

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

**Proposed resolutions of the Executive Board and the Supervisory Board  
for the  
Annual General Meeting  
25 April 2024**

- 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 profit, in each case in relation to the financial year ended 31 December 2023, and submission of the Report of the Supervisory Board for the financial year 2023**

Since the presentation of the above-mentioned documents is only for the purpose of informing the Annual General Meeting, there will be no resolution on this Agenda Item.

The 2023 Annual Financial Statements have already been approved and adopted by the Supervisory Board.

- 2. Resolution on the appropriation of the retained profit as set out in the Annual Financial Statements for the financial year ended 31 December 2023**

The Executive Board and the Supervisory Board propose that the retained earnings of EUR 47,243,388.53 reported in the approved Annual Financial Statements as of 31 December 2023 be appropriated as follows:

Distribution of a dividend of EUR 2.00 per share entitled to dividends, and carry forward of the remaining amount to new account.

Dividend payment date is 8 May 2024.

- 3. Resolution on the discharge of the members of the Executive Board for the financial year 2023**

The Executive Board and the Supervisory Board propose that the members of the Executive Board acting in the financial year 2023 be discharged for this period.

- 4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2023**

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board acting in the financial year 2023 be discharged for this period.

- 5. Election of the auditor of the Annual Financial Statements and the Consolidated Financial Statements as well as the auditor of the Sustainability Report for the financial year 2024**

(i) The Supervisory Board proposes that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be elected as

the auditor of the Financial Statements and of the Consolidated Financial Statements for the financial year 2024.

This resolution proposal by the Supervisory Board is based on a recommendation by the Audit Committee to the Supervisory Board to propose KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, to the Annual General Meeting for the election of the auditor.

- (ii) The Supervisory Board proposes, as recommended by the Audit Committee, that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be elected as the auditor of the Sustainability Report for the financial year 2024, on the condition that the Sustainability Report 2024 is obliged by law to be audited by an external auditor.

The EU Directive 2022/2464 on Corporate Sustainability Reporting (CSRD) requires listed companies to have their sustainability report externally audited.

The CSRD had not yet been transposed into national law by the Austrian legislator on the day this resolution proposal was submitted.

To avoid the need for a later Extraordinary General Meeting to appoint an auditor of the Sustainability Report for the 2024 financial year, it is intended to pass a corresponding resolution at the upcoming Annual General Meeting.

## **6. Election of two persons to the Supervisory Board**

The term of Mag. Brigitte Ederer and Mag. Dipl.-Ing. Dr. Helmut Langanger as members of the Supervisory Board will expire upon termination of the forthcoming Annual General Meeting.

Pursuant to § 10 (1) of the Articles of Association of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft, the Supervisory Board consists of four to six members appointed by the General Meeting.

The works council has not delegated any members to the Supervisory Board pursuant to Section 110 of the Austrian Labor Constitutional Act (ArbVG) and a statement as to whether an objection has been declared pursuant to Section 86 (9) of the Austrian Stock Corporation Act (AktG) can therefore be omitted.

So far, i.e., since the last Annual General Meeting, the Supervisory Board has consisted of five members appointed by the Annual General Meeting.

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft is therefore currently not subject to Section 86 (7) AktG and has no legal obligation to take into account the minimum percentage requirement pursuant to Section 86 (7) AktG. Arithmetically, the minimum percentage requirement would be satisfied by the re-election of the person proposed below.

At the forthcoming Annual General Meeting, two members would have to be appointed in order to maintain the present number.

The Supervisory Board proposes that these two seats be filled, so that following the Annual General Meeting on 25 April 2024 the Supervisory Board will be composed anew of five members elected by the Annual General Meeting.

The following election proposal of the Supervisory Board was submitted on the basis of the requirements of Section 87 (2a) AktG and the Austrian Code of Corporate Governance.

The Supervisory Board proposes that

- Mag. Brigitte Ederer, born 27 February 1956, be re-elected to the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting which resolves on the discharge for the financial year 2024.
- Simon William Caines Eyers, BSc, born 23 March 1964, be elected to the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting which resolves on the discharge for the financial year 2027.

The persons proposed are available for election or re-election and have made the declarations pursuant to Section 87 (2) of the Austrian Stock Corporation Act (AktG), which are also accessible on the Company's website together with their curricula vitae, and which in particular declare that

1. all circumstances with respect to Section 87 (2) AktG have been disclosed and, in the assessment of the nominees, there are no circumstances which could justify the concern of any bias,
2. the nominees have not been legally convicted of any criminal offence, in particular not to any such offence which, in accordance with Section 87 (2a) Sentence 3 AktG, calls into question their professional reliability, and
3. there are no impediments to appointment within the meaning of Section 86 (2) and (4) AktG.

In making the proposal in accordance with Section 87 (2a) AktG, the Supervisory Board took into account the professional and human qualifications of the members as well as the expertly balanced composition of the Supervisory Board and appropriately considered the diversity of the Supervisory Board with regard to the representation of all sexes and the age structure as well as the internationality of the members.

The Supervisory Board based its independence criteria pursuant to C-Rule 53 on the guidelines set out in Annex 1 to the Austrian Code of Corporate Governance. In accordance with these criteria, the nominees and – as a result of their election or re-election – the Supervisory Board as a whole are 80% independent. The Austrian Code of Corporate Governance explicitly provides for an exception for shareholders or persons closely associated with them. Without allowing for this exception, the quota of independent members on the Supervisory Board would be at least 60%.

The Annual General Meeting is bound by election proposals in the following manner. Proposals for the election of Supervisory Board members and the declarations pursuant to Section 87 (2) AktG for each nominee must be made available on the Company's website by **18 April 2024** at the latest, otherwise the person concerned cannot be included in the vote. This shall also apply to election proposals by shareholders pursuant to Section 110 AktG, which must be received by the Company in text form no later than **16 April 2024**.

## **7. Resolution on the Remuneration Report for the financial year 2023**

The Executive Board and the Supervisory Board of a publicly listed company are required to prepare a clear and comprehensible remuneration report on the remuneration of the Executive Board members and the Supervisory Board members pursuant to Section 78c in conjunction with Section 98a AktG.

Such remuneration report has to provide a comprehensive overview of the remuneration granted or owed to the current and former members of the Executive Board and of the Supervisory Board in the course of the last financial year within the framework of the remuneration policy (Section 78a in conjunction with Section 98a AktG), including all benefits of any kind.

The Remuneration Report for the last financial year has to be submitted to the Annual General Meeting for voting. The vote is of a recommendatory nature. The resolution is not contestable (Section 78d (1) AktG).

The Executive Board and the Supervisory Board of **SCHOELLER-BLECKMANN OILFIELD EQUIPMENT** Aktiengesellschaft prepared the Remuneration Report pursuant to Section 78c in conjunction with Section 98a AktG in their meeting on 19 March 2024 and made a proposal for a resolution pursuant to Section 108 (1) AktG.

The Executive Board and the Supervisory Board propose that the Remuneration Report for the financial year 2023 be adopted as made available on the website registered in the Register of Companies (Firmenbuch).

The Remuneration Report is attached to this proposal for resolution as Annex ./1.

## **8. Resolution on the Remuneration Policy regarding the principles for the remuneration of the members of the Supervisory Board**

The Supervisory Board of a listed company must establish the principles for the remuneration of the members of the Supervisory Board in accordance with Section 98a in conjunction with Section 78a AktG (Remuneration Policy).

The Remuneration Policy must be submitted of the Annual General Meeting for a vote at least every fourth financial year (as well as whenever there is a material change).

The vote at the Annual General Meeting on the Remuneration Policy is of a recommendatory nature. The resolution is not contestable (Section 78b (1) AktG).

The Supervisory Board must make a proposal for a resolution on the Remuneration Policy in accordance with Section 108 (1) AktG.

This resolution proposal by the Supervisory Board and the Remuneration Policy must be made available on the website registered in the Register of Companies by the 21st day before the Annual General Meeting in accordance with Section 108 (4) No. 4 AktG.

At its meeting on 19 March 2024, the Supervisory Board of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft discussed the principles for the remuneration of members of the Supervisory Board in accordance with Section 98a in conjunction with Section 78a AktG and established the Remuneration Policy.

The Remuneration Policy will be made available no later than 4 April 2024 (21st day before the Annual General Meeting) on the website of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft at [www.sbo.at](http://www.sbo.at), which is registered in the Register of Companies (Firmenbuch).

The Supervisory Board proposes that the Remuneration Policy regarding the principles for the remuneration of the members of the Supervisory Board, as made available on the website registered in the Register of Companies, be adopted.

The Remuneration Policy regarding the principles for the remuneration of the members of the Supervisory Board is attached to this resolution proposal as Annex /2.

**9. Resolution on the remuneration of the members of the Supervisory Board**

The Executive Board and Supervisory Board propose, in accordance with Section 98 AktG in conjunction with § 13 (3) and (4) of the Articles of Association, to adjust the remuneration for the members of the Supervisory Board resolved at the Annual General Meeting on 27 April 2023 as follows for the financial year 2023 and subsequent years:

**The fixed annual basic remuneration shall be set as follows (in EUR):**

- for the Chairman of the Supervisory Board                      EUR 42,500.00
- for each other member of the Supervisory Board              EUR 32,000.00

**The attendance fee for meeting attendance is set as follows:**

for each meeting of the Supervisory Board EUR 1,200.00 per member and attended meeting

If members of the Supervisory Board have not been members of the Board during the entire financial year, the remuneration is paid on a pro rata basis (calculated on a monthly basis).

**10. Resolution on the granting of new Authorized Capital pursuant to Sections 169 et seq. Austrian Stock Corporation Act (AktG) [Authorized Capital 2024],**  
**i) with authorization to issuance of new shares against cash and/or kind**  
**ii) while maintaining, in principle, the statutory subscription right, including in terms of the indirect subscription right pursuant to Section 153 (6) AktG,**  
**lii) including, however, the authorization to exclude the statutory subscription right and to have the subscription right excluded directly in certain cases;**  
**and Resolution on amendments to the Articles of Association in Section 3 (Share Capital and Shares) with the simultaneous resolution on the cancellation of the Authorized Capital as resolved by the Annual General Meeting on 23 April 2019**

The Annual General Meeting of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft last resolved on 23 April 2019 an Authorized Capital in accordance with Sections 169 et seq. Austrian Stock Corporation Act (AktG) and authorized the Executive Board to increase the share capital by a maximum of EUR 1,600,000 to a maximum of EUR 17,600,000 against cash and/or in-kind contributions. This authorization expires on 23 April 2024.

Due to the fact that the existing Authorized Capital expires on 23 April 2024, a new Authorized Capital 2024 is to be created in accordance with Sections 169 et seq. Austrian Stock Corporation Act (AktG) at the same volume of 10% of the existing share capital and with a new term of five years from the date of the resolution (“Authorized Capital 2024”).

This new Authorized Capital 2024 shall comprise the **authorization to exclude the statutory subscription** rights of shareholders (i) when issuing new shares against contributions in kind and (ii) when issuing new shares against cash contributions: Should growth opportunities arise for SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft, Authorized Capital will provide the necessary flexibility to acquire other companies or shares in companies against contributions in kind under exclusion of subscription rights. The possibility of excluding subscription rights even in the event of a capital increase against cash contributions also increases the flexibility of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft in equity financing and allows the use of alternative and simplified equity financing structures. It should be noted that the Authorized Capital 2024 proposed here is limited to 10% of the share capital of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft, whereby the authorization to exclude subscription rights also relates to a maximum of 10% of the share capital of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft, i.e. 1,600,000 new shares.

Furthermore, this new Authorized Capital 2024 shall provide for the **direct exclusion of shareholders' statutory subscription rights** when issuing new shares against cash contributions in certain cases in order to avoid fractional amounts (share fractions) and to be able to service an over-allotment option (greenshoe option).

Consequently, the Executive Board and the Supervisory Board propose the creation of new Authorized Capital in accordance with Sections 169 et seq. Austrian Stock Corporation Act (AktG) [Authorized Capital 2024], with the following resolution being passed by the Annual General Meeting to this effect:

- a) The authorization of the Management Board, subject to the approval of the Supervisory Board, to increase the share capital in accordance with Sections 169 et sequ. of the Austrian Stock Corporation Act (AktG) within five years of the resolution being passed, thus until 25 April 2029, from the current nominal value of EUR 16,000,000 by up to a further EUR 1,600,000 by issuing up to 1,600,000 new bearer shares with a nominal of EUR 1.00 each, against cash contributions and/or contributions in kind, including by way of indirect subscription rights pursuant to Section 153 (6) of the Austrian Stock Corporation Act (AktG), if necessary in several tranches, and to determine the issue price, the terms of issue and the further details for conducting the capital increase with the consent of the Supervisory Board, whereby

- aa) the Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude the statutory subscription right of shareholders in whole or in part if the capital increase takes place against contributions in kind (issue of shares for the purpose of acquiring companies, businesses, parts of businesses or shares in one or more companies at home or abroad),
- bb) the Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude the statutory subscription right of shareholders in whole or in part if the capital increase takes place against cash contributions and the number of new shares issued under exclusion of subscription rights is 1,600,000 shares (i.e. 10% of the Company's share capital at the time the resolution on this authorized capital is passed by the Annual General Meeting), and
- cc) the shareholders' statutory subscription right is excluded (direct exclusion of the statutory subscription right) if and to the extent that such Authorized Capital is used to
  - (i) exclude fractional amounts (share fractions) from the subscription right of the shareholders in the context of a placement of new shares in the Company which, in all other respects, takes place under substantive preservation of the subscription right, and/or
  - (ii) fulfill an over-allotment option (greenshoe option) granted to the issuing bank(s) in connection with a placement of new shares in the Company which, in all other respects, takes place under substantive preservation of the subscription right.

The Supervisory Board is authorized to resolve on amendments to the Articles of Association resulting from the issue of shares from Authorized Capital 2024.

- b) the corresponding amendment to the Articles of Association in § 3 (4), which shall be as follows:
  - “(4) The Management Board is authorized, subject to the approval of the Supervisory Board, to increase the share capital in accordance with Section 169 of the Austrian Stock Corporation Act (AktG) from the current nominal value of EUR 16,000,000 by up to a further EUR 1,600,000 by issuing up to 1,600,000 new bearer shares with a nominal of EUR 1.00 each, against cash contributions and/or contributions in kind, including by way of indirect subscription rights pursuant to Section 153 (6) of the Austrian Stock Corporation Act (AktG), if necessary in several tranches, and to determine the issue price, the terms of issue and the further details for conducting the capital increase with the consent of the Supervisory Board (“Authorized Capital 2024”), whereby
    - a) the Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude the statutory subscription right of shareholders in whole or in part if the capital increase takes place against contributions in kind (issue of shares for the purpose of acquiring companies, businesses, parts of businesses or shares in one or more companies at home or abroad),
    - b) the Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude the statutory subscription right of shareholders in whole or in part if the capital increase takes place

- against cash contributions and the number of new shares issued under exclusion of subscription rights is 1,600,000 shares (i.e. 10% of the Company's share capital at the time the resolution on this authorized capital is passed by the Annual General Meeting), and
- c) the shareholders' statutory subscription right is excluded (direct exclusion of the statutory subscription right) if and to the extent that such Authorized Capital is used to
    - (i) exclude fractional amounts (share fractions) from the subscription right of the shareholders in the context of a placement of new shares in the Company which, in all other respects, takes place under substantive preservation of the subscription right, and/or
    - (ii) service an over-allotment option (greenshoe option) granted to the issuing bank(s) in connection with a placement of new shares in the Company which, in all other respects, takes place under substantive preservation of the subscription right.

The Supervisory Board is authorized to resolve on amendments to the Articles of Association resulting from the issue of shares from Authorized Capital 2024.”

- c) the cancellation of the Authorized Capital as resolved by the Annual General Meeting on 23 April 2019.

With regard to the proposed authorization to exclude shareholders' subscription rights or the direct exclusion of shareholders' subscription rights, reference is made to the corresponding report of the Executive Board of the Company, which is available on the Company's website registered in the Register of Companies at [www.sbo.at](http://www.sbo.at) or [www.sbo.at/hauptversammlung](http://www.sbo.at/hauptversammlung).

#### 11. Resolution regarding

- i) **the authorization of the Executive Board to acquire treasury shares pursuant to Section 65 (1) no. 8 and (1a) and (1b) AktG,**
- ii) **the authorization of the Executive Board to cancel treasury shares pursuant to Section 65 (1) no. 8 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) 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 28 April 2022 regarding Item 9 on the Agenda.**

At the Annual General Meeting of the Company held on 28 April 2022, the Executive Board was authorized under Item 9 on the agenda to acquire treasury shares pursuant to Section 65 (1) no. 8 AktG. This authorization expires on 27 October 2024.



The Executive Board and the Supervisory Board therefore propose that the Annual General Meeting resolve the following on Item 11. on the Agenda on 25 April 2024:

- i) the revocation of the authorizations of the Executive Board resolved in the Annual General Meeting on 28 April 2022 regarding Item 9 on the Agenda to reacquire, cancel and sell treasury shares pursuant to Section 65 (1) no. 8 and (1a) and (1b) AktG to the extent not yet exercised;
- ii) the authorization to the Executive Board pursuant to Section 65 (1) no. 8 and (1a) and (1b) AktG to acquire treasury shares in the Company, valid for a period of 30 months from the date of the resolution, i.e. until 25 October 2026, whereby the shares acquired by the Company on the basis of this authorization together with the treasury shares already held must not exceed 10% of the Company's issued share capital and the consideration to be paid per share upon repurchase must not be less than EUR 1.00 and not exceed EUR 300.00, and to determine the other repurchase conditions, whereby the Executive Board shall publish the resolution of the Executive Board and the respective repurchase program based thereon, including its duration; the authorization may be exercised in whole or in several partial amounts and in pursuit of one or more purposes by the Company, by a subsidiary (Section 189a no. 7 UGB) or by third parties for the account of the Company; trading in treasury shares is excluded as a purpose of acquisition in any case pursuant to Section 65 (1) no. 8 AktG;
- iii) the authorization of the Executive Board to cancel acquired treasury shares without a further resolution of the Annual General Meeting pursuant to Section 65 (1) no. 8 AktG, which would result in a capital reduction by the portion of the issued share capital attributable to the cancelled shares; and the authorization of the Supervisory Board to resolve amendments to the Articles of Association resulting from the cancellation of shares;
- iv) the authorization of the Executive Board pursuant to Section 65 (1b) AktG for 5 years from the date of the resolution, i.e. until 25 April 2029, to resolve, with the approval of the Supervisory Board, on the sale of treasury shares, already held at the time of the resolution or to be acquired for the first time, by other means of sale than via the stock exchange or a public offering; this encompasses the exclusion of the statutory repurchase right (subscription right) of the shareholders (authorization to exclude the statutory repurchase right [subscription right]); the shareholders' statutory repurchase right (subscription right) is excluded (direct exclusion of the statutory repurchase right [subscription right]), (i) if and to the extent that the sale of treasury shares is effected by means of a public offer while generally maintaining the statutory repurchase right (subscription right) of the shareholders, in order to exclude fractional amounts (share fractions) from the repurchase right (subscription right) of the shareholders, (ii) to be able to service an over-allotment option (greenshoe option) granted to the issuing bank(s) in connection with a capital increase of the Company and/or (iii) to be able to implement an accelerated bookbuilding procedure.

With regard to the proposed possible direct exclusion of the shareholders' repurchase right (subscription right), reference is made to the corresponding report of the Executive Board of the Company, which is available on the Company's website registered in the Register of Companies at **www.sbo.at** or **www.sbo.at/hauptversammlung**.

Ternitz, March 2024