting, the capital stock of the Company amounts to nominally € 15,505,731.00. It is divided into 15,505,731 no-par-value shares corresponding to a nominal participation in the capital stock of € 1.00 for each no-par-value share. All no-par-value shares are ordinary shares. Each ordinary share is granted one vote at the Annual General Meeting. On the date of convening the Annual General Meeting, there is therefore a total of 15,505,731 votes.

2. Participation and exercise of the voting right, record date for verification

Shareholders shall only be entitled to participate in the Annual General Meeting and exercise their voting right pursuant to § 15 of the Articles of Association if they have registered in text form in the German or English language at the following address by the end of 20 June 2019:

SURTECO GROUP SE
c/o Commerzbank AG
GS-MO 3.1.1 General Meetings
60261 Frankfurt am Main
Germany
Fax +49 (0) 69/136 26351
Email: hv-eintrittskarten@commerzbank.com

The shareholders must provide verification of their authorization to participate in the Annual General Meeting and to exercise their voting right. For this purpose, a written verification in the German or English language relating to the share ownership issued by the institution managing the securities account must have been submitted in text form before the end of 20 June 2019. The verification must relate to the start of 6 June 2019 (record date).

As far as the Company is concerned, the only person entitled to participate in the Annual General Meeting and exercise the voting right as a shareholder is the person who has provided verification of ownership of the shareholding. The authorization to participate or the scope of the voting right is based solely on the ownership of the shareholding on the record date of the verification. The record date is not associated with any vesting period for the disposal of the shareholding. Even if the shareholding is disposed of entirely or in part after the record date, the shareholding ownership of the shareholder on the record date is the sole point of reference for the participation in the Annual General Meeting and the scope of the voting right. Disposals of shares after the record date there-

fore exert no effects on the authorization for participation and on the scope of the voting right. The same principle applies to acquisitions and additional purchases of shares after the record date. Persons who do not own any shares on the record date and only purchase shares after that date are only entitled to participate in the Annual General Meeting and exercise voting rights, if they have been granted a power of attorney by the seller or have been authorized to exercise such rights.

3. Proxy voting

3.1 *Granting power of attorney to a third party*

The shareholder can also exercise his/her voting rights by appointing a proxy of his or her choice. The form printed on the reverse of the admission card can be used to grant power of attorney to a proxy. The appointment should be received as soon as possible by the securities clearing and deposit bank, in order to ensure that the admission card is received in good time. The grant of the power of attorney to the proxy, its revocation and verification of the power of attorney with respect to the Company must be provided in text form. The shareholders can send a power of attorney of this nature and revocation of the said power of attorney to the following postal address and email address:

SURTECO GROUP SE
Johan-Viktor-Bausch-Straße 2
86647 Buttenwiesen
Germany
Fax +49 (0) 8274/9988-505
Email: HV@surteco.com

If a bank, a shareholders' association or another of the institutions or persons deemed to be equivalent in § 135 Section (8) or Section (10) Stock Corporation Act (*Aktiengesetz, AktG*) is to be granted a power of attorney, there is no requirement for the text form pursuant to the law. However, we draw attention to the fact that in these cases the institutions or persons to be granted authorization may request a special form of power of attorney, because they have to record the power of attorney verifiably pursuant to § 135 Section (1) Sentence 2 Stock Corporation Act (*Aktiengesetz, AktG*). Therefore, if you want a bank, a shareholders' association or another of the institutions or persons deemed to be equivalent in § 135 Section (8) or Section (10) Stock Corporation Act (*Aktiengesetz, AktG*) to be granted authorization, you should agree a possible form of power of attorney with these institutions or persons.

If the shareholder authorizes more than one person, the Company shall be entitled to refuse entry to one or more of these persons.

3.2 *Grant of power of attorney to proxies nominated by the Company*

We also offer our shareholders the possibility of authorizing a proxy nominated by the Company to represent the shareholder in casting votes at the Annual General Meeting. The proxies must be granted a power of attorney and given instructions on exercising the voting right. The form printed on the front of the admission card can be used for this purpose. The proxies are bound to vote in accordance with the instructions. The grant of the power of attorney to the proxy, its revocation and the verification of the power of attorney with respect to the Company must be provided in text form. The shareholders can send a power of attorney of this nature to the following postal address and email address:

SURTECO GROUP SE
c/o Computershare Operations Center
80249 Munich
Germany
Fax +49 (0) 89 30903-74675
Email: anmeldeselle@computershare.de

Powers of attorney sent by post, fax or email and instructions to proxies must have arrived at the latest by the end of the day at 24.00 on 25 June 2019 at the address given above. We request your understanding that powers of attorney and instructions to proxies arriving later cannot be taken into account.

Powers of attorney and instructions to proxies of the company may be granted in person on the day of the Annual General Meeting at the venue of the meeting from 9.00 until the commencement of voting.

If the shareholder authorizes more than one person, the Company shall be entitled to refuse entry to one or more of these persons.

4. **Supplementary motions to the Agenda at the request of a minority in accordance with Articles 53 and 56 of the SE Directive, § 50 Section (2) of the SE Implementation Act (*SE-Ausführungsgesetz, SEAG*) and § 122 Section (2) Stock Corporation Act (*Aktiengesetz, AktG*)**

Shareholders whose shares together make up at least 5 % of the capital stock or the proportionate amount of € 500,000.00 of the capital stock corresponding to 500,000 no-par-value shares can request pursuant to Articles 53, 56 SE Directive in conjunction with § 50 Section (2) SEAG (*SE-Ausführungsgesetz, SEAG*) and § 122 Section (2) Stock Corporation Act (*Aktiengesetz, AktG*) that items are placed on the Agenda and announced. The requested agenda items (as necessary in the form of one or several resolution items) must be formulated such that the Manage-

ment Board can announce these pursuant to the requirements of § 124 (*Aktiengesetz, AktG*). A verification that the shareholder acquired and held the shares for a period of at least 90 days prior to the motion (§ 122 Stock Corporation Act (*Aktiengesetz, AktG*)) is *not necessary* because the SE Directive as a higher instance of law does not contain a requirement of this nature.

Supplementary motions together with a justification or proposals for a resolution must be received in writing by the Company at the latest by the end of 27 May 2019:

SURTECO GROUP SE
Management Board
Johan-Viktor-Bausch-Straße 2
86647 Buttenwiesen
Germany

If the supplementary motions have been received punctually and are subject to a mandatory requirement for announcement, they are immediately announced in the Official Gazette of the Federal Republic of Germany (*Bundesanzeiger*) after receipt of the request and disseminated throughout Europe, made accessible on the Internet site of the Company (hereinafter Sub-section 7) and communicated to the shareholders together with the notification convening the Annual General Meeting pursuant to § 125 Section (1) Sentence 3 Stock Corporation Act (*Aktiengesetz, AktG*). Any statements on administration are also announced in the same way.

5. Motions and election proposals by shareholders pursuant to Article 53 SE Directive and § 126 Section (1), § 127 Stock Corporation Act (*Aktiengesetz, AktG*)

Counter-motions by shareholders against a proposal by the Management Board and/or the Supervisory Board relating to a particular item on the agenda and proposals by shareholders on the election of Members of the Supervisory Board or auditors, which are intended to be published prior to the Annual General Meeting, must be directed to the following address:

SURTECO GROUP SE
Johan-Viktor-Bausch-Straße 2
86647 Buttenwiesen
Germany
Fax +49 (0) 8274/9988-505
Email: HV@surteco.com.

Counter-motions and proposals for election which reach the above-mentioned address at the latest by 24:00 on Wednesday 12 June 2019 are immediately published following receipt of the request on the Internet site of the company (hereinafter Sub-section 7) including the name of the shareholder and any justification. Any statements on administration are announced in the same way. Counter-motions and proposals for election addressed in any other way will not be taken into account.

If several shareholders submit counter-motions on the same subject of resolution, the Management Board can merge the counter-motions and their justifications.

A counter-motion or an election proposal can still be submitted at the Annual General Meeting, if it has not been previously sent to the Company within the period of the deadline defined in § 126 Section (1) Stock Corporation Act (*Aktiengesetz, AktG*). By the same token, a counter-motion or election proposal submitted previously to the Company must be expressly put to the Annual General Meeting, even if was made accessible beforehand.

6. Right to information of the shareholder pursuant to Article 53 SE Directive and § 131 Section (1) Stock Corporation Act (*Aktiengesetz, AktG*)

Pursuant to Article 53 SE Directive and § 131 Section (1) Stock Corporation Act (*Aktiengesetz, AktG*), every shareholder must on request be provided with information about the affairs of the Company by the Management Board, if they are required to facilitate an objective assessment of the items on the agenda. The disclosure obligation of the Management Board also relates to the legal and business relationships of the Company to affiliated enterprises and to the position of the Group and the companies incorporated in the consolidated financial statements (see § 131 Section (1) Sentence 2 and Sentence 4 Stock Corporation Act (*Aktiengesetz, AktG*)).

Under certain circumstances more specifically defined in § 131 Section (3) of the Stock Corporation Act (*Aktiengesetz, AktG*), the Management Board may refuse to provide the information. Pursuant to § 17 Section (3) of the Articles of Association, the Chairman of the Annual General Meeting is further authorized to reasonably restrict the time allocated to shareholders for speaking and asking questions. In exercising this right, the Chairman of the Annual General Meeting shall be guided by the need to complete the Annual General Meeting within a reasonable and appropriate period of time. Further explanations on shareholders' rights are provided on the Internet page of the Company (hereinafter Sub-section 7).

7. Internet site of the Company that provides access to information pursuant to Article 53 SE Directive in conjunction with § 124a Stock Corporation Act (*Aktiengesetz, AktG*)

This convening of the Annual General Meeting, the documents to be made accessible and the motions by shareholders and other information is also available on the Internet site of the Company under www.surteco-group.com via the link "Investor Relations" and via the link "Annual General Meeting". The voting results recorded by the Chairman of the Meeting including information pursuant to § 130 Section (2) Sentence 2 Stock Corporation Act (*AktG*) shall be published on the Internet page within the statutory period.

The documents specified under Agenda items 1 can also be inspected at the business premises of the Company at Johan-Viktor-Bausch-Strasse 2, 86647 Buttenwiesen, Germany, as well as on the Internet site of the Company. They will also be sent free of charge to the shareholders. The documents will also be accessible in the Annual General Meeting and further explanations will be provided there.

Buttenwiesen, May 2019

The Management Board

Curriculum Vitae

Name	Jörg Wissemann
Born	1964
Nationality	German
Marital status	Divorced
Degree	Diplom-Betriebswirt
Residence	Schlossborn



Professional career

2017 - present	MSU Consulting GmbH, Bad Homburg <i>Managing Director</i>
2013 – 2017	CONSALES & Associates, Glashütten/Ts. <i>Owner and Managing Director</i>
2008 – 2012	CMC ConMore Corporation, ConMore Consulting GmbH, Wiesbaden <i>Managing Partner</i>
2006 – 2008	USG People, Almere NL: Unique Personalservice GmbH, Munich Unique Outsourcing GmbH <i>Managing Director</i>
1998 – 2006	Hertz Autovermietung GmbH, Eschborn <i>Managing Director Marketing & Sales</i>
1996 – 1998	Hertz Europe Ltd, London <i>Director Corporate Sales EAME</i>
1994 – 1996	Hertz Autovermietung GmbH, Eschborn, <i>Sales Director Travel & Tours</i>
1993 – 1994	KLM Royal Dutch Airlines, Air France, Neu-Isenburg <i>Coordinator Marketing & Sales</i>
1992 – 1993	Karstadt Group: NUR Touristic GmbH (today Thomas Cook), Oberursel <i>Coordinator capacity management, Sales short-haul flights</i>

Education & Studies

1988 – 1992	Economic sciences, Hochschule Bochum Major field of studies: Marketing and Foreign Economics Degree: Diplom Betriebswirt <i>General Management for Executives, Management School St. Gallen</i>
1984 – 1987	Commercial education Degree: Travel agent

Languages

English business fluent, Spanish

Other activities

Lecturer at University of Worms: MBA Programme
Mountain Guide German Alpine Club
IMM - Initiative Markenhersteller und Mittelstand, Dornburg

Core skills

Strategic and operational corporate management, Marketing & Sales
Cross-industry consulting experience and methodological expertise in implementation of turnarounds and PMIs
Leadership of large teams, branches and national companies, agile project innovation and process management (*Scrum, Blue Ocean, Design Thinking*)

Name	Tobias Pott
Born	1976
Nationality	German
Marital status	Married, three children
Degree	Business administration
Residence	Gütersloh



Professional career

2018 – present	Managing Shareholder of Boxenstopp Reifen GmbH, Halle/Westf.
2015 – present	Managing Shareholder of A. Jühe Reifengroßhandel GmbH, Lage
2002 – present	Managing Shareholder of Reifen Pott Autoservice GmbH
2000 – 2002	Assistant to the management of Reifen Pott Autoservice GmbH, Gütersloh
1999 – 2000	Various internships in the German tyre trade and Michelin South Carolina, USA
1996 – 1999	Industrial manager and degree in business administration, Continental AG, Hannover

Memberships in Management Boards, Supervisory Boards and Advisory Boards

2008 – 2015	Council member of Servicequadrat GmbH & Co. KG, Dieburg
2007 – 2015	Deputy council member of team-Reifen-Union TST KG, Isernhagen

Languages

English

Other activities

Bundesverband Reifen- und Vulkaniseurhandwerk e.V. Bonn, Industrie- und Handelsclub Ostwestfalen-Lippe e.V. Bielefeld

Core skills

Strategic and operational corporate management, controlling and accounting, customer management, human resources and employee coaching, IT

Privacy Notice

(Duty to inform in accordance with Articles 13 and 14 GDPR)

In order to conduct the Annual General Meeting, SURTECO GROUP SE processes the following categories of personal data: contact data (e.g. name or address), information about your shares (e.g. number of shares) and administrative data (e.g. admission card number). The basis for processing personal data for the Annual General Meeting is Article 6 (1) (c) General Data Protection Regulation (GDPR). In accordance with this, processing personal data is lawful when processing is required to comply with a legal obligation. SURTECO GROUP SE is legally obliged to conduct the shareholders' Annual General Meeting. Processing of the above categories of personal data is necessary to comply with this duty. You may not register to attend the Annual General Meeting without disclosing your personal data.

SURTECO GROUP SE is responsible for processing these data. The controller's contact details are as follows:

SURTECO GROUP SE
Johan-Viktor-Bausch-Str. 2
86647 Buttenwiesen
Phone +49 (0) 8274 9988 0
Email: info@surteco-group.com

The SURTECO GROUP SE data protection officer can be contacted at:

Dr. Catrin Kollmann
Johan-Viktor-Bausch-Str. 2
86647 Buttenwiesen
Phone +49 (0) 8274 / 99 88 0
Email: datenschutz@surteco-group.com

As a matter of principle your personal data shall not be disclosed to third parties. By way of exception, third parties commissioned by SURTECO GROUP SE to provide services related to holding the annual general meeting will have access to these data. These are typical service providers for annual general meetings (such as agencies, solicitors or auditors providing services for annual general meetings). The service providers receive personal data only to the extent required to provide their service.

The aforementioned data shall be erased two years from the conclusion of the Annual General Meeting unless further processing of the data is required in individual cases to process submissions, resolutions or legal proceedings related to the Annual General Meeting.

You are entitled to request information free of charge about your personal data that have been stored. In addition, you have the right to rectification of incorrect data, the right to demand restriction of the processing of data processed beyond a minimum, and the right to erasure of personal data which have been unlawfully processed or stored for too long (provided that no conflicting duty of retention and no other grounds in accordance with Article 17 (3) GDPR exist). Furthermore, you have the right to have all the data, which you have disclosed to us,

transmitted in standard file format (right to 'data portability'). Moreover, you have the right to lodge a grievance with a data protection regulatory authority.

The competent regulatory authority is:

Aufsichtsbehörde für den Datenschutz im nicht-öffentlichen Bereich in Bayern

Regierung von Mittelfranken, Promenade 27, 91522 Ansbach, Germany

Phone +49(0)981-53-1300, Fax +49(0)981-53-1206

datenschutz@reg-mfr.bayern.de, <http://www.regierung.mittelfranken.bayern.de>