



**Deufol SE**

**Hofheim am Taunus**

**- ISIN: DE 000A1R1EE6 -**

**- WKN: A1R1EE -**

**Annual General Meeting Invitation**

We hereby invite our shareholders to attend our Annual General Meeting

**on Tuesday, July 2, 2013, at 10:00 am**

at the Stadthalle Hofheim, Chinonplatz 4, 65719 Hofheim am Taunus.

***Non-binding courtesy translation  
for information purposes only***

Agenda

- 1. Presentation of the approved annual financial statements and the endorsed consolidated financial statements, the summarized management report for Deufol SE and the group, the report of the Administrative Board as well as the managing directors' explanatory report on statements pursuant to sections 289 (4) and (5), 315 (4) of the German Commercial Code for the fiscal year 2012**

The above-mentioned documents may be downloaded at [www.deufol.com](http://www.deufol.com), in the "Investor & Public Relations" section under "Annual General Meeting".

The Administrative Board has endorsed the annual financial statements and the consolidated financial statements prepared by the managing directors; the annual financial statements have thus been approved. Accordingly, the Annual General Meeting will not vote on this matter.

- 2. Resolution on the appropriation of net income**

The Administrative Board proposes to carry forward to new account the net income for the fiscal year 2012 amounting to € 10,258,145.43.

**3. Resolution on the discharge of the members of the Executive Board of Deufol Aktiengesellschaft for the final fiscal year ending December 21, 2012**

The Administrative Board proposes to discharge the members of the Executive Board of Deufol Aktiengesellschaft who held office in the final fiscal year up to the entry of Deufol SE in the commercial register on December 21, 2012, with effect for this period.

**4. Resolution on the discharge of the members of the Supervisory Board of Deufol Aktiengesellschaft for the final fiscal year ending December 21, 2012**

The Administrative Board proposes to discharge the members of the Supervisory Board of Deufol Aktiengesellschaft who held office in the final fiscal year up to the entry of Deufol SE in the commercial register on December 21, 2012, with effect for this period.

**5. Resolution on the discharge of the managing directors of Deufol SE for the first fiscal year since December 21, 2012**

The Administrative Board proposes to discharge the managing directors who have held office in the first fiscal year of Deufol SE since its entry in the commercial register on December 21, 2012, with effect for this period.

**6. Resolution on the discharge of the Administrative Board of Deufol SE for the first fiscal year since December 21, 2012**

The Administrative Board proposes to discharge the members of the Administrative Board who have held office in the first fiscal year of Deufol SE since its entry in the commercial register on December 21, 2012, with effect for this period.

**7. Election of the auditors for the fiscal year 2013**

The Administrative Board proposes Votum AG, Frankfurt am Main, to be elected auditors for the fiscal year 2013.

**8. Election of members of the Administrative Board**

Pursuant to section 9 (3) of the Articles of Association of Deufol SE, the term of office of the members of the first Administrative Board of Deufol SE will expire at the end of the Annual General Meeting which resolves their discharge for the first fiscal year of Deufol SE. In any event, it shall end three years after their appointment at the latest. This Annual General Meeting will pass the corresponding discharge resolution. The term of office of the members of the Administrative Board will thus expire at the end of the Annual General

Meeting held on July 2, 2013, so that fresh elections will take place for the Administrative Board.

Pursuant to section 9 (1) of the Articles of Association, the Administrative Board has at least three members. Moreover, in accordance with Art. 40, 43 of the SE Regulation in connection with sections 23, 24 of the German SE Implementation Act (*SE-Ausführungsgesetz*), section 21 (3) of the German SE Participation Act (*SE-Beteiligungsgesetz*) XVIII. item 2 of the Agreement Regulating the Participation of Employees in Deufol SE of December 19, 2012, the members of the Administrative Board shall be elected by the shareholders at the Annual General Meeting. The Annual General Meeting will not be bound by proposed resolutions.

Pursuant to section 8 (4) of the company's Articles of Association, unless otherwise stipulated by the Annual General Meeting the members of the Administrative Board will be elected for the period expiring at the end of the Annual General Meeting which grants discharge for the fourth fiscal year since the start of their term of office (not including the fiscal year in which their term of office begins), but for a maximum period of six years following the appointment of the respective Administrative Board member. Members of the Administrative Board may be reelected.

In accordance with the German Corporate Governance Code (item 5.4.3, clause 1) as amended on May 15, 2012, members of a supervisory board are to be elected individually. The company will accordingly apply this provision which relates to the supervisory board of a stock corporation to its Administrative Board within the scope of its one-tier system. Accordingly, the members of the Administrative Board shall be elected individually.

The Administrative Board proposes to elect the following persons to the company's Administrative Board – by way of individual elections – with effect from the termination of this Annual General Meeting and lasting until the termination of the scheduled Annual General Meeting that will vote on their discharge for the fiscal year 2014:

- a) Mr. Detlef W. Hübner
- b) Dr. Tillmann Blaschke
- c) Mr. Dennis Hübner
- d) Mr. Helmut Olivier
- e) Prof. Dr. Wolfgang König
- f) Mr. Wulf Matthias
- g) Dr. Helmut Görling
- h) Mr. Axel Wöltjen

The following information is provided regarding the proposed candidates:

- Mr. Detlef W. Hübner, honorary senator, residing at 65343 Eltville, managing director of Deufol SE. Mr. Hübner is a member of the following company's supervisory board required by law: DeDeMa AG, Hofheim. Mr. Hübner is not a member of any similar German or foreign supervisory body of another business enterprise.
- Dr. Tillmann Blaschke, residing at 65812 Bad Soden, managing director of Deufol SE. Dr. Blaschke is not a member of any other company's supervisory board required by law, and nor is he a member of any similar German or foreign supervisory body of another business enterprise.
- Mr. Dennis Hübner, residing at 61462 Königstein, managing director of Deufol SE. Mr. Hübner is a member of the following company's supervisory board required by law: Pick Point AG, Nieder-Olm. Mr. Hübner is also a member of the following business enterprise's similar German or foreign supervisory body: Member of the Supervisory Board of Deufol (Suzhou) Packaging Co. Ltd., Suzhou, China.
- Mr. Helmut Olivier, residing at 61352 Bad Homburg, Executive Board member of Lehmann Brothers Bankhaus AG i. Ins., Frankfurt am Main. Mr. Olivier is not a member of any other company's supervisory board required by law, and nor is he a member of any similar German or foreign supervisory body of another business enterprise.
- Prof. Dr. Wolfgang König, residing at 63571 Gelnhausen, Managing Director at House of Finance, Goethe University Frankfurt, Frankfurt am Main. Dr. König is a member of the following company's supervisory board required by law: Veritas AG, Gelnhausen. Dr. König is a member of the following business enterprise's similar German or foreign supervisory body: Member of the Advisory Board of DZ Bank AG, Frankfurt am Main.
- Mr. Wulf Matthias, residing at 61462 Königstein, Managing Director at Bank Sarasin AG, Frankfurt am Main. Mr. Matthias is a member of the following companies' supervisory boards required by law: Wirecard AG, Wirecard Bank AG and Wirecard Technologies AG, Aschheim. Mr. Matthias is not a member of any similar German or foreign supervisory body of another business enterprise.
- Dr. Helmut Görling, residing at 63303 Dreieich, attorney, Managing Director of Görling Rechtsanwalts-gesellschaft mbH, Managing Director of Forensic GmbH and Managing Director of Rechtsanwalts-gesellschaft für Zwangsvollstreckung mbH, Frankfurt am Main. Dr. Görling is not a member of any other company's supervisory board required by law, and nor is he a member of any similar German or foreign supervisory body of another business enterprise.
- Mr. Axel Wöltjen, residing at 90530 Wendelstein, Managing Director of A. Wöltjen Consulting GmbH, Wendelstein. Mr. Wöltjen is not a member of any other company's

supervisory board required by law. Mr. Wöltjen is a member of the following business enterprise's similar German or foreign supervisory body: Chairman of the Board of Academia Euregio Bodensee AG, St. Gallen, Switzerland.

In addition to the Administrative Board members to be elected by the Annual General Meeting, the Administrative Board proposes the following substitute Administrative Board member as a replacement for the members elected at this Annual General Meeting:

- i) Mr. Marc Hübner, residing at 61476 Kronberg, project team member at Deufol SE. Mr. Hübner is not a member of any other company's supervisory board required by law, and nor is he a member of any similar German or foreign supervisory body of another business enterprise.

Mr. Marc Hübner is to be elected subject to the proviso that he will become an Administrative Board member in accordance with the Articles of Association in the event of a member of the Administrative Board elected by this Annual General Meeting leaving the Administrative Board before the end of his term of office and that Mr. Hübner will resume the status of substitute member upon the Annual General Meeting holding an election to replace a prematurely resigned member of the Administrative Board for whom Mr. Hübner has acted as a substitute.

**9. Resolution on drafting changes to section 11 and section 12 (2) of the rules of procedure for the Annual General Meeting, as amended on December 21, 2012**

Within the scope of the company's conversion to a European stock corporation, the rules of procedure for the Annual General Meeting of Deufol SE are to be adjusted as follows. The Administrative Board proposes to resolve that:

- a) the heading of section 11 of the rules of procedure of the Annual General Meeting is to be reworded and will now read: "Reading of proposed resolutions and management reports."
- b) the heading of section 12 of the rules of procedure of the Annual General Meeting is to be reworded and will now read: "Presentation of annual financial statements and consolidated financial statements as well as the Administrative Board's report."

**Preconditions for attendance**

Attendance at the Annual General Meeting and voting are limited to shareholders who register in writing (section 126b of the German Civil Code), in German or English, prior to the meeting, and

whose notified shares are entered in the company's share register. The company must receive notice of registration by no later than 24:00 on June 25, 2013, at the following address:

**Deufol SE**

c/o Haubrok Corporate Events GmbH

Landshuter Allee 10

80637 Munich

Fax: +49 (89) 210 27 288

E-mail: anmeldung@haubrok-ce.de

Shareholders who are entered in the company's share register at the start of the 14<sup>th</sup> day prior to the Annual General Meeting (0:00 on June 18, 2013) will be mailed a registration form together with the invitation to attend the Annual General Meeting.

If you are a shareholder and do not receive the invitation documents by post automatically – e.g. because you are not yet entered in the share register as of the mailing deadline – we will be pleased to send you these documents upon demand. Please direct such requests to the above registration address.

Please register as early as possible if you intend to attend the Annual General Meeting, to facilitate its organization.

Following their due registration, the shareholders entered in the share register – or their authorized representatives – will receive tickets to attend the Annual General Meeting unless they have authorized the proxies designated by the company (see below for further details). However, these tickets are not a precondition for attendance of the Annual General Meeting or for voting and are merely an organizational aid.

In the event that a credit institution, a shareholders' association or another person or group of persons which is equivalent to a credit institution pursuant to section 135 (8) or (10) of the German Stock Corporation Act<sup>1</sup> has been entered in the share register as a shareholder for shares which do not belong to it, such institution may only exercise the voting right for these shares as authorized by their holder.

Registration to attend the Annual General Meeting does not entail any suspension of salability of notified shares. Shareholders may therefore continue to freely dispose of their shares following

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<sup>1</sup> The company falls under the German Stock Corporation Act pursuant to Art. 9 (1) c) (ii), Art. 10 of Regulation (EC) No. 2157/2001 of the Council of October 8, 2001 on the Statute for a European company (SE) (SE Regulation) unless stipulated otherwise in specific legislation.

registration. However, the company will only consider persons entered in the share register to be shareholders. The share portfolio documented in the share register on the date of the Annual General Meeting shall determine the right of attendance as well as the exercise of voting rights. This will correspond to the portfolio at the end of the final day of the registration period (24:00 on June 25, 2013, the “technical record date”) since no shares will be transferred in the share register in the period from 0:00 on June 26, 2013 to July 2, 2013 inclusive. Persons acquiring shares which have not yet been entered in the share register upon expiry of the registration period will not therefore be entitled to exercise direct attendance and voting rights on the basis of these shares. In such cases, the shareholder entered in the share register for the shares in question will retain attendance and voting rights until these shares have been transferred in the share register.

### **Procedure for proxy voting**

Shareholders who do not wish to attend the Annual General Meeting in person may have their voting right exercised by an authorized representative, e.g. by a credit institution, a shareholders’ association, another person of their choice or by one of the proxies designated by the company.

Proxy forms may be used to assign proxies prior to or outside the scope of the Annual General Meeting. Shareholders entered in the share register will be mailed these forms together with the Annual General Meeting invitation and the registration form. A proxy form is also included on the admission ticket which will be mailed to shareholders or their representatives following due registration. This form may also be downloaded from [www.deufol.com](http://www.deufol.com), in the “Investor & Public Relations” section under “Annual General Meeting”. It may also be requested from the above registration address by post, fax or e-mail.

A proxy right must be granted, revoked and documented to the company in writing (section 126b of the German Civil Code). No requirement of form is applicable, either by law or pursuant to the company’s Articles of Association, for authorization of credit institutions, shareholders’ associations or other persons of equivalent status under section 135 (8) or (10) of the German Stock Corporation Act. However, we would like to point out that in these cases the institutions or persons which are to receive authorization may require a special form of authorization on account of their obligation to verifiably document this authorization pursuant to section 135 of the German Stock Corporation Act. Accordingly, if you intend to authorize a credit institution, a shareholders’ association or another institution or person of equivalent status under section 135 (8) or (10) of the German Stock Corporation Act, please agree the form of this authorization with this institution or person in good time.

If you intend to provide the company with proof of this authorization in advance of the Annual General Meeting, this should be delivered to the following address before the end of July 1, 2013:

Deufol SE  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Fax: +49 (89) 210 27 288  
E-mail: anmeldung@haubrok-ce.de

For the exercise of voting rights at the Annual General Meeting, the company offers its shareholders the opportunity of being represented by proxies designated by the company. As well as receiving a proxy authorization, the proxies designated by the company are to be issued with instructions regarding the exercise of the voting right. An authorized proxy of the company will only exercise voting rights in accordance with the shareholder's instructions and will not do so at his own discretion. Except where assigned by shareholders present or represented at the Annual General Meeting, proxy authorizations may only be assigned to proxies where they are received by the company's proxies by no later than the end of July 1, 2013 at the following address of the agent entitled to receive notices on behalf of the company's proxies:

Proxies of Deufol SE  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Fax: +49 (89) 210 27 288  
E-mail: anmeldung@haubrok-ce.de

An authorization and instruction form for the company's designated proxies will be mailed to shareholders entered in the share register together with the invitation to attend the Annual General Meeting. It may also be downloaded at [www.deufol.com](http://www.deufol.com), in the "Investor & Public Relations" section under "Annual General Meeting", and may be requested by post, fax or e-mail from the above registration address.

**Supplementary motions to be included in the agenda subject to a request by a minority interest pursuant to Art. 53, 56 of the SE Regulation, section 50 (2) of the German SE Implementation Act, section 122 (2) of the German Stock Corporation Act**

Shareholders whose combined shares account for one-twentieth of the share capital or a pro rata amount of € 500,000 of the company's share capital – i.e. 500,000 no-par value shares – may require the inclusion of items on the agenda and notification of the same. A statement of justification or draft resolution must be provided for each new item. Shareholder motions and proposed resolutions must be submitted in German. If their publication in English is also required, a translation should be attached. Requests shall be directed in writing (section 126 of the German



Civil Code) to the company's Administrative Board, and the company must have received them at the following address by the end of June 1, 2013:

**Deufol SE**

Administrative Board  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich

Pursuant to section 122 (2), (1) clause 3 in connection with section 142 (2) clause 2 of the German Stock Corporation Act, the relevant shareholders shall provide proof that they have held the required number of shares for at least three months prior to the date of the Annual General Meeting, i.e. at least since 0:00 on April 2, 2013.

Notifiable additions to the agenda shall be notified immediately upon receipt of such request by the German Federal Official Gazette – where not already notified in the convocation notice for the Annual General Meeting – and sent to media which may be expected to disseminate such information throughout the European Union. They will also be published at [www.deufol.com](http://www.deufol.com), in the “Investor & Public Relations” section under “Annual General Meeting”.

**Shareholder motions and proposed resolutions pursuant to sections 126 (1) and 127 of the German Stock Corporation Act**

In addition, shareholders may submit to the company countermotions opposing proposals of the Administrative Board concerning specific items of the agenda and proposed resolutions. Countermotions must include a statement of justification. Countermotions, proposed resolutions and other shareholder inquiries concerning the Annual General Meeting must be exclusively sent to the following address:

**Deufol SE**

c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Fax: +49 (89) 210 27 298  
E-mail: [info@haubrok-ce.de](mailto:info@haubrok-ce.de)

Countermotions and proposed resolutions submitted to a different address need not be made accessible. The other shareholders shall immediately be notified via the website [www.deufol.com](http://www.deufol.com), in the “Investor & Public Relations” section under “Annual General Meeting”, of countermotions and proposed resolutions received at the above address by no later than the end of June 17, 2013,

subject to documentation of shareholder status. Statements by the management will also be published on this website after June 17, 2013.

### **Shareholder's right to information pursuant to section 131 (1) of the German Stock Corporation Act**

The Administrative Board shall upon request at the Annual General Meeting provide any shareholder with information on affairs of the company – including its legal and business relationships with associates and the position of the Group as well as the companies incorporated in the consolidated financial statements – where this is necessary for an appropriate assessment of the agenda.

The Administrative Board may waive responses to individual questions on the grounds specified in section 131 (3) of the German Stock Corporation Act, e.g. on the basis of a prudent commercial assessment that the grant of such information is liable to impose a not insignificant disadvantage on the company or an associate.

### **Further disclosures**

Further disclosures concerning the rights of shareholders pursuant to Art. 56 of the SE Regulation, section 50 (2) of the German SE Implementation Act, sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act may be downloaded at [www.deufol.com](http://www.deufol.com), in the "Investor & Public Relations" section under "Annual General Meeting".

### **Information under section 30b (1) no. 1 of the German Securities Trading Act**

As of the date of publication of the convocation notice for the Annual General Meeting in the German Federal Official Gazette, the company's share capital amounts to € 43,773,655 and is divided up into 43,773,655 no-par value shares. These shares are registered shares. Each no-par value share confers one vote. As of the date of publication of the convocation notice for the Annual General Meeting in the German Federal Official Gazette, 43,773,655 voting rights thus exist for the company. The company does not have any treasury stock as of the convocation of its Annual General Meeting.

### **Information under section 124a of the German Stock Corporation Act**

The company's website where information under section 124a of the German Stock Corporation Act may be obtained is [www.deufol.com](http://www.deufol.com). This information may be found in the "Investor & Public Relations" section of this website, under "Annual General Meeting".

Hofheim (Wallau), May 2013  
The Administrative Board