

Current report no. 07/2016 dated 7 April 2016

Invitation to the Annual General Meeting 2016 UNI WHEELS AG

Bad Dürkheim

ISIN DE000A13STW4 // German Securities Identification Number (WKN) A13STW

We are pleased to invite our shareholders to the Annual General Meeting to be held at MesseTurm, rooms Beta and Gamma, Friedrich-Ebert-Anlage 49, 60308 Frankfurt/Main, Germany, on Thursday, May 19, 2016, at 10:00 am CEST.

Agenda*

- 1. Presentation of the adopted annual financial statements and the management report of UNI WHEELS AG and the approved consolidated financial statements and the consolidated management report, the explanatory report on the disclosures pursuant to sections 289 (4), 315 (4) German Commercial Code (*Handelsgesetzbuch*) contained in the management reports as well as the report of the supervisory board for the fiscal year 2015.**

The aforementioned documents have been published on the Internet at <http://www.uniwheels.com/uwag/en/home/investor-relations/annual-general-meeting/>. In addition, they will be accessible and explained in more detail at the Annual General Meeting.

The supervisory board has approved the annual financial statements and the consolidated financial statements prepared by the management board. By doing so, the annual financial statements have been adopted. Thus, in accordance with the statutory provisions, no resolution is to be adopted with regard to this agenda item.

- 2. Resolution on the appropriation of the balance-sheet profit for the fiscal year 2015**

The management board and the supervisory board propose that the balance-sheet profit of UNI WHEELS AG for the fiscal year 2015 in the amount of EUR 28,063,788.13 is appropriated as follows:

- Distribution of a dividend of EUR 1.65 per non-par value share entitled to a dividend payment: EUR 20,460,000.00 in total,
- Carry forward to new account: EUR 7,603,788.13.

The proposal regarding the appropriation of the profit does not take treasury shares into account. Should the Company hold treasury shares at the point in time the Annual General Meeting resolves on the appropriation of the balance-sheet profit, an amended proposal for

a resolution shall be put to vote at the Annual General Meeting, which shall provide, as before, for a dividend of EUR 1.65 per non-par value share entitled to a dividend payment for the previous fiscal year 2015 as well as for correspondingly adjusted amounts regarding the amount to be distributed and the amount to be carried forward to new accounts.

3. Resolution on the formal approval of the actions of the management board of UNIWHEELS AG for the fiscal year 2015

The management board and the supervisory board propose to approve the actions of the members of the management board of UNIWHEELS AG who held office in the fiscal year 2015 for that period.

4. Resolution on the formal approval of the actions of the supervisory board of UNIWHEELS AG for the fiscal year 2015

The management board and the supervisory board propose to approve the actions of the members of the supervisory board of UNIWHEELS AG who held office in the fiscal year 2015 for that period.

5. Resolution on the appointment of the auditor and group auditor for the fiscal year 2016 as well as of the auditor for the review of the interim financial report as per June 30, 2016

Based on the recommendation of the audit committee, the supervisory board proposes to appoint Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, as auditor and group auditor for the fiscal year 2016 and as auditor in charge of the review of the interim financial report as per June 30, 2016.

Prior to making the election proposal, the supervisory board has obtained the statement confirming the independence of Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, as provided for in the German Corporate Governance Code.

6. Resolution on the cancellation of the authorized capital in accordance with clause 4 (3) of the Articles of Association and the creation of a new authorized capital with the option to exclude subscription rights and on a corresponding amendment of the Articles of Association

On the basis of the resolution of the General Meeting of April 24, 2015, the management board is currently authorized to increase the Company's share capital in the period until April 24, 2020, subject to the supervisory board's consent, once or several times by up to a total of EUR 6,200,000 by issuing new non-par value shares in exchange for contributions in cash or in kind pursuant to section 202 et seqq. German Stock Corporation Act (*Aktiengesetz*, "AktG") (Authorized Capital 2015).

The above-described authorized capital is to be canceled and replaced by a new authorized capital, which shall in particular have a longer term.

The management board and the supervisory board propose to adopt the following resolution:

- a. The authorization to issue new shares and the option to exclude subscription rights granted under agenda item 2 at the General Meeting of April 24, 2015 as well as the pertaining provisions in clause 4(3) of the Articles of Association shall be canceled upon the new authorized capital becoming effective.
- b. In the period until May 18, 2021, subject to the supervisory board's consent, the management board shall be authorized to increase the Company's share capital once or several times by up to a total of EUR 6,200,000 by issuing new non-par value shares in exchange for contributions in cash and/or in kind (authorized capital 2016). The authorization may be exercised in partial amounts. Generally, the new shares are to be offered to the shareholders for subscription. They can also be assumed by a bank or a consortium of banks, provided, however, the bank or the consortium of banks undertakes to offer the shares to the shareholders for subscription.

Subject to the supervisory board's consent, the management board shall further be authorized to exclude the statutory subscription right of the shareholders in the following cases:

- to exclude fractions from the subscription right of the shareholders;
- to grant subscription rights to holders of option and/or conversion rights under bonds to be issued by the Company or by group companies, in which the Company directly or indirectly holds any and all shares;
- in the event of a capital increase against contribution in kind, in particular to acquire companies, equity interests or parts of companies;
- to issue shares to individuals employed by the Company or group companies, in which the Company directly or indirectly holds a majority interest. This exclusion of the subscription right shall in each case be limited to a maximum aggregate amount of 5% of the share capital of the Company existing at the point in time this authorization becomes effective or - if this amount is lower - this authorization is exercised; and
- in case of a capital increase against contribution in cash, if - within the meaning of sections 203 (1) and (2), 186 (3) sentence 4 AktG - the issue price of the new shares is not significantly below the stock market price of shares of the Company of the same kind at the point in time the issue price is determined. This exclusion of the subscription right shall in each case be limited to a maximum aggregate amount of 10% of the share capital of the Company existing at the point in time this authorization becomes effective or - if this amount is lower - this authorization is exercised. This limit shall include shares sold or issued upon exclusion of the subscription rights during the term of this authorization on the basis of other authorizations in direct or analogous application of section 186 (3) sentence 4 AktG. Moreover, this limit also

includes shares to be issued to settle option and/or conversion rights or obligations under convertible bonds or bonds with warrants or convertible profit-participation rights or profit-sharing certificates with warrants, to the extent that these bonds or profit participation rights are issued during the term of this authorization in analogous application of section 186 (3) sentence 4 AktG under exclusion of the subscription rights.

The management board shall be authorized to define the further details of capital increases effected from the authorized capital subject to the supervisory board's consent.

The supervisory board shall be authorized to amend clause 4 (1) and clause 4 (3) of the Articles of Association in accordance with the respective utilization of the authorized capital 2016 as well as after the expiration of the period of authorization.

c. clause 4 (3) of the Articles of Association shall be restated as follows:

"(3) In the period until May 18, 2021, subject to the supervisory board's consent, the management board shall be authorized to increase the Company's share capital once or several times up to a total of EUR 6,200,000 by issuing new non-par-value shares in exchange for contributions in cash and/or in kind (authorized capital 2016). The authorization may be exercised in partial amounts. Generally, the new shares are to be offered to the shareholders for subscription. They can also be assumed by a bank or a consortium of banks, provided, however, the bank or the consortium of banks undertakes to offer the shares to the shareholders for subscription.

Further, the Management Board shall, subject to the consent of the Supervisory Board, be authorized to exclude the statutory subscription right of the shareholders in the following cases:

- a) to exclude fractions from the subscription right of the shareholders;
- b) to grant subscription rights to holders of option and/or conversion rights under bonds to be issued by the Company or by group companies, in which the Company directly or indirectly holds any and all shares;
- c) in the event of a capital increase against contribution in kind, in particular to acquire companies, equity interests or parts of companies;
- d) to issue shares to individuals employed by the Company or group companies, in which the Company directly or indirectly holds a majority interest. This exclusion of the subscription right shall in each case be limited to a maximum aggregate amount of 5% of the share capital of the Company existing at the point in time this authorization becomes effective or - if this amount is lower - this authorization is exercised; and
- e) in case of a capital increase against contribution in cash, if - within the meaning of sections 203(1) and (2), 186(3) sentence 4 AktG - the

issue price of the new shares is not significantly below the stock market price of shares of the Company of the same kind at the point in time the issue price is determined. This exclusion of the subscription right shall in each case be limited to a maximum aggregate amount of 10% of the share capital of the Company existing at the point in time this authorization becomes effective or - if this amount is lower - this authorization is exercised. This limit shall include shares sold or issued upon the exclusion of subscription rights during the term of this authorization on the basis of other authorizations in direct or analogous application of section 186(3) sentence 4 AktG. Moreover, this limit also includes shares to be issued to settle option and/or conversion rights or obligations under convertible bonds or bonds with warrants or convertible profit-participation rights or profit-sharing certificates with warrants, to the extent that these bonds or profit participation rights are issued during the term of this authorization in analogous application of section 186(3) sentence 4 AktG upon exclusion of the subscription rights.

The management board shall be authorized to define the further details of capital increases from the authorized capital subject to the supervisory board's consent. The supervisory board shall be authorized to amend clause 4 (1) and clause 4 (3) of the Articles of Association in accordance with the respective utilization of the authorized capital 2016 as well as after the expiration of the period of authorization."

- d. The management board is instructed to apply with the commercial register for the registration of the cancellation of the existing authorized capital pursuant to lit. a and the adoption of the resolution on the creation of a new authorized capital with a corresponding amendment of the Articles of Association in clause 4 (3) of the Articles of Association pursuant to lit. b. and c., provided that the registration occurs in the aforementioned order and that the registration regarding the cancellation of the existing authorized capital pursuant to lit. a only occurs if it is ensured that the resolution on clause 4 (3) of the Articles of Association pursuant to lit. c. is registered immediately afterwards.

Written report of the management board to the Annual General Meeting regarding agenda item 6 (Resolution on the cancellation of the authorized capital in accordance with clause 4 (3) of the Articles of Association and the creation of a new authorized capital with the option to exclude subscription rights and on a corresponding amendment of the Articles of Association)

The existing authorized capital shall be replaced by a new authorized capital to enable the Company to respond to the market conditions both in the long-term and with as little impact on the stock market price as possible and, in particular, to create an option to respond to the requirements of the capital market at short notice and with high flexibility as is customary on the market and in the industry. The proposed new authorization enables the management board to increase the Company's share capital once or several times by up to a total of EUR 6,200,000 by issuing new

non-par value shares against contributions in cash and/or in kind (authorized capital 2016). The proposed authorization shall expire on May 18, 2021.

With regard to agenda item 6, the management board submits in accordance with sections 203 (2), 186 (4) sentence 2 AktG the following report on the reasons for the exclusion of the subscription rights of the shareholders. As of the day the Annual General Meeting is convened, the report is available for inspection by the shareholders at the Company's business premises and may also be accessed on the Internet at <http://www.uniwheels.com/uwag/en/home/investor-relations/annual-general-meeting/>. Upon request, a copy of the report will be sent to each shareholder without undue delay and free of charge. The report has the following content:

When utilizing the authorized capital 2016, the shareholders shall generally be granted a subscription right. So as to simplify handling, use can be made of the option to issue new shares to a bank or a consortium of banks together with the obligation to offer the shares to shareholders in proportion to their subscription right (indirect subscription right within the meaning of section 186 (5) AktG).

In the cases explained in more detail below, the management board shall be permitted to exclude the subscription right of the shareholders, subject to the supervisory board's consent:

- The management board shall be authorized to exclude fractions from the subscription right of the shareholders. Such an exclusion of the subscription right is intended to provide for a practical subscription ratio and, thus, to simplify the technical implementation of a capital increase. As a rule, the value of fractions is low, however, expenses for the issuance of shares without the exclusion of subscription rights for fractions are usually considerably higher. The costs of trading in subscription rights in case of fractions would be disproportionate compared to the benefit of the shareholders. As so-called "free fractions", the new shares excluded from the shareholders' subscription right will be realized to the greatest possible advantage for the Company. Thus, the exclusion of the subscription right in these cases serves the practicability and the simplified implementation of an issuing. The potential dilution effect is small due to the limitation to fractions.
- The terms and conditions of option and conversion rights under bonds possibly issued in the future by the Company or by group companies, in which the Company directly or indirectly holds 100% of the shares, may provide for the right to reduce the conversion or option price in accordance with a dilution protection formula in case of a subscription offer to the shareholders of the Company for new shares, unless the holders of conversion or option rights are offered a subscription right to new shares in the same scope as the holders of these conversion and option rights would have following the exercise of their rights and/or the fulfillment of any conversion or option obligations. In order to keep both options open, the management board shall be authorized to exclude the subscription right of the shareholders to the extent necessary to grant the aforementioned subscription right to holders of conversion or option rights. With regard to the implementation of the necessary dilution protection, it might be more favorable for the Company to grant a subscription right to the owners of conversion or option rights than to reduce the conversion or option price, because this would not reduce the inflow of capital intended by the issuing of the financial instruments underlying the conversion or option rights.
- In addition, the management board shall be granted the option to implement capital increases against contribution in kind under exclusion of the subscription right in appropriate individual cases subject to the supervisory board's consent, *inter alia*, to be in a position to seize

opportunities to acquire companies, equity interests or parts of companies quickly and flexibly. As consideration, the grant of shares may be expedient or even required to protect liquidity or to comply with the expectations of the contracting partner. The possibility to offer shares of the Company as consideration is in particular necessary with respect to international competition for promising acquisition targets and creates the necessary leeway to make use of arising opportunities to acquire companies, equity interests or parts of companies or other assets in a liquidity-protecting fashion. The granting of shares can also make sense under the aspect of an optimum financing structure. The authorization enables the Company to also acquire larger companies or equity interests in suitable cases, to the extent that this is in the Company's and, thus, in the shareholders' interest. The Company does not suffer any disadvantage because the issuing of shares against a contribution in kind requires that the value of the contribution in kind is in an appropriate proportion to the value of the shares. When determining the valuation ratio, the management board will ensure that the interests of the Company and its shareholders are reasonably safeguarded and an appropriate issue price for the new shares will be achieved.

- In addition, the management board shall be authorized to exclude the subscription right of the shareholders, subject to the supervisory board's consent, to issue shares at preferential conditions to individuals employed by the Company or group companies in which the Company directly or indirectly holds a majority interest. This group of individuals does not include the management board and the supervisory board of the Company as well as the management board, the supervisory board, the management bodies and other legal representatives (*Organwalter*) of group companies in which the Company directly or indirectly holds a majority interest. In this context, the exclusion of the subscription right shall be limited to a maximum aggregate amount of 5% of the share capital existing both at the point in time this authorization becomes effective and at the time this authorization is exercised. Thus, the Company has the opportunity to reward the work of its employees and of the employees of its group companies in which the Company directly or indirectly holds a majority interest by issuing shares and providing the employees with an instrument to participate in the Company's success. This is also in the shareholders' interest. If the subscription right of the shareholders is excluded, the Company can selectively issue shares to the employees by utilizing the authorized capital.
- In addition, the management board shall be able to exclude the subscription right in case of a capital increase against contribution in cash pursuant to sections 203 (1) and (2), 186 (3) sentence 4 AktG if the issue price of the new shares is not significantly below the stock market price of the shares of the same kind and class already traded on the stock exchange.

It can be expedient to make use of this option to exclude the subscription right provided for by statutory law in order to quickly and flexibly take advantage of favorable market conditions and to satisfy any arising capital need even at very short notice, if necessary. The two-week subscription period (section 186 (1) sentence 2 AktG) required in case a subscription right is granted does not allow for a similarly quick response to current market conditions. Moreover, due to the volatility of the stock markets market-oriented conditions can usually only be achieved if the Company is not bound over a longer period of time. If a subscription right is granted, section 186 (2) AktG requires that the final subscription price shall be published no later than three days prior to the expiry of the subscription period. Thus, compared to an allotment of shares without subscription rights, there is an increased market risk if a subscription right is granted - in particular the risk of changes in the share price existing over several days. In case a subscription right is granted, corresponding safety discounts on the current stock market price are regularly required for a successful placement; this usually results

in less favorable conditions for the Company as in the case of a capital increase with an exclusion of subscription rights. The exclusion of subscription rights makes it possible to place the shares at a price close to the stock market price. In addition, if a subscription right is granted, a full placement is not necessarily guaranteed due to the uncertainty whether and to what extent the eligible persons exercise the subscription rights and a subsequent placement with third parties usually entails additional costs.

The portion of the share capital allocable to the issued shares in case of such an exclusion of subscription rights must not exceed an aggregate of 10% of the share capital of the Company, neither at the point in time the authorization becomes effective nor at the point in time it is exercised. Within this limit, the legislator deems it acceptable for the shareholders to maintain their share ratio by means of purchases on the market, if desired. This limit of 10% of the share capital also includes the pro-rata amount of the share capital allocable to shares that are issued or sold, upon exclusion of the a subscription right during the term of the authorized capital 2016 on the basis of an authorization to issue new shares or to sell treasury shares in direct or analogous application of section 186(3) sentence 4 AktG. In addition, this limit also includes the pro-rata amount of the share capital allocable to shares that can or must be issued to settle bonds with a conversion or option right or a conversion or option obligation, to the extent that the bonds are issued during the term of the authorized capital 2016 upon exclusion of the subscription right of the shareholders in analogous application of section 186(3) sentence 4 AktG. These inclusions serve to protect the shareholders by keeping the pro-rata dilution of their shareholding as low as possible. The requirement of the issue price of the new shares being close to the stock market price is intended to counter an economic dilution of the shareholding. Thus, it is ensured that the financial and equity interests are reasonably safeguarded upon utilizing the authorized capital 2016 with the exclusion of the subscription right in accordance with section 186(3) sentence 4 AktG, while at the same time the Company gains more options to act in the interest of all shareholders.

Currently, there are no specific plans for the utilization of the authorized capital 2016. The proposed anticipatory resolutions providing for the option to exclude subscription rights are customary. The consent of the supervisory board is required for all cases providing for an exclusion of the subscription right proposed herein. In addition, the management board will carefully examine in each case whether the utilization of the authorized capital 2016 is in the Company's interest; by doing so, it will also examine whether an exclusion of the subscription right, if any, is factually justified in the individual case. The management board will report any utilization of the authorized capital 2016 to the next general meeting.

Requirements for the participation in the Annual General Meeting and the exercise of the voting right

Only those shareholders shall be entitled to participate in the Annual General Meeting and exercise their voting rights in person or by proxy who have registered in due time prior to the Annual General Meeting.

The registration shall be in German or English and in text form (section 126b German Civil Code (*Bürgerliches Gesetzbuch*)).

In order to prove their entitlement to participate in the Annual General Meeting and to exercise their voting rights, shareholders shall enclose to their registration a separate proof of shareholding in

text form and in German or English issued by a domestic or foreign securities depository institution (proof of shareholding). Securities depository institutions within the meaning of the foregoing sentence shall include, without limitation, domestic or foreign central depositories for securities. The proof of shareholding must relate to the beginning of the twenty-first day (local time at the Company's registered seat) before the Annual General Meeting, i.e. **April 28, 2016, 00:00 hrs. CEST** (record date).

Only parties who have provided this proof of shareholding are considered to be shareholders of the Company entitled to participate in the Annual General Meeting or to exercise their voting rights. This means that shareholders having acquired their shares only after the record date may neither participate in the Annual General Meeting nor do they have any voting rights in the Annual General Meeting. The record date shall have no effect on the marketability of the shares. Shareholders selling their shares after the record date shall, nevertheless, be entitled to participate in the Annual General Meeting and exercise their voting rights if they have registered in due time and submitted the proof of shareholding. The record date shall have no effect on the entitlement to dividend payments.

The registration and the proof of shareholding must be received by the Company at the following address, fax number or e-mail address by **May 12, 2016, 24:00 hrs. CEST** at the latest:

UNI WHEELS AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany

Fax number: +49 (0) 89 210 27 289

E-mail address: meldedaten@hce.de

Shareholders registering for the Annual General Meeting will receive a ticket. Tickets are organizational aids only and no requirement for the participation in the Annual General Meeting and the exercise of the voting right.

Due to the admission of the shares on the Warsaw Stock Exchange, the Company is obliged to provide the Polish Financial Market Authority (Komisja Nadzoru Finansowego – KNF), no later than on the day before the Annual General Meeting, with a list of the shareholders entitled to participate in the Annual General Meeting plus the respective number of shares held by them as well as their voting rights. Moreover, it shall publish, within seven days after the Annual General Meeting, a list of the shareholders having held at least 5 percent of the voting rights in the Annual General Meeting plus the respective number of voting rights held by them and their percentage of shares represented in the Annual General Meeting and in the total number of shares, and submit such list to the Warsaw Stock Exchange, the KNF and the Polish press agency (Polskiej Agencji Prasowej – PAP), respectively.

Information on the casting of votes by a proxy

The shareholders may also have their voting rights in the Annual General Meeting exercised by a proxy, e.g., the depository bank or any other credit institution, a shareholders' association, proxies bound by the instructions of and appointed by the Company or any other individual of their choice.

In case that voting rights are assigned to proxies, registration in due time and receipt of the proof of shareholding in due time and in the above-described form shall also be required. In the event that a shareholder authorizes more than one individual, the Company reserves the right to reject one or several of these proxies.

Procedure for the casting of votes by proxies

Shareholders who do not wish to exercise their voting rights in the Annual General Meeting in person but have them exercised by proxies shall duly authorize such proxies prior to the vote.

Powers of attorney to exercise the voting right, their revocation and proof of authorization vis-à-vis the Company shall require text form if neither a credit institution nor a shareholders' association or any other equivalent individual or institution pursuant to section 135 (8) and (10) in conjunction with section 125 (5) AktG is authorized to exercise the voting right. The power of attorney shall either be granted vis-à-vis the Company using the following address, fax number or e-mail address:

UNI WHEELS AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany

Fax number: +49 (0) 89 210 27 289

E-mail address: vollmacht@hce.de

or directly vis-à-vis the proxy. The same shall apply to the revocation. If the power of attorney is granted vis-à-vis the proxy, a proof of authorization in text form shall be required vis-à-vis the Company if neither a credit institution nor a shareholders' association or any other individual or institution pursuant to section 135 (8) and (10) in conjunction with section 125 (5) AktG is authorized.

For granting the power of attorney, the form printed on the ticket may be used. It is, however, also possible for shareholders to issue a separate power of attorney. A power of attorney form can be found on the Internet at <http://www.uniwheels.com/uwag/en/home/investor-relations/annual-general-meeting/>; powers of attorney may, however, also be granted in any other way complying with the form requirement.

Shareholders and their proxies may submit the proof of authorization or revocation of the power of attorney to the Company using the following address, fax number or e-mail address:

UNI WHEELS AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany

Fax number: +49 89 210 27 289

E-mail address: vollmacht@hce.de

On the day of the Annual General Meeting, such proof may also be furnished at the entrance and exit control of the Annual General Meeting.

If powers of attorney to exercise voting rights are granted to credit institutions or shareholders' associations or any other individual or institution pursuant to section 135 (8) and (10) in conjunction with section 125 (5) AktG, such individuals or institutions may stipulate their own form requirements, which are to be inquired with the respective individual or institution to be granted the power of attorney.

Authorization of proxies appointed by the Company

In addition, we offer our shareholders to have themselves represented in the votes by proxies appointed by the Company, as directed by them. For this purpose, the proxy must be granted power of attorney and be given express and specific instructions for exercising the voting right with regard to any relevant agenda item. To the extent there is no express and specific instruction, the proxy shall abstain from voting on the respective subject matter of the vote. Proxies are obligated to vote as instructed.

The proxies appointed by the Company shall not accept instructions to make statements, file objections against resolutions adopted by the Annual General Meeting, raise questions or file motions. They shall only vote on such motions and proposals for which there are proposed resolutions by the management board and/or the supervisory board announced within the scope of such convocation or later pursuant to section 124 (3) AktG or by shareholders pursuant to sections 124 (1), 122 (2) sentence 2 AktG, or which are made accessible pursuant to sections 126, 127 AktG.

Instructions to the proxies appointed by the Company with regard to agenda item 2 of this invitation shall also apply in case of the adjustment of the proposal regarding the appropriation of profits as a result of a change in the number of shares entitled to dividends. If an individual vote (*Einzelabstimmung*) instead of a collective vote (*Sammelabstimmung*) is taken on an agenda item, the instruction with regard to this agenda item shall apply accordingly to each item of the individual vote.

Powers of attorney and instructions to the proxies appointed by the Company may be granted and/or given in text form using the power of attorney and instruction form printed on the tickets and available on the Internet at <http://www.uniwheels.com/uwag/en/home/investor-relations/annual-general-meeting/> as well as in the Annual General Meeting, or in any other way complying with the form requirement.

For organizational reasons, powers of attorney and instructions granted and/or given in text form to the proxies appointed by the Company already prior to the Annual General Meeting must be received by the Company at the following address, fax number or e-mail address by **May 18, 2016, 24:00 hrs. CEST** at the latest:

UNI WHEELS AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany

Fax number: +49 (0) 89 210 27 289

E-mail address: vollmacht@hce.de

This shall not affect the possibility to grant and/or give, change or revoke powers of attorney or instructions in text form to the proxies appointed by the Company at the entrance or exit control of the Annual General Meeting on the day of such meeting.

If the shareholder or any other individual authorized by the shareholder participates in the Annual General Meeting in person, any power of attorney granted to the proxies appointed by the Company in advance as well as any instructions shall become obsolete.

Shareholders' rights

Shareholders' rights prior to and during the Annual General Meeting shall, among others, include the following. For further details in this respect, please visit <http://www.uniwheels.com/uwag/en/home/investor-relations/annual-general-meeting/>.

Addition of items to the agenda

Shareholders whose shares account for a total pro-rata amount of EUR 500,000 of the share capital (which corresponds to 500,000 shares) may request that items be placed on the agenda and announced pursuant to section 122 (2) AktG. A statement of reasons or a draft resolution must be attached to each new item. Such request is to be addressed in writing to the following address:

UNI WHEELS AG
Management board
Gustav-Kirchhoff-Str. 10
67098 Bad Dürkheim
Germany

It must be received by the Company no later than 30 days prior to the Annual General Meeting, not taking into account the day of receipt of the request. Thus, the last possible day of receipt is **Monday, April 18, 2016, 24:00 hrs. CEST**. Pursuant to section 122(2) sentence 1 in conjunction with section 142(2) sentence 2 AktG, the relevant shareholders must provide evidence that they have owned the required number of shares for at least three months prior to the day of the Annual General Meeting, i.e. since February 19, 2016, 00:00 hrs. CET.

Additions of items to the agenda that are to be announced shall be published in the German Federal Gazette without undue delay upon receipt of the request, and forwarded to those media for publication which can be assumed to disseminate the information throughout the entire European Union. They shall further be published on the Internet at <http://www.uniwheels.com/uwag/en/home/investor-relations/annual-general-meeting/> and communicated to the shareholders.

For further explanations as to any additions of items to the agenda, please visit <http://www.uniwheels.com/uwag/en/home/investor-relations/annual-general-meeting/>.

Counter motions and election proposals

Shareholders may file counter motions against proposals of the management board and/or the supervisory board with respect to a particular agenda item. Shareholders wishing to announce motions to be filed with the Annual General Meeting shall submit such motions exclusively to the following address, fax number or e-mail address:

UNI WHEELS AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany

Fax number: +49 (0) 89 210 27 289

E-mail address: gegenantraege@hce.de

The Company shall make accessible any counter motions against proposals made by the management board and/or the supervisory board with respect to the agenda items to be made accessible pursuant to section 126 (1) AktG, including the respective shareholder's name, the underlying reasons and comments on the part of the administration, if any, on the Company's website at <http://www.uniwheels.com/uwag/en/home/investor-relations/annual-general-meeting/> if the counter motion and the reasons have been received at one of the aforementioned addresses by the end of **May 4, 2016 (12:00 a.m. CEST)** at the latest.

Under certain conditions, the Company is not obliged to make accessible a counter motion and the reasons given for such counter motion. Pursuant to section 126 (2) AktG, this is for example the case if the counter motion would result in a resolution of the Annual General Meeting which is either unlawful or in breach of the Articles of Association or if the reasons contain key statements which are manifestly incorrect or misleading or of an insulting nature.

The reasons given for an admissible counter motion need not be made accessible if the text exceeds 5,000 characters in total. The management board of the Company reserves the right to combine counter motions and the reasons given for them if several shareholders file counter motions relating to the same subject matter of a resolution.

The above statements, including the above-specified addresses, shall apply analogously to election proposals made by shareholders, subject to the provision that there is no need for reasons to be given for the election proposal and that the Company is also not obliged to make the election proposal accessible if it lacks the name, practiced profession and place of residence of the individual to be elected (section 127 AktG). Proposals for the election of supervisory board members also need not be made accessible if they do not include information on the membership of the suggested candidate in other statutory supervisory boards within the meaning of section 125 (1) sentence 5 AktG.

Please note that even if counter motions and election proposals are submitted to the Company in due time in advance, they shall only be considered in the Annual General Meeting if they are made and/or submitted orally in such meeting. The right of every shareholder to file counter motions regarding the various agenda items or to submit election proposals during the Annual General Meeting without having submitted them to the Company in advance shall remain unaffected.

Right to information pursuant to 131 (1) AktG

To the extent required to allow for a proper assessment of the agenda items, each shareholder shall, upon request, be provided by the management board with information in the Annual General Meeting regarding the Company's affairs. The obligation to provide information also extends to the legal and business relationships between the Company and any associated company, the situation of the group and the companies included in the consolidated financial statements.

The management board may refuse to provide information for the reasons set forth in section 131 (3) AktG, for example, in so far as according to sound business judgment, providing such information is likely to cause significant damage to the Company or any associated company.

Clause 17 (4) of the Articles of Association of the Company authorizes the chairperson to impose a reasonable time limit on the shareholders' right to ask questions and to make statements. The chairperson shall, in particular, be authorized to reasonably determine – at the beginning of the Annual General Meeting or during its course – a time frame with respect to the course of the meeting, the discussion on individual agenda items as well as individual statements or questions.

Reference to the Company's website and further explanations

This convocation of the Annual General Meeting, the documents to be made accessible and the motions filed by shareholders as well as any further information are also available on the Company's website at <http://www.uniwheels.com/uwag/en/home/investor-relations/annual-general-meeting/> pursuant to section 124a AktG. Further explanations as to the shareholders' rights pursuant to sections 122 (2), 126 (1), 127 and 131 (1) AktG can also be found on this website. Moreover, all documents to be made accessible to the Annual General Meeting are available for inspection in the Annual General Meeting.

Number of shares and voting rights

At the time the Annual General Meeting is convened, the Company's share capital is divided into 12,400,000 non-par value bearer shares. Each share entitles its holder to one vote. At the time the Annual General Meeting is convened, the Company holds no treasury shares. The total number of shares and voting rights existing at the time the Annual General Meeting is convened is, thus, 12,400,000.

Bad Dürkheim, in April 2016

The Management Board

UNI WHEELS AG

Additional Information for foreign shareholders

How can I prove my entitlement to participate in the Annual General Meeting and to exercise voting rights?

In order to prove entitlement to participate in the Annual General Meeting and to exercise voting rights, shareholders are required to enclose to their registration a separate proof of shareholding in text form and in German or English issued by a domestic or foreign securities depository institution (proof of shareholding). Securities depository institutions within the meaning of the foregoing sentence include, without limitation, domestic or foreign central depositories for securities.

The proof of shareholding must relate to the beginning of the twenty-first day (local time at the Company's registered seat) before the Annual General Meeting, i.e. April 28, 2016, 00:00 hrs. CEST ("Record Date").

Non-German securities depository institutions might limit the validity of such proof of shareholding to a certain period of time. Please note that the Company will accept a proof of shareholding which is no longer valid provided it has been valid at the Record Date.

When will be the pay date for the dividend / When will be the ex dividend date?

Provided the shareholders approve the dividend proposal, the dividend amount will be paid on the first working day after the Annual General Meeting, i.e. on May 20, 2016 to the securities depository institutions which will take care of the dissemination to the shareholders. This will also be the day of ex dividend trading in the stock.

Until when do I need to purchase shares to be entitled to a dividend?

In order to be entitled to the dividend payment after the Annual General Meeting, you need to buy the shares at the latest on the day of the Annual General Meeting. A minimum period of holding the shares before or after the Annual General Meeting is not required. In case of a purchase off-exchange/over-the-counter deviations may apply. You can obtain information about possible deviations from the seller of the shares.

Status as of 7 April 2016