

**SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft  
Ternitz  
FN 102999 w, ISIN AT0000946652**

**Invitation to the Annual General Meeting**

Dear Shareholders!

Because of the measures recently adopted by the Austrian federal government to prevent the further spread of COVID-19, we do not yet know today whether we will be able to hold the Annual General Meeting on 23 April 2020.

The Austrian Ministry of Justice has been authorized pursuant to Section 1 (2) of the COVID-19-GesG to make more detailed provisions by way of ordinance for the holding of general meetings of stock corporations. As of today, we do not know this ordinance under Section 1 (2) COVID-19-GesG.

The Executive Board hopes to be able to hold the Annual General Meeting on 23 April 2020, as announced in the financial calendar.

Please note that guests cannot be admitted from today's perspective.

After the event, a buffet will not be served.

In any case, we already recommend that the shareholders of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT AG grant the independent proxy Oberhammer Rechtsanwälte GmbH a voting proxy bound by instructions instead of attending the General Meeting in person. In this regard, we refer to the detailed information in Section IV of this invitation.

However, the Executive Board of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT AG expressly reserves the right to cancel the Annual General Meeting at short notice, should this be appropriate due to the requirements of the authorities.

The Executive Board

We herewith invite our shareholders to the Annual General Meeting of  
SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft to be held on

**Thursday, 23 April 2020, at 10:00 a.m.**

in 2630 Ternitz, Theodor-Körner-Platz 2 (“Stadthalle”).

## **I. AGENDA**

1. Submission of the approved Annual Financial Statements according to the Austrian Commercial Code (UGB) including the Notes and Management Report, the Corporate Governance Report, the Consolidated Financial Statements according to IFRS including the Notes thereto, the Group Management Report and disclosure of non-financial information, the Executive Board's Proposal on the appropriation of the retained earnings, in each case in relation to the fiscal year ended 31 December 2019, and submission of the Report of the Supervisory Board for the fiscal year 2019
2. Resolution on the appropriation of the retained earnings as set out in the Annual Financial Statements for the fiscal year ended 31 December 2019
3. Resolution on the discharge of the members of the Executive Board for the fiscal year 2019
4. Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2019
5. Election of the auditors of the Annual Financial Statements and the Consolidated Financial Statements for the fiscal year 2020
6. Resolution on the remuneration policy regarding the remuneration of the members of the Executive Board
7. Resolution on the remuneration policy regarding the remuneration of the members of the Supervisory Board
8. Resolution regarding
  - i) the authorization of the Executive Board to acquire treasury shares pursuant to Sections 65 (1) (no8) and (1a) and (1b) of the Austrian Stock Corporation Act (AktG),
  - ii) the authorization of the Executive Board to cancel treasury shares pursuant to Section 65 (1) (no 8) of the Austrian Stock Corporation Act (AktG) without any further resolution of the General Meeting and thereby to reduce the share capital of the Company,
  - iii) the authorization of the Executive Board pursuant to Section 65 (1b) of the Austrian Stock Corporation Act (AktG) to resolve, with the approval of the Supervisory Board, on the sale of treasury shares by other means than via the stock exchange or a public offering, including the exclusion of shareholders' statutory repurchase rights (subscription rights),
  - iv) all of these (Items i) to iii)) under revocation of the resolution adopted at the Annual General Meeting of the Company on 24 April 2018 regarding Item 8 on the Agenda

## II. DOCUMENTS REGARDING THE ANNUAL GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE

In particular, the following information will be accessible through the Company's website at [www.sbo.at/hauptversammlung](http://www.sbo.at/hauptversammlung), which is registered in the Register of Companies (Firmenbuch), by **2 April 2020** at the latest:

- Annual Financial Statements including Management Report,
  - Corporate Governance Report,
  - Consolidated Financial Statements including Management Report and disclosure of non-financial information,
  - proposal for the appropriation of retained profit,
  - Report of the Supervisory Board,
- each for the fiscal year 2019;
- proposed resolutions on items 2 – 8 on the Agenda,
  - Remuneration policy regarding the remuneration of the members of the Executive Board
  - Remuneration policy regarding the remuneration of the members of the Supervisory Board
  - Report of the Executive Board pursuant to Section 65 (1b) in conjunction with 170 (2) Austrian Stock Corporation Act (AktG) and Section 153 (4) Austrian Stock Corporation Act (AktG) on Agenda item – increase of Share Capital,
  - forms for granting a proxy,
  - form for revoking a proxy,
  - complete text of this invitation.

## III. RECORD DATE AND REQUIREMENTS FOR ATTENDANCE AT THE ANNUAL GENERAL MEETING

The right to attend the Annual General Meeting and to exercise voting rights and other shareholder rights which have to be asserted at the Annual General Meeting depend on the ownership of shares **at the end of 13 April 2020 (record date)**.

Attendance at the Annual General Meeting is permitted only if a person is a shareholder on that record date and proves this fact to the Company.

For evidence of share ownership on the record date, a deposit confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (AktG) must be received by the Company no later than **20 April 2020** (midnight, CEST, Vienna time) exclusively through one of the communication channels and addresses below:

- (i) for transmitting the deposit confirmation in text form, which is deemed sufficient by § 14 (3) of the Articles of Association
- By telefax: +43 (1) 8900 500 - 65
- By e-mail: [anmeldung.sbo@hauptversammlung.at](mailto:anmeldung.sbo@hauptversammlung.at)  
(Please send deposit confirmations in PDF format)
- (ii) for transmitting the deposit confirmation in written form
- By post or courier: SCHOELLER-BLECKMANN OILFIELD  
EQUIPMENT Aktiengesellschaft  
c/o HV-Veranstaltungsservice GmbH  
8242 St. Lorenzen am Wechsel, Köppel 60

Via SWIFT	GIBAATWGGMS (Message Type MT598 or MT599, reference to ISIN AT0000946652 must be included)
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Shareholders are requested to contact their custodian bank and arrange for the issuance and transmission of a deposit confirmation.

The record date has no effect on the saleability of the shares and has no significance for the dividend entitlement.

### **Deposit confirmation pursuant to Section 10a of the Stock Corporation Act (AktG)**

The deposit confirmation must be issued by the custodian bank which must be registered in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information:

- Details of the issuer: name/company, address or a standard code used in communications between credit institutions
- Details of the Shareholder: name (company) and address, date of birth in the case of natural persons, name of the register and registration number of the legal person in its country of origin (if applicable) in the case of legal persons
- Details of the shares: number of the shares held by the shareholder, ISIN AT0000946652,
- deposit number or other designation
- date to which the deposit confirmation refers.

The deposit confirmation as evidence of share ownership for attendance at the Annual General Meeting must refer to the end of the record date **13 April 2020** (midnight, CEST, Vienna time).

The deposit confirmation is accepted in the German or English language.

### **Proof of identity**

Shareholders and their proxies are requested to keep a valid official photo ID at hand for identification during registration.

If you come to the Annual General Meeting as proxy, please take your proxy document with you in addition to your official photo ID. If the original proxy document has already been sent to the Company, please facilitate access by having a copy of the proxy document with you.

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft reserves the right to verify the identity of the persons gathering for the Meeting. Should it not be possible to verify the identity, we may refuse admission.

## **IV. POSSIBILITY TO APPOINT A PROXY AND PROCEDURE TO BE FOLLOWED FOR THIS PURPOSE**

Each shareholder who is entitled to attend the Annual General Meeting and has provided evidence of this to the Company in accordance with the stipulations of section III of this invitation has the right to appoint a proxy to attend the Annual General Meeting on behalf of such shareholder and to have the same rights as such shareholder whom he/she represents.

The proxy must be granted in text form pursuant to Section 13 (2) Austrian Stock Corporation Act (AktG) to a specific person (natural or legal person), whereby it is also possible to grant proxy to several persons.

A proxy may be granted both before and during the Annual General Meeting.

We offer the following communication channels and addresses for the transmission of proxy documents:

By post or courier	SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By telefax:	+43 (1) 8900 500 - 65
By e-mail	<a href="mailto:anmeldung.sbo@hauptversammlung.at">anmeldung.sbo@hauptversammlung.at</a> (Please send deposit confirmations in PDF format)

The proxy documents must be received at one of the aforementioned addresses by **22 April 2020, 4:00 p.m.**, unless they are presented at the entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting.

A proxy form and a revocation form are available on the Company's website at [www.sbo.at/hauptversammlung](http://www.sbo.at/hauptversammlung). In the interest of a smooth processing, we kindly ask you to always use the provided forms.

Detailed information on the proxy, in particular the text form and the content of the proxy, can be found in the proxy form provided to the shareholders.

If a shareholder has granted a proxy to his/her custodian bank (Section 10a of the Austrian Stock Corporation Act (AktG)), it is sufficient for the credit institution to declare that it was granted proxy, in addition to transmitting the deposit confirmation to the Company by the designated means.

Shareholders may exercise their rights in person at the Annual General Meeting even after proxy has been granted. Personal attendance is considered as revocation of a previously granted proxy.

The above provisions on the granting of proxies shall apply mutatis mutandis to the revocation of proxies.

Please understand that, for organizational reasons, a maximum of one person (a shareholder or a proxy) per deposit confirmation may be admitted.

### **Independent Proxy**

Particularly in the context of the currently existing COVID-19-measures, as a special service a lawyer from Oberhammer Rechtsanwälte GmbH, Karlsplatz 3/1, 1010 Vienna, is available to shareholders as an independent proxy for exercising voting rights at the Annual General Meeting in accordance with the shareholder's instructions; a special proxy form is available for this purpose on the Company's website at [www.sbo.at/hauptversammlung](http://www.sbo.at/hauptversammlung). It is also possible to contact directly the lawyer Mr. Mag. Ewald Oberhammer, telephone +43 1 5033000, fax +43 1 5033000 33, or e-mail address [stimmrechtsvertreter@oberhammer.co.at](mailto:stimmrechtsvertreter@oberhammer.co.at). On this way the questions can be submitted to the independent proxy which he will address to the company in the general meeting as part of the shareholders right of information.

## **V. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AKTG**

### **1. Supplement to the Agenda by shareholders pursuant to Section 109 of the Austrian Stock Corporation Act (AktG)**

Shareholders whose aggregate shareholdings reach 5% of the Company's share capital and who have held these shares for at least three months prior to the submission of the proposal may request in writing that **additional items be added to the Agenda** of this Annual General Meeting and that they are announced, provided that such request is received by the Company in written form by post or courier no later than **2 April 2020** (midnight, CEST, Vienna time) solely at its address in 2630 Ternitz, Hauptstraße 2, attn. Manuela Scheiber. Each item on the Agenda so requested must be accompanied by a proposal for a resolution including a statement of reasons. Shareholder ownership is to be demonstrated by presenting a deposit confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (AktG) which confirms that the shareholders submitting the request have been holders of the shares for at least three months prior to the submission of the request and which must not be more than seven days old when presented to the company. For other requirements for the deposit confirmation, please refer to the explanations on the right to attend (section III).

### **2. Shareholders' proposals for resolution regarding the Agenda pursuant to Section 110 AktG**

Shareholders whose aggregate shareholdings reach 1% of the Company's share capital may submit in text form **proposals for resolution** including a statement of reasons and request that such proposals be made available on the Company's website, which is registered in the Register of Companies (Firmenbuch), together with the names of the respective shareholders, the (mandatory) statement of reasons, and the statements, if any, of the Executive Board or the Supervisory Board, provided that such request is received by the Company in text form no later than **14 April 2020** (midnight, CEST, Vienna time) either by telefax to +43(0)2630 315 501 or to the address 2630 Ternitz, Hauptstraße 2, attn. Manuela Scheiber, or by e-mail to [m.scheiber@sbo.co.at](mailto:m.scheiber@sbo.co.at), whereby the request is to be attached to the e-mail in text form, for example as pdf.

Shareholder ownership is to be demonstrated by submitting a deposit confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (AktG) which must not be more than seven days old when presented to the company. For other requirements for the deposit confirmation, please refer to the explanations on the right to attend (section III).

### **3. Shareholders' right to information pursuant to Section 118 of the Austrian Stock Corporation Act (AktG)**

On request, each shareholder is entitled to obtain information about matters concerning the Company at the Annual General Meeting to the extent that this is necessary to properly assess the items on the Agenda. The information obligation also extends to the legal relations of the Company to an affiliated company and to the state of the Group and of the companies included in the Consolidated Financial Statements.

Information may be denied if, according to reasonable business judgement, it could cause significant harm to the Company or an affiliated company, or if the disclosure thereof would be constitute an offence.

Requests for information are generally made verbally at the Annual General Meeting, but are also welcome in writing.

Questions that require lengthy preparation to be answered may be submitted to the Executive Board in writing in good time before the Annual General Meeting in order to safeguard the efficiency of the Meeting. The questions may be submitted to the Company at 2630 Ternitz, Hauptstraße 2, attn. Manuela Scheiber, or by e-mail to [m.scheiber@sbo.co.at](mailto:m.scheiber@sbo.co.at).

#### **4. Shareholders' proposals pursuant to Section 119 of the Austrian Stock Corporation Act (AktG)**

Each shareholder is entitled - irrespective of a certain shareholding - to submit proposals to the Annual General Meeting on any item of the Agenda. If several proposals have been made regarding a specific item on the Agenda, the Chairman shall determine the order of voting pursuant to Section 119 (3) of the Austrian Stock Corporation Act (AktG).

#### **5. Information on the website**

Further information on these shareholders' rights pursuant to Sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG) is now available on the Company's website at [www.sbo.at/hauptversammlung](http://www.sbo.at/hauptversammlung).

#### **6. Information on data protection for shareholders**

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft processes **personal data** of the shareholders (in particular those required by Section 10a (2) of the Austrian Stock Corporation Act (AktG), i.e. name, address, date of birth, securities deposit number, number of shares of the shareholder, class of shares (if applicable), voting card number as well as name and date of birth of the proxy (if any)) according to the applicable data protection legislation, in particular the **European General Data Protection Regulation (GDPR)** and the Austrian **Data Protection Act (Datenschutzgesetz)**, in order to enable shareholders to exercise their rights at the Annual General Meeting.

Under the Austrian Stock Corporation Act (Aktengesetz), the processing of shareholders' personal data is a mandatory prerequisite for preparation, implementation, post-processing as well as for the participation of shareholders and their proxies in the Annual General Meeting. The legal basis for the processing is **Article 6 (1) (c) GDPR**.

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft is the **data controller** with respect to such processing. SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft uses external **service providers** such as notaries, lawyers, banks, counting service providers and IT service providers for the purposes of organizing the Annual General Meeting and dividend clearing. They receive from SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft only such personal data as are necessary for the execution of the commissioned service and process the data only in accordance with the instructions of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft. Where legally necessary, SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft has concluded a **data protecting agreement** with these service providers.

If a shareholder participates in the Annual General Meeting, all shareholders or proxies present, the members of the Executive Board and Supervisory Board, the notary and all other



persons with a legal right to participate may inspect the legally mandatory **list of participants** (Section 117 AktG) and thus also inspect the personal data specified therein (including name, place of residence, shareholding relationship). Furthermore, SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft is required by law to submit personal shareholder data (in particular the list of participants) as part of the notarial protocol to the **Commercial Register (Firmenbuch)** (Section 120 AktG).

Shareholders' data will be anonymized or deleted as soon as they are no longer necessary for the purposes for which they were collected or processed, unless other legal obligations require further storage. **Evidence and storage obligations** derive in particular from commercial, stock and takeover legislation, from fiscal and tax legislation and from anti money laundering regulations. If legal claims are made by shareholders against SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft or vice versa by SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft against shareholders, the storage of personal data serves to **clarify and enforce claims** in individual cases. This may lead to the storage of data in the context of civil court proceedings for the duration of the limitation period plus the duration of the court proceedings up to their legally binding termination.

Each shareholder has a **right of access, rectification, restriction, objection and erasure** at any time with regard to the processing of personal data, as well as a **right to data portability** in accordance with Chapter III of the GDPR. Shareholders may exercise these rights against SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft free of charge by using the e-mail address [compliance@sbo.co.at](mailto:compliance@sbo.co.at) or the following **contact details**:

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft  
Group Compliance Management  
2630 Ternitz, Hauptstraße 2  
Phone: +43 2630 315 315 0

Furthermore, shareholders have the **right to lodge a complaint** with the **data protection supervisory authority** pursuant to Article 77 GDPR.

For further information on data protection, please refer to the privacy policy on the website of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft at [www.sbo.at/privacypolicy](http://www.sbo.at/privacypolicy).

## **VI. FURTHER INFORMATION AND NOTES**

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

At the date of the convocation to the Annual General Meeting the share capital of the company is EUR 16,000,000.00, which is divided into 16,000,000 bearer shares with a nominal of EUR 1.00 each. At the date of the convocation, the Company holds 44,697 treasury shares as of 20 March 2020. These treasury shares do not entitle the company to any rights. Consequently, at the date of the invitation to the Annual General Meeting, the number of participating and voting shares totals 15,955,303.

Ternitz, March 2020

The Executive Board