

Current report no. 08/2017 dated 23 June 2017

Subject: Invitation to the Annual General Meeting 2017 UNIWHEELS AG

Content:

The Executive Board of UNIWHEELS AG is pleased to invite our shareholders to the Annual General Meeting to be held at Hotel Mercure, Kurbrunnenstraße 30-32, 67098 Bad Dürkheim, Germany, on Tuesday, August 1, 2017, at 12:00 pm (noon) CEST.

Agenda*

- 1. Presentation of the adopted annual financial statements and the management report of UNIWHEELS 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 2016.**

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 2016**

The management board and the supervisory board propose that the balance-sheet profit of UNIWHEELS AG for the fiscal year 2016 in the amount of EUR 34,857,886.65 is appropriated as follows:

Proposal regarding the appropriation of the balance sheet profit

Distribution of a dividend of EUR 2.00 for each non-par value share entitled to dividends	EUR 24,800,000.00
Carry forward to new accounts	EUR 10,057,886.65
Balance sheet profit	EUR 34,857,886.65

The proposal regarding the appropriation of the balance sheet profit does not take treasury shares into account. Should the Company hold treasury shares at the point in time when the General Meeting resolves on the appropriation of the balance sheet profit, an amended proposal for a resolution will be put to vote at the General Meeting, which shall provide, as before, for a dividend of EUR 2.00 for each non-par value share entitled to dividends for the lapsed fiscal year 2016 as well as for correspondingly adjusted amounts regarding the amount to be distributed and the amount to be carried forward to new accounts.

Pursuant to section^o58 (4) sentence 2 German Stock Corporation Act (Aktiengesetz, "AktG") in the form as amended as of January 1, 2017, the claim to payment of the dividends is due on the third business day in Germany following the resolution of the General Meeting, therefore on August 4, 2017.

3. Resolution on the formal approval of the actions of the members of the management board of UNIWHEELS AG for the fiscal year 2016

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 2016 for that period.

4. Resolution on the formal approval of the actions of the members of the supervisory board of UNIWHEELS AG for the fiscal year 2016

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 2016 for that period.

5. Resolution on the election of the auditor and group auditor for the fiscal year 2017 as well as of the auditor for a review of the interim financial report as per June 30, 2017

Based on the recommendation of the audit committee, the supervisory board proposes to elect Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, as auditor and group auditor for the fiscal year

2017 and as auditor in charge of the review of the interim financial report as per June 30, 2017.

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 election of the auditor for the audit of the closing balance sheet

Superior Industries International Germany AG with seat in Frankfurt/Main, registered with the commercial register of the local court of Frankfurt/Main, informed the Company on June 1, 2017 that it directly holds in total 11,445,080 shares with no par value in the Company. This corresponds to approx. 92.29% of the registered share capital of the Company.

In addition, Superior Industries International Germany AG has informed the Company on June 8, 2017 that it intends to implement a group internal merger of the Company as the transferring entity into Superior Industries International Germany AG as acquiring entity. In this connection, the minority shareholders of the Company shall be squeezed out pursuant to section 62 para. (1), para. (5) of the German Transformation Act ("*Umwandlungsgesetz*") and sections 327a et. seqq. German Stock Corporation Act ("*Aktiengesetz*").

The commercial register application of the Company regarding the merger requires a submission of a balance sheet of the Company which is prepared as of a date not older than eight months prior to the date of the application (closing balance within the meaning of section 17 para. (2) of the German Transformation Act ("*Umwandlungsgesetz*"). For this balance sheet, the rules on the annual financial statements and its audit apply accordingly.

The most recent audited balance sheet of the Company has been prepared as of December 31, 2016 und can therefore not be used for the intended merger. Therefore, an interim balance sheet shall be prepared and used as closing balance sheet and shall be audited by an auditor.

Based on the recommendation of the audit committee, the supervisory board proposes to the general meeting to elect Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, as auditor for the closing balance sheet on which the merger of the Company into Superior Industries International Germany AG will be based.

7. Resolution on elections to the supervisory board

With effect as per June 12, 2017, Mr. Donald James Stebbins and Mr. Kerry Alan Shiba were appointed by court as members of the supervisory board of UNI WHEELS AG replacing the members Mr. Ralf Schmid and Mr. Michael Schmid, who retired on May 30, 2017. The term of office of the court-appointed members of the supervisory board Mr. Donald James Stebbins and Mr. Kerry Alan Shiba will end upon conclusion of the annual general meeting in August 2017.

In accordance with sections 96 para. (1), 101 para. (1) German Stock Corporation Act ("*Aktiengesetz*") in conjunction with section 9 para. (1) of the articles of association of



the Company the supervisory board consists of three members, of which at least one member must be independent and have expertise in the fields of financial/accounting or auditing. The supervisory board members are elected by the annual general meeting.

The right of UNI WHEELS Holding (Malta) Limited with its registered address in Sliema SLM 1641, Malta, registered with the commercial register of Malta under C 30698, pursuant to section 9 para. 2 of the articles of association of the Company to appoint a member of the supervisory board does no longer apply, because UNI WHEELS Holding (Malta) Limited is no longer a shareholder of the Company and has irrevocably waived its right to appoint supervisory board members by declaration dated June 1, 2017.

The acting member of the supervisory board Dr. Wolfgang Baur is independent and has expertise in the fields of financial/accounting and auditing.

It is intended to align the terms of office of the supervisory board members. Dr. Wolfgang Baur has been elected until the conclusion of the annual general meeting resolving on the formal approval for the fiscal year 2019. The term of the newly elected supervisory board members shall end at the same time, i.e. also upon the conclusion of the annual general meeting resolving on the formal approval for the fiscal year 2019.

In compliance with the German Corporate Governance Code (last amended on February 7, 2017), it is envisaged to hold the elections to the supervisory board by way of a separate vote on the individual candidates.

In consideration of the objectives adopted by the supervisory board with regard to the composition of the supervisory board and based on the recommendation of the nomination committee, the supervisory board proposes to elect the following individuals to the supervisory board for the time as of the conclusion of the annual general meeting on August 1, 2017 until the conclusion of the annual general meeting resolving on the formal approval for fiscal year 2019:

- (a) Mr. Donald James Stebbins, resident at Bloomfield Hills, Michigan, USA, Chief Executive Officer, Director and President of Superior Industries International, Inc. and
- (b) Mr. Kerry Alan Shiba, resident at Mission Viejo, California, USA, Chief Financial Officer of Superior Industries International, Inc.

8. Resolution on the amendment of sections 9 and 17 of the Articles of Association

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

- a. Section 9(2) of the Articles of Association shall be deleted without substitution.
- b. Section 17(1) of the Articles of Association shall be restated as follows:
 - “(1) The chairman of the supervisory board or another member of the supervisory board designated by the chairman of the supervisory board shall act as chairman of the general meeting. In the event that neither the chairman of the supervisory board nor a member of the supervisory board designated by the chairman of the supervisory board accepts to act as chairman of the general meeting, the general meeting will elect



the chairman of the general meeting; such election will be chaired by the chairman of the management board.”

By declaration dated 1 June 2017, UNIWHEELS Holding (Malta) Limited with its registered address in Sliema SLM 1641, Malta, registered with the commercial register of Malta under C 30698, in its capacity as owner of the right to appoint supervisory board members included in section 9(2) of the Articles of Association, has granted its consent to the deletion of section 9(2) of the Articles of Association.

9. Resolution on the re-materialization of shares

The Chairman declared that Superior Industries International Germany AG with registered office in Frankfurt/Main, registered with the commercial register of the local court of Frankfurt/Main under HRB 107708, has asked the Company with letter dated June 8, 2017 (attached as annex, together with the subsequently published ESPI Report of the Company dated June 8, 2017), to add an agenda item on the passing of a resolution regarding the de-listing of the shares of the Company to the agenda for the general meeting on August 1, 2017.

In connection with the de-listing, the following measures are required pursuant the Polish capital market law regulations (in particular Article 91 of the Polish Act regarding public offerings and the pre-requisites of the introduction of financial instruments to trading on a regulated market as well as listed companies, "PGÖ"):

1. So called "re-materialization" of the shares, i.e. the annulment of the devaluation of the global share certificate regarding the shares in the Company which is currently deposited with the bank Zachodni WBK S.A. and which took place in the course of the initial public offering and in connection with the delivery of the shares to the Polish clearing office "National Depot for Securities". This re-materialization of the shares requires pursuant to Article 91 para. (1) PGÖ a formal authorization of the Polish financial markets authority. Upon the authorization of the Polish financial markets authority becoming effective, the Company is no longer subject to the legal obligations of a listed company under the PGÖ.
2. Pursuant to article 91 para. (6) PGÖ it is a mandatory requirement of a re-materialization of shares that the majority shareholder of the company makes a tender offer to the other shareholders. Superior Industries International Germany AG has already published such tender offer on June 9, 2017. Based thereon, the subscription period will start on June 30, 2017 and will end on July 31, 2017.
3. Pursuant to Article 91 para. (4) PGÖ it is further required that the general meeting of the company passes a resolution on the re-materialization of the shares with a majority of 90% of the votes of the shareholders present and entitled to vote (as well as a minimum quorum of 50% of the shareholders entitled to vote. The majority shareholder making the tender offer has to make a request to the company pursuant to Article 91 para. (4) PGÖ to add a corresponding resolution to the agenda of the general meeting.

The management board and the supervisory board agree that the de-listing of the shares of the company from the Warsaw Stock Exchange and the corresponding re-materialization is in the best interest of the Company. This is based on the following:



As a result of the acquisition of 92.92% of the shares in the Company by Superior Industries International Germany AG, the Company indirectly gained access to financing on the US capital market, as Superior Industries International, Inc., the parent company of Superior Industries International Germany AG is listed at the New York Stock Exchange. For group financing purposes it is no longer essential to maintain the listing of the shares of the Company. In addition the Company may save the costs incurred in connection with the listing of the shares of the Company.

The management board and the supervisory board propose to pass a resolution on the re-materialization of the shares in UNIWHEELS AG.

10. Resolution on the approval of the general meeting of certain measures in connection with the de-listing of the shares in the Company

In connection with the de-listing of the shares of the Company the management board of the Company will pursuant to the applicable rules of the Polish capital markets law have to apply for (i) the approval of the Polish Financial Authority for re-materialization of shares, (ii) the termination of the listing of the shares of the company with the Warsaw Stock Exchange, and (iii) the de-registration of shares from the National Deposit of Securities.

As these measures are exceptional management measures with material impact which may be reversed with high expenditure only, the management board has decided to present the decision whether these measures shall be implemented to the general meeting pursuant to section 119 para. (2) for its approval.

The management board and the supervisory board propose to the general meeting to give its approval to the application of the following measures by the management board, during a period of time ending on 1 February 2019 24:00 hours, at the latest: (i) approval of the Polish Financial Authority for re-materialization of shares; (ii) termination of the listing of the shares of the company with the Warsaw Stock Exchange and (iii) de-registration of shares from the National Deposit of Securities.

Supplementary information on agenda item 6 (Elections to the supervisory board)

Further information on the candidates, in particular their CVs, are available on the Company's website at <http://www.uniwheels.com/uwag/en/home/investor-relations/annual-general-meeting>.

Donald James Stebbins and Kerry Alan Shiba are members of the following other statutory supervisory boards or comparable German and foreign supervisory committees of commercial enterprises:

Donald James Stebbins

Member of the board (Non-Executive Board Member) of Snap-on Tools Incorporated, U.S.A.

Kerry Alan Shiba

Member of the board (Non-Executive Board Member) of Ramsey Industries LLC

Information on the personal or business relationships of the proposed candidates pursuant to section 5.4.1 of the German Corporate Governance Code (last amended on February 7, 2017):



Donald James Stebbins and Kerry Alan Shiba have been members of the supervisory board of UNIWHEELS AG since June 12, 2017. In addition, they are holding the following positions with the major shareholder of UNIWHEELS AG, Superior Industries International, Inc. and its group companies.

Donald James Stebbins

Member of the management board (Chief Executive Officer, Director and President) of Superior Industries International, Inc., U.S.A.

Member of the management board (Executive Board Member) of Superior Industries International Holdings, LLC

Member of the management board (Executive Board Member) of Superior Industries International Asset Management, LLC

Member of the management board (Executive Board Member) of Superior Industries International Arkansas, LLC

Member of the management board (Executive Board Member) of Superior Industries International Michigan, LLC

Member of the management board (Executive Board Member) of SIIP Holdings, LLC

Member of the management board (Executive Board Member) of Superior Industries de Mexico, S. de R.L. de C.V.

Member of the management board (Executive Board Member) Superior Industries North America, S. de R.L. de C.V.

Member of the management board (Executive Board Member) of Superior Industries Trading de Mexico, S. de R.L. de C.V.

Member of the management board (Executive Board Member) of Superior Shared Services, S. de R.L. de C.V.

Member of the management board (Executive Board Member) of Superior Industries International (Dutch) B.V.

Member of the management board (Executive Board Member) of Superior Industries International (Ireland) Limited.

Kerry Alan Shiba

Executive Vice President and Chief Financial Officer der Superior Industries International, Inc.

Member of the management board (Executive Board Member) of Superior Industries International Holdings, LLC

Member of the management board (Executive Board Member) of Superior Industries International Asset Management, LLC

Member of the management board (Executive Board Member) of Superior Industries International Arkansas, LLC



Member of the management board (Executive Board Member) of Superior Industries International Michigan, LLC

Member of the management board (Executive Board Member) of SIIP Holdings, LLC

Member of the management board (Executive Board Member) of Superior Industries de Mexico, S. de R.L. de C.V.

Member of the management board (Executive Board Member) Superior Industries North America, S. de R.L. de C.V.

Member of the management board (Executive Board Member) of Superior Industries Trading de Mexico, S. de R.L. de C.V.

Member of the management board (Executive Board Member) of Superior Shared Services, S. de R.L. de C.V.

Member of the management board (Executive Board Member) of Superior Industries International (Dutch) B.V.

Member of the management board (Executive Board Member) of Superior Industries International (Ireland) Limited

According to the supervisory board's assessment, the above-named candidates do not have any other personal or business relationship with UNIWHEELS AG or its group companies, the bodies of UNIWHEELS AG or a majority shareholder of UNIWHEELS AG, the disclosure of which is recommended by the German Corporate Governance Code (last amended on February 7, 2017).

The supervisory board has obtained the proposed candidates' confirmation that they remain able to spend the time expected for the office.

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. **July 11, 2017, 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 **July 25, 2017, 24:00 hrs. CEST** at the latest:

UNI WHEELS AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

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

E-mail address: inhaberaktien@linkmarketservices.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 information agencies, 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 Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

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

E-mail address: inhaberaktien@linkmarketservices.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 Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

Fax number: +49 89 210 27 289

E-mail address: inhaberaktien@linkmarketservices.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 **July 31, 2017, 24:00 hrs. CEST** at the latest:

UNI WHEELS AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

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

E-mail address: inhaberaktien@linkmarketservices.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 **Saturday, July 1, 2017, 24:00 hrs. CEST**. Pursuant to section 122 (2) in conjunction with (1) AktG, the relevant shareholders must provide evidence that they have owned the required number of shares for at least 90 days prior to the day the request is received and that they hold the shares until the management board decides on the request, with section 70 AktG being applicable when calculating the time for holding the shares. . Section°121 (7) AktG is to be applied accordingly to the calculation of the period.

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/>.

Countermotions and election proposals

Shareholders may file countermotions 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 Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany



Fax number: +49 (0) 89 210 27 298

E-mail address: antraege@linkmarketservices.de

The Company shall make accessible any countermotions 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 countermotion and the reasons have been received at one of the aforementioned addresses by the end of **July 17, 2017 (24:00 hrs. CEST)** at the latest.

Under certain conditions, the Company is not obliged to make accessible a countermotion and the reasons given for such countermotion. Pursuant to section 126 (2) AktG, this is for example the case if the countermotion 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 countermotion 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 countermotions and the reasons given for them if several shareholders file countermotions 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 countermotions 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 countermotions 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.

Section 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 June 2017

UNI WHEELS AG

The Management Board

On behalf of UNI WHEELS AG:
Oliver Madsen
Head of Investor Relations and Group PR

UNI WHEELS AG
Gustav-Kirchhoff-Str. 10-18
67098 Bad Dürkheim
Germany
ISIN: DE000A13STW4
Main Market (Rynek Główny) of Warsaw Stock Exchange

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. July 11, 2017, 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 third German business day after the Annual General Meeting held on August 1, 2017. The dividend will therefore be paid on August 4, 2017 through the securities depository institutions which will take care of the dissemination to the shareholders. This timing deviates from the previous year and results from an amendment of section 58 (4) German Stock Corporation Act (Aktiengesetz (AktG)).

The day of ex dividend trading in the stock will be August 2, 2017, i.e., the first German business day after the Annual General Meeting.

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 purchase the shares on the day of the Annual General Meeting at the latest which means that they are normally booked in your custody account within 2 business days. Arrangements with your bank may prevail. Moreover, in case of an acquisition off-exchange/over-the-counter, deviations may apply. You can obtain information about possible deviations from your bank or the seller of the shares, respectively. Provided the shareholders approve the dividend proposal, the dividend amount will be paid by the Company on the third German business day after the Annual General Meeting. In order to receive a dividend payment, the relevant shares need to be booked in your custody account at the end of the second German business day after the Annual General Meeting (Dividend Record Date).

Status as of 22 June 2017