

**EBI report no. 1/2017 dated 4 April 2017**

Subject: **Non-compliance with Recommendation IV.R.1**

Report: The Executive Board of UNIWHEELS AG (the "**Company**") hereby informs that the Company's Executive Board on March 30, 2017, with the consent of the Company's Supervisory Board of today, adopted a resolution on the postponement of the Company's annual shareholders' meeting to August 1, 2017. As consequence, the Company will not comply with Recommendation IV.R.1 of the Warsaw Stock Exchange "Best Practices for GPW Listed Companies 2016" according to which "*Companies should strive to hold an ordinary general meeting as soon as possible after the publication of an annual report and set the date in keeping with the applicable legislation.*" The Company published its annual report on March 23, 2017. According to German corporate law the annual general meeting shall take place not later than on August 31, 2017.

As initially announced on its website under "Financial Calendar 2017", the Company has planned to hold its annual shareholders' meeting on May 30, 2017 in Bad Dürkheim. However, the Company's Executive Board does not consider that it would be in the best interest of the Company and its shareholders to hold the Company's annual shareholders' meeting on May 30, 2017, as initially envisaged, due to, inter alia, the fact that on March 23, 2017, the Company's current major shareholder, UNIWHEELS Holding (Malta) Ltd. ("**UHM**") notified the Company that it has entered into an irrevocable undertaking (the "**Irrevocable Undertaking**") with Superior Industries International, Inc. ("**Superior**") to sell all its shares in the Company (representing approximately 61.29% of the current outstanding share capital of the Company) to Superior Industries International AG, a wholly-owned subsidiary of Superior and that on the same day the Company has further been informed that Superior Industries International AG launched a tender offer to acquire 100% of the Company's shares (including the shares held by UHM).

In this context, the Company has learned from the content of the Irrevocable Undertaking (as published by Superior on March 24, 2017 at [www.sec.gov](http://www.sec.gov)) that two members of the Supervisory Board (including the current chairman of the Supervisory Board who would normally chair the Company's annual shareholders' meeting) will step down from their office as members of the Company's Supervisory Board once the tender offer has successfully been closed; and that there can therefore be no certainty that the Company will be in a position to replace these two members of the Supervisory Board in a timely manner by court decision for the new members of the Supervisory Board to be able to participate in the Company's annual shareholders' meeting. Furthermore it is not in the Company's best interest to make the annual shareholders' meeting a forum for the shareholders to discuss the tender offer, also with a view to the obligation of UHM contained in the Irrevocable Undertaking to vote against any resolution on the distribution of dividends until the settlement of the tender offer. Furthermore, since the initially envisaged record date for the annual shareholders' meeting to take place on May 30, 2017 would fall on May 9, 2017, it could result in a situation where none of the persons or entities voting on the annual shareholders' meeting would be the Company's shareholder anymore and could also adversely impact the attendance rate at the annual shareholders' meeting.



**UNI WHEELS**  
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The Company does not expect that a similar situation will occur again in the foreseeable future.

Legal grounds: § 29.3 of the Warsaw Stock Exchange Rules