

INVITATION TO THE 19TH SHAREHOLDERS' MEETING



KEY FIGURES OF TAKKT GROUP

<i>in EUR million</i>	2013	2014	2015	2016	2017
Sales	952.5	980.4	1,063.8	1,125.0	1,116.1
Change in %	1.3	2.9	8.5	5.8	-0.8
EBITDA	122.8	137.3	157.3	171.3	150.3
in % of sales	12.9	14.0	14.8	15.2	13.5
EBIT	95.8	110.8	129.4	142.0	123.2
in % of sales	10.1	11.3	12.2	12.6	11.0
Profit before tax	81.2	99.3	119.9	132.5	115.0
in % of sales	8.5	10.1	11.3	11.8	10.3
Profit	52.5	65.7	81.0	91.4	96.3
in % of sales	5.5	6.7	7.6	8.1	8.6
TAKKT cash flow	83.4	98.7	114.2	125.6	109.1
Capital expenditure for investments	9.6	13.6	14.2	17.4	27.8
Capital expenditure for acquisitions	0.1	0.1	92.3	0.4	6.7
Depreciation, amortization and impairment	26.9	26.5	28.0	29.2	27.1
TAKKT cash flow per share in EUR	1.27	1.50	1.74	1.91	1.66
Earnings per share in EUR	0.80	1.00	1.24	1.39	1.47
Dividend per share in EUR	0.32	0.32	0.50	0.55*	0.55*
Non-current assets	649.0	663.6	735.6	729.9	692.6
in % of total assets	76.2	75.2	76.3	74.9	74.6
Total equity	332.5	386.8	473.4	537.8	567.8
in % of total assets	39.0	43.8	49.1	55.2	61.2
Net financial liabilities	273.0	217.5	244.0	177.5	135.2
Total assets	851.8	882.5	964.2	973.9	928.5
ROCE (Return on Capital Employed) in %	12.5	14.4	15.7	16.5	14.6
TAKKT value added in EUR million	9.7	18.9	28.5	38.3	43.1
Employees (full-time equivalent) at year-end	2,389	2,357	2,304	2,311	2,405

* Dividend proposal for the financial year 2017.

Stuttgart

Securities identification number (WKN) 744 600

ISIN DE 000 744 600 7

Convenience translation; the German text is legally binding; all time specifications referring to local time.

INVITATION TO THE 19TH SHAREHOLDERS' MEETING

The shareholders of TAKKT AG are hereby invited to the 19th Shareholders' Meeting of our company on May 8, 2018, at 10:00 a.m.

The Shareholders' Meeting will take place at Forum am Schlosspark, Bürgersaal, Stuttgarter Strasse 33, 71638 Ludwigsburg (near Stuttgart), Germany.

Ladies and gentlemen

The 2017 financial year was a challenging one. The overall economic conditions were good. However, there were effects in some of our relevant markets which impacted business performance negatively. As a result, we achieved slight organic sales growth of only 0.4 percent, falling significantly below our expectations. Group sales of EUR 1,116.1 million were slightly below the previous year's figure. The decrease resulted from negative currency effects due to the translation of foreign currencies into the reporting currency of euros. While our businesses in the US had been the growth driver in recent years, the momentum reversed in 2017 and Europe grew more strongly. Our business performance in the US saw a decline. This was primarily due to the difficult conditions in individual US markets. Customers from the food retail industry and food service segment showed weak demand. Another factor was a much reduced business from a larger government customer after the framework agreement could not be extended in the middle of the year. Regardless of the weak sales development, we were able to achieve our profitability target at the Group level with an EBITDA margin of 13.5 percent.

Strategically, the focus for us was on the implementation of our digital agenda. We have made good progress there. TAKKT accelerated the transformation process further and is giving this absolute priority. We have set ourselves ambitious goals and have also achieved the first tangible results. By the end of 2017, we were able to recruit more than 70 new employees with highly developed digital expertise across the Group. A total of more than 100 new hires are planned. We have also invested in new technologies. The first digitalization measures have already been implemented in the individual divisions, with many more to follow. One of the related objectives is to double e-commerce business by 2020. With 7.9 percent organic growth in e-commerce, we have taken a good first step in 2017. Another confirmation that we are on the right track with our transformation process was winning first place at the Digital Champions Award in the "Digital Processes and Organization" category. This annual award presented by WirtschaftsWoche and Deutsche Telekom is both a recognition and an obligation for us.

Quite a bit has also happened in the design of modern working environments. The objective is to create an attractive working environment that promotes agility and team-oriented collaboration, thus contributing to changing the corporate culture. As part of the digitalization process, the focus is clearly on a modern equipment for all employees. At our companies NBF and GPA, the corresponding measures have already been completed. At the headquarters in Stuttgart, realization of the new spatial concept at KAISER+KRAFT and TAKKT is currently underway.

In terms of the investments in young, innovative start-ups by the TAKKT investment company, we are making better progress than expected. With a total of eight investments, we have already made a name for ourselves in the start-up community. In 2017, we made additional minority investments in start-ups, including the online booking platform for facility management Book A Tiger with headquarters in Berlin and parcelLab. The Munich-based company provides a technological solution for smart shipment tracking and automated customer communication. Regardless of the logistics service provider, customers are informed about the status of their shipment by an active push notification. Our latest investment was made at the beginning of 2018 in the Cologne-based company odoscope. This intelligence platform delivers real-time, fully automated personalized content, also for anonymous users, on websites and other digital touch points. The objective now is for these ventures to bear fruit and that we increase the activities at our portfolio companies through mutually beneficial cooperations and a close transfer of knowledge with the start-ups.

We made an organizational adjustment of our divisions at the beginning of 2018. In the new organizational structure, the activities of BiGDUG, Certo, Mydisplays and OfficeFurnitureOnline, which was acquired at the beginning of this year, are bundled in the separate newport division. Now, the TAKKT EUROPE segment thus consists of three divisions. The new structure allows us to position our web-focused brands in the market in a more agile way and with greater autonomy. As a result, they will be able to better focus their business model on the requirements of smaller corporate customers, who have different needs and tend to be transaction

oriented in their purchasing. In Europe, this allows TAKKT to reach customer groups that we cannot address effectively with the multi-channel approach. It thus creates great additional growth potential for us. In addition, the TAKKT investment company with its investments will also be brought into the newport group.

Sustainability will also remain a fundamental strategic issue for our business in the years to come. We are aware that sustainable action is relevant for our entire supply chain. KAISER+KRAFT Germany is setting a good example in this and has been completely carbon neutral since the beginning of 2018. That means that all catalogs, shipments and the web shop are carbon neutral. Carbon-neutral shipping includes parcels as well as general cargo. We have further ambitious plans for the years to come. This includes preparing certified carbon footprints for at least 15 major companies by 2020. This annual report is published together with the TAKKT sustainability report, which provides comprehensive information on our sustainability measures.

For the current financial year, we are seeing a favorable market environment in Europe. In the US, however, there is still uncertainty in some market segments. Despite that, with an increase between two and four percent we still want to achieve markedly higher organic growth than in 2017. Profitability remains high and we once again expect an EBITDA margin in the middle third of the target corridor of 12 to 15 percent.

The 2017 Shareholders' Meeting marked the end of Dr. Picot's term of office on the Supervisory Board due to age reasons. Just a few months later, we had to bid a sad farewell to Mr. Picot, who passed away unexpectedly at the age of 72. With his passing, we have lost a highly valued advisor and partner, who will be remembered with great regard. The new member of the Supervisory Board is Christian Wendler, who was elected at the Shareholders' Meeting in May 2017 by a wide majority. His professional qualifications and background are an excellent complement to the current board. We are very glad that he will be helping and supporting us with the implementation of our transformation process.

We have also strengthened our position further at the Management Board level. Dr. Heiko Hegwein was appointed to the Management Board in December effective February 1, 2018. He will be responsible for the implementation of the digital agenda in the TAKKT Group as well as management of the newport group. My colleagues in the Management Board and I are very pleased that we were able to gain a proven and experienced digital and retail expert with Mr. Hegwein. Through this addition and the creation of the newport group, we want to accelerate the digital transformation in the Group further.

In conclusion, on behalf of the entire Management Board, I want to thank all our employees for the work accomplished in the 2017 financial year. Their support and tireless commitment especially in relation to the digital transformation are key to our success and their work each day helps bring us one step closer to our ambitious goals. The achievements of the past year would not be possible without the dedication shown each day by every single employee. I would also like to thank our customers, business partners and shareholders for their ongoing commitment to sharing these times of change with us.

Stuttgart, March 2018

A handwritten signature in black ink, reading "Felix Zimmermann". The signature is fluid and cursive, with the first name "Felix" written in a larger, more prominent script than the last name "Zimmermann".

Dr. Felix A. Zimmermann
(CEO of TAKKT AG)

I. AGENDA

1. PRESENTATION OF THE APPROVED ANNUAL FINANCIAL STATEMENTS, THE CONSOLIDATED FINANCIAL STATEMENTS, THE COMBINED MANAGEMENT REPORT FOR TAKKT AG AND THE TAKKT GROUP, WITH THE EXPLANATORY REPORT BY THE MANAGEMENT BOARD ON DISCLOSURES AS REQUIRED BY SECTIONS 289A(1) AND 315A(1) OF THE GERMAN COMMERCIAL CODE (HGB) AND THE REPORT BY THE SUPERVISORY BOARD FOR THE 2017 FINANCIAL YEAR

The aforementioned documents are available for inspection by shareholders at the company's premises at Presselstrasse 12, 70191 Stuttgart, Germany, from the date of the invitation to the Shareholders' Meeting. Copies of the documents will be sent to shareholders upon request. The documents will also be available at the Shareholders' Meeting.

The documents are also available to view and download from the company's website, www.takkt.de. Further information can be found in section II point 9 of this invitation.

The annual financial statements and the consolidated financial statements prepared by the Management Board were approved by the Supervisory Board on March 20, 2018 in accordance with sections 172 and 173 of the German Stock Corporation Act (AktG) and the financial statements were thereby adopted. Adoption of the annual financial statements by the Shareholders' Meeting is therefore not required. The annual financial statements, the consolidated financial statements and the combined management report for TAKKT AG and the TAKKT Group, with the explanatory report by the Management Board on disclosures as required by sections 289a(1) and 315a(1) HGB and the report by the Supervisory Board are to be made available at the Shareholders' Meeting; a resolution on these documents is not required under AktG.

2. ADOPTION OF A RESOLUTION PERTAINING TO THE UTILIZATION OF THE UNAPPROPRIATED PROFITS AVAILABLE FOR DISTRIBUTION FROM THE 2017 FINANCIAL YEAR

The Management Board and the Supervisory Board propose that the reported unappropriated profits available for distribution of EUR 72,851,401.47 be used as follows:

- (a) Payment of a dividend of EUR 0.55 per no-par-value bearer share on the dividend-bearing share capital of EUR 65,610,331.00 to the shareholders, i.e., distribution totaling EUR 36,085,682.05 .
- (b) The remaining unappropriated profits available for distribution of EUR 36,765,719.42 shall be carried forward.

The dividend is payable on May 14, 2018.

3. ADOPTION OF A RESOLUTION PERTAINING TO THE DISCHARGE OF THE MEMBERS OF THE MANAGEMENT BOARD FOR THE 2017 FINANCIAL YEAR

The Management Board and Supervisory Board propose to discharge the members of the Management Board in the 2017 financial year for this period.

4. ADOPTION OF A RESOLUTION PERTAINING TO THE DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE 2017 FINANCIAL YEAR

The Management Board and Supervisory Board propose to discharge the members of the Supervisory Board in the 2017 financial year for this period.

5. CHOICE OF THE AUDITOR FOR THE COMPANY'S FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2018 FINANCIAL YEAR

The Supervisory Board proposes that Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Kronenstrasse 30, 70174 Stuttgart, be chosen as the auditor for the company's financial statements and the consolidated financial statements for the 2018 financial year.

6. AUTHORIZATION TO ACQUIRE TREASURY SHARES IN ACCORDANCE WITH SECTION 71(1) NO. 8 OF THE GERMAN STOCK CORPORATION ACT (AKTG).

Unless stipulated otherwise by law, the company requires special authorization granted at the Shareholders' Meeting (section 71[1] no. 8 of the German Stock Corporation Act [AktG]) in order to acquire treasury shares. The authorization to acquire treasury shares in accordance with section 71(1) no. 8 of the German Stock Corporation Act (AktG) granted in the 2014 Shareholders' Meeting is valid until May 5, 2019. The company has not yet used this authorization. Since the authorization granted at the 2014 Shareholders' Meeting will possibly expire prior to the 2019 Shareholders' Meeting, the existing authorization shall be rescinded and a new authorization valid until 2023 granted to acquire treasury shares in an amount of up to 10 % of the share capital.

The proposed resolution regulates the terms of the acquisition of treasury shares and their subsequent use.

The Management Board and the Supervisory Board propose the following:

- (a) **Rescission of the authorization dated May 6, 2014.** The authorization of the Management Board to acquire treasury shares in accordance with item 6 of the agenda of the Shareholders'

Meeting on May 6, 2014 shall be rescinded with effect from the conclusion of the Shareholders' Meeting on May 8, 2018 insofar as the authorization is still in effect. It shall be replaced with the following authorization to acquire new shares.

- (b) **Acquisition authorization.** The company is authorized until May 7, 2023 to acquire treasury shares of up to 10 % of the current share capital existing at the time of the resolution. At no point in time may the acquired shares together with other treasury shares which are already in the possession of the company or which can be attributed to the company according to section 71a et seq. of the German Stock Corporation Act (AktG) amount to more than 10 % of the respective share capital. The authorization may not be used for the purpose of trading in treasury shares.
- (c) **Exercising.** The authorization may be exercised by the company or third parties acting on behalf of the company in whole or in part, on one or more occasions, and in the pursuit of one or more purposes.
- (d) **Means of acquisition.** Shares shall be acquired by one of the following means, as chosen by the Management Board:
 - (aa) Shares may be acquired on the stock exchange. In this case, the equivalent value per share paid by the company (excluding incidental acquisition costs) may not be more than 10 % above or below the price determined by the opening auction in the Xetra trading system (or a comparable successor) on the trading day on the Frankfurt Stock Exchange.
 - (bb) In addition, shares may be acquired by means of a public offer to all shareholders or – insofar as it is legally permissible – by means of a public invitation to all shareholders to tender. In this case, the purchase price offered or the limits of the purchase price margin per share (respectively excluding incidental acquisition costs) may not be more than 10 % above or below the average share price of the

company determined in the closing auction of Xetra trading system (or a comparable successor) on the Frankfurt Stock Exchange on the three days of trading prior to the day of publication of the offer or the public invitation to tender.

Should the market price fluctuate significantly after publication of a public offer or a public invitation to tender, the offer or the public invitation to tender may be amended. In this case, the average share price of the company determined in the closing auction of the Xetra trading system (or a comparable successor) on the Frankfurt Stock Exchange on the three days of trading prior to the public announcement of any such amendment will be adopted.

The offer or the invitation to tender may entail further conditions. In particular, the amount of the offer or the initiation to tender may be limited.

Insofar as the offer is oversubscribed or, in the case of an invitation to tender, a number of equivalent bids are placed but not all are accepted, the acquisition may be made relative to the ownership interests or relative to the subscribed or tendered shares. To this extent, the right of shareholders to tender their shares in relation to their ownership interests is excluded. Provision may be made for the preferred acceptance of small quantities of up to 100 shares for the acquisition of shares offered per shareholder and rounding to avoid fractional shares. To this extent, a further right to tender by shareholders is excluded.

- (cc) Finally, shares may be acquired by private contract, i.e. in a way that deviates from the aforementioned means. In particular, blocks of shares may be acquired directly from one or more shareholders. In this case, as in the case of acquisition via the stock exchange (see [aa] above), for reasons relating to the equal treatment of shareholders, the equivalent value per share paid by the company (excluding

incidental acquisition costs) may not be more than 10 % above or below the price determined by the opening auction in the Xetra trading system (or a comparable successor) on the day of acquisition on the Frankfurt Stock Exchange.

(e) **Utilization.** The Management Board is entitled to sell company shares acquired on the basis of this authorization on the exchange or based on an offer to all shareholders consistent with the principle of equal treatment and furthermore to use them for any legally permissible purpose, and in particular for the following purposes:

(aa) The shares may be canceled by the Management Board without the cancellation or its execution requiring an additional resolution of the Shareholders' Meeting (section 71[1] no. 8, sentence 6, of the German Stock Corporation Act [AktG]). This cancellation may be limited to a portion of the shares acquired. The cancellation of shares leads to a reduction in capital. This reduction in capital may occur for any legally permissible purpose. In deviation thereof, the Management Board may resolve that the share capital shall not be reduced, but that the amount of share capital allocated to each remaining share shall be increased in accordance with section 8(3) of the German Stock Corporation Act (AktG). In this case, the Management Board is authorized to adjust the number of shares disclosed in the articles of association.

(bb) The shares may be sold in ways other than on the stock exchange or by means of an offer to shareholders if the shares are sold against cash at a price that does not fall significantly below the stock market price for company shares at the time of the sale. This authorization applies with the proviso that the shares sold under exclusion of the subscription right in accordance with section 186(3) sentence 4

of the German Stock Corporation Act (AktG) may not exceed a pro rata amount totaling 10 % of the share capital, either at the time the authorization becomes effective or – if the amount is less – at the time it is exercised. Shares to be counted against this limit are those issued from approved capital during the term of the authorization under exclusion of the subscription right in accordance with section 186(3) sentence 4 of the German Stock Corporation Act (AktG).

- (cc) The shares may be sold against payment in kind, especially in relation to company mergers and the acquisition of companies, parts of companies and company holdings.

This authorization for utilization may be exercised on one or more occasions, in whole or in part, and on either an individual or a joint basis, and in the pursuit of one or more purposes.

- (f) **Cancellation of the subscription right.** The shareholders' subscription right to treasury shares is canceled to the extent that the shares are utilized in accordance with the aforementioned authorization under (e), (bb) and (cc). Similarly, no shareholders' subscription right exists for the sale of treasury shares on the exchange. For sale on the exchange, the principle of equal treatment in accordance with (section 71[1] no. 8, sentence 4, of the German Stock Corporation Act [AktG]) is sufficient. In case of the sale of treasury shares through an offer to all shareholders, the Management Board is authorized to exclude the subscription right for fractional amounts. As a precautionary measure, any "reversed subscription right" or "right to tender" in accordance with (d) (bb) or acquisition of treasury shares by private contract in accordance with (d) (cc) is likewise excluded.

(g) **Acquisition and sale through third parties.** The aforementioned authorizations to acquire and sell company shares may also be utilized by controlled companies or companies which are majority-owned by TAKKT AG or by third parties acting on their account or on the account of the company.

(h) **Severability clause.** Should parts of this authorization resolution unexpectedly prove to be void, this shall not affect the validity of the rest of the resolution.

7. RESOLUTION ON THE RESCISSION OF EXISTING APPROVED CAPITAL AND THE CREATION OF A NEW APPROVED CAPITAL OF EUR 32,805,165.00 WITH THE POSSIBLE EXCLUSION OF THE SUBSCRIPTION RIGHT AND THE RELATED CHANGE TO THE ARTICLES OF ASSOCIATION (SECTION 4(2) OF THE ARTICLES OF ASSOCIATION).

In accordance with section 4(1) of the articles of association, the share capital amounts to EUR 65,610,331.00 and is divided into the same number of no-par-value bearer shares. The articles of association include in section 4(2) approved capital that authorizes the Management Board to increase the share capital with the approval of the Supervisory Board through the issuance of new, no-par-value bearer shares against cash and/or non-cash contributions on one or more occasions up to a total of EUR 32,805,165.00 (approved capital). This authorization has not been used thus far. The current authorization granted by the Shareholders' Meeting on May 6, 2014 is due to expire on May 5, 2019 and therefore probably before the next Shareholders' Meeting is held.

In order to continuously enable the company to cover any need for additional shareholders' equity quickly and flexibly in the future through the issuance of new shares, the existing approved capital in section 4(2) of the articles of association should be rescinded and replaced by a new approved capital with the option to exclude subscription rights.

The Management Board and the Supervisory Board propose the following:

- (a) The approved capital authorized by the Shareholders' Meeting on May 6, 2014 under point 7 of the agenda (section 4(2) of the articles of association) is rescinded.
- (b) The Management Board is authorized to increase the share capital by May 7, 2023 with the approval of the Supervisory Board on one or more occasions up to a total of EUR 32,805,165.00 by issuing up to 32,805,165 new no-par-value bearer shares against cash or in-kind contributions (approved capital). In the process, the shareholders shall be granted a subscription right. However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude the subscription right of shareholders in the following cases:
- to eliminate fractional amounts;
 - if the issue price of the new shares in capital increases against cash contributions is not substantially below the share price of previously listed shares at the time that the issue price is finally set, which should be as close as possible to the placement of the shares, and the shares issued do not exceed a total of 10 % of the share capital either at the time this authorization becomes effective or is exercised. Counted against the upper limit of 10 % of the share capital should be the pro rata amount of the share capital that accrues to treasury shares, which are sold when this authorization takes effect in direct or mutatis mutandis application of section 186(3) sentence 4 of the German Stock Corporation Act (AktG).
 - in capital increases against in-kind contributions.

The total amount of shares issued against cash or in-kind contributions based on the aforementioned authorizations excluding the subscription right may not exceed 20 % of the share

capital either at the time the authorization becomes effective or is exercised. Treasury shares sold excluding the subscription right of shareholders prior to the issuance of subscription right-less shares are to be counted against the 20 % limit.

The Management Board is authorized with the approval of the Supervisory Board to determine the further details of the capital increase and its execution, particularly the content of the rights vested in the shares and the conditions of the share issuance.

The Supervisory Board is authorized to adjust the version of section 4 of the articles of association in accordance with the respective use of approved capital and, in case the approved capital is not entirely used by May 7, 2023, following expiration of the authorization.

- (c) The wording of section 4(2) of the articles of association shall be changed to the following:

“The Management Board is authorized to increase the share capital by May 7, 2023 with the approval of the Supervisory Board on one or more occasions up to a total of EUR 32,805,165.00 by issuing up to 32,805,165 new, no-par-value bearer shares against cash or in-kind contribution (approved capital). In the process, the shareholders shall be granted a subscription right. However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude the subscription right of shareholders in the following cases:

- to eliminate fractional amounts;
- if the issue price of the new shares in capital increases against cash contributions is not substantially below the share price of previously listed shares at the time that the issue price is finally set, which should be as close as possible to the placement of the shares, and the shares issued do not exceed a total of 10 %

of the share capital either at the time this authorization becomes effective or is exercised. Counted against the upper limit of 10 % of the share capital should be the pro rata amount of the share capital that accrues to treasury shares, which are sold when this authorization takes effect in direct or mutatis mutandis application of section 186(3) sentence 4 of the German Stock Corporation Act (AktG).

- in capital increases against in-kind contributions.

The total amount of shares issued against cash or in-kind contributions based on the aforementioned authorizations excluding the subscription right may not exceed 20 % of the share capital either at the time the authorization becomes effective or is exercised. Treasury shares sold excluding the subscription right of shareholders prior to the issuance of subscription right-less shares are to be counted against the 20 % limit.

The Management Board is authorized with the approval of the Supervisory Board to determine the further details of the capital increase and its execution, particularly the content of the rights vested in the shares and the conditions of the share issuance.

The Supervisory Board is authorized to adjust the version of section 4 of the articles of association in accordance with the respective use of approved capital and, in case the approved capital is not entirely used by May 7, 2023, following expiration of the authorization.”

- (d) The Management Board is instructed to disclose the rescission of the existing approved capital in accordance with (a) and the resolution to create a new approved capital with a corresponding change to the articles of association in section 4(2) of the articles of association in accordance with (b) and (c) with the proviso that the recording in the German Commercial Register takes place in the order mentioned above and that the recording of the

rescission of the existing approved capital in accordance with (a) takes place only once it has been ensured that the resolution regarding section 4(2) of the articles of association be recorded immediately afterwards.

8. RESOLUTION PERTAINING TO THE CONCLUSION OF A PROFIT AND LOSS TRANSFER AGREEMENT WITH NEWPORT.TAKKT GMBH.

On January 31, 2018, TAKKT AG founded newport.takkt GmbH with headquarters in Stuttgart. TAKKT AG holds all of the shares in newport.takkt GmbH. The high-growth, web-focused business models are bundled under newport.takkt GmbH. TAKKT AG concluded a profit and loss transfer agreement with newport.takkt GmbH on March 15, 2018.

As part of the profit and loss transfer agreement, newport.takkt GmbH is obliged to transfer all of its profits to TAKKT AG, subject to the creation of specific reserves. TAKKT AG is obliged to assume the losses of newport.takkt GmbH in accordance with section 302 of the German Stock Corporation Act (AktG). The obligation to transfer profits and provide compensation for losses shall apply for the first time for the short financial year 2018 following the formation of newport.takkt GmbH. The profit and loss transfer agreement can be terminated with a notice period of six months to the end of a financial year of newport.takkt GmbH, but not before December 31, 2023. Both contracting parties are entitled to terminate the agreement without notice for cause. The agreement may be terminated without notice if TAKKT AG is no longer the majority shareholder of newport.takkt GmbH, if newport.takkt GmbH is sold by TAKKT AG, or newport.takkt GmbH or TAKKT AG is converted or liquidated.

The profit and loss transfer agreement requires the approval of the Shareholders' Meeting.

The following documents are available for inspection by shareholders at the company's premises at Presselstraße 12, 70191 Stuttgart, Germany, from the date of the invitation to the Shareholders' Meeting:

- the profit and loss transfer agreement between TAKKT AG and newport.takkt GmbH,
- the annual financial statements, consolidated financial statements and combined management reports for TAKKT AG and the TAKKT Group for the 2015, 2016 and 2017 financial years,
- the combined report of the Management Board of TAKKT AG and the Board of Directors of newport.takkt GmbH regarding the profit and loss transfer agreement between TAKKT AG and newport.takkt GmbH in accordance with section 293a AktG.

Copies of the documents will be sent to shareholders upon request. They are also available to download from the company's website, www.takkt.de, and will be made available during the Shareholders' Meeting.

The Management Board and the Supervisory Board propose the following:

"The profit and loss transfer agreement concluded between TAKKT AG and newport.takkt GmbH on March 15, 2018 is hereby approved."

The wording of the profit and loss transfer agreement is as follows:

Profit and loss transfer agreement

between

newport.takkt GmbH
Presselstr. 12, 70191 Stuttgart
– hereinafter referred to as “NEWPORT” –

and

TAKKT AG,
Presselstr. 12, 70191 Stuttgart
– hereinafter referred to as “TAKKT”–

§ 1 Profit transfer

- 1) TAKKT is the sole shareholder of NEWPORT. NEWPORT undertakes, subject to the creation or reversal of reserves in accordance with section 1(2) of this agreement, to transfer the net income generated without any profit transfer – after deducting losses carried forward from the previous year, the amount required to be allocated to legal reserves and the amount blocked from distribution as defined in section 268(8) of the German Commercial Code (HGB) – in line with the current provisions of section 301 of the German Stock Corporation Act (AktG).
- 2) NEWPORT is entitled to allocate amounts from net income to other general reserves with the consent of TAKKT, provided this is legally permissible and there is a justifiable business reason for doing so. Other general reserves pursuant to section 272(3) HGB and capital reserves from additional payments pursuant to section 272(2) no. 4 HGB (“free reserves”), which are created during the term of this agreement, shall be reversed upon the request of TAKKT and used to compensate an annual net loss or transferred as profit. The transfer of amounts resulting from the reversal of

other reserves pursuant to section 272(3) HGB or free reserves pursuant to section 272(4) HGB, which were formed prior to the commencement of this agreement, shall be excluded.

- 3) The obligation to transfer profit and loss is in effect for the first time for the net profit of the 2018 financial year. The transfer is due at the conclusion of each financial year and must be settled using the Group clearing account.

§ 2 Assumption of losses

In accordance with the current version of section 302 AktG (currently paragraphs 1, 3 and 4), TAKKT is obliged to compensate any annual net loss otherwise incurred by NEWPORT during the term of this agreement to the extent that such loss is not compensated by amounts taken from the free reserves, which were allocated thereto during the term of this agreement pursuant to section 1(2) sentence 2 of this agreement.

Section 1 clause 3 applies accordingly for the obligation to balance losses.

§ 3 Annual financial statements for NEWPORT

The annual financial statements for NEWPORT must be submitted to TAKKT for their reference, review and approval prior to being adopted. TAKKT is entitled to request any alterations that are legally permitted.

§ 4 No external shareholders

TAKKT is the sole shareholder of NEWPORT when this agreement is concluded. There is therefore no need to define an appropriate level of compensation for external shareholders in accordance with section 304(1) sentence 3 AktG.

§ 5 Validity and duration

- 1) This agreement is subject to the approval of the shareholders' meeting of the contracting parties. The necessary consent should be acquired without delay.
- 2) The agreement shall become effective upon entry in the commercial register of NEWPORT and shall apply retroactively as of its foundation.
- 3) The agreement will last for an indefinite period. It may be terminated in writing for the first time as of December 31, 2023 with a notice period of six months to the end of a financial year of NEWPORT.
- 4) Both contracting parties are entitled to terminate the agreement without notice for cause. The agreement may be terminated without notice if TAKKT is no longer the majority shareholder of NEWPORT, if TAKKT sells NEWPORT, or if NEWPORT or TAKKT is converted or liquidated.

§ 6 Provision of collateral

If the agreement is terminated, TAKKT shall provide the creditors of NEWPORT with collateral in accordance with section 303 AktG.

§ 7 Miscellaneous

- 1) In order to take effect, this agreement requires the approval of the Shareholders' Meeting of TAKKT and the shareholders' meeting of NEWPORT. It shall take effect upon entry in the commercial register for the domicile of NEWPORT.
- 2) Any provision of this agreement that is or becomes void shall be treated as if it has been replaced by a provision that comes as close as possible to the original intent of the parties to the agreement. This shall not affect the validity of any other provision of this agreement.

Stuttgart, March 15, 2018

newport.takkt GmbH

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Franziskus Josten

.....
Dr. Heiko Hegwein

TAKKT AG

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Dr. Felix A. Zimmermann

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Dr. Claude Tomaszewski

II. REPORTS OF THE MANAGEMENT BOARD

1. REPORT BY THE MANAGEMENT BOARD ON ITEM 6 OF THE AGENDA (RESOLUTION ON THE RESCISSION OF THE AUTHORIZATION TO PURCHASE OWN SHARES AND THE NEW AUTHORIZATION TO PURCHASE OWN SHARES, EXCLUDING ANY TENDER AND SUBSCRIPTION RIGHTS) TO THE SHAREHOLDERS' MEETING IN ACCORDANCE WITH SECTION 71(1) NO. 8 AKTG IN CONJUNCTION WITH SECTION 186(4) SENTENCE 2 AKTG

Section 71(1) number 8 German Stock Corporation Act (AktG) offers shareholders the possibility to acquire treasury shares based on an authorization of the Shareholders' Meeting that is valid for a maximum of five years. On May 6, 2014, the Shareholders' Meeting of TAKKT AG issued a resolution to authorize the acquisition and use of treasury shares. The company has not yet used this authorization. The authorization issued by the 2014 Shareholders' Meeting is valid until May 5, 2019 and would probably expire prior to the 2019 Shareholders' Meeting. Therefore, the Management Board and Supervisory Board propose to rescind the authorization resolution of May 6, 2014 and to issue a new authorization valid for five years to acquire and use treasury shares. In so doing, the company shall be enabled for up to a period of five years to acquire treasury shares equivalent to up to 10 % of company's current share capital of EUR 65,610,331.00.

Exclusion of any right to tender ("reversed subscription rights") in the acquisition of treasury shares

Treasury shares may be acquired at the discretion of the Management Board on the exchange, by means of a public offer to all shareholders, or – insofar as it is legally permissible – by means of a public invitation to all shareholders to tender. Furthermore, the Management Board shall be authorized to acquire them by private contract outside of the stock exchange.

In the event of the acquisition of treasury shares, stock corporation law literature infers from the shareholders' right to equal treatment in accordance with section 53a of the German Stock Corporation Act (AktG) that all shareholders are entitled to a pro rata right to tender, i.e. have the right to have their shares bought ("reversed subscription right"). As it is possible, however, to exclude any kind of subscription right under certain conditions in accordance with section 186 of the German Stock Corporation Act (AktG), stock corporation law literature assumes that such a "reversed subscription right" can, like a normal subscription right, likewise be canceled within the bounds of section 186 of the German Stock Corporation Act (AktG). As a precaution, use of this option should be made.

Should the acquisition take place by means of public offer or a public invitation to all shareholders to tender, the amount of the offer or the public invitation to tender may be limited. In the process, it is possible that the supply of shares offered to the company by shareholders may exceed the demand of shares by the company. In this case, an allocation must be made according to quotas. Here it should be optional to depart from an allocation according to the ownership interest in favor of undertaking an allotment or allocation in relation to the shares subscribed or tendered (right-to-tender rates). This can improve the technical execution and therefore the efficiency of the acquisition process. Furthermore, the preferred acceptance of small quantities of up to 100 tendered shares per shareholder should be possible. This option should serve to avoid fractional amounts in the setting of the acquisition quotas and small remaining shares, thus easing the technical execution of the share buy-back program. This can also avoid de facto discrimination against small shareholders. Finally, a rounding rule according to commercial principles shall be applied to avoid fractional shares. In this way, the acquisition quota and the number of shares to be purchased from individual tendering shareholders can be rounded off to the extent that is necessary to purchase whole shares.

Furthermore, acquisition by private contract, known as a negotiated purchase outside of the stock exchange, should be possible. The option of acquisition by private contract substantially increases the company's ability to flexibly acquire blocks of shares offered on the market. This does not engender any negative effects for the shareholders. After all, the same stipulations must be observed for an acquisition by private contract as for an acquisition on the stock exchange as far as the acquisition price is concerned, according to the proposed resolution of Management Board and Supervisory Board. The Management Board shall only make use of the authorization to acquire treasury shares by private contract such that the sum of the shares acquired in relation to which the "reversed subscription right" has been excluded in accordance with section 186(3) sentence 4 of the German Stock Corporation Act (AktG) does not exceed 10 % of the share capital at the time of the acquisition. With regard to the acquisition price, the Management Board shall be guided by the precise price regulations governing acquisition on the stock exchange. In the case of acquisition by private contract, the equivalent value per share paid by the company (excluding incidental acquisition costs) may also therefore not be more than 10 % above or below the price determined by the opening auction in the Xetra trading system (or a comparable successor) on the acquisition day on the Frankfurt Stock Exchange.

Exclusion of the subscription right in the use of treasury shares

In accordance with section 71(1) no. 8 sentence 3 AktG, section 53a AktG (equal treatment principle) is to be applied to the acquisition and sale of treasury shares. In accordance with section 71(1) no. 8 sentence 4 of the German Stock Corporation Act (AktG), both the sale and purchase of treasury shares on the exchange complies with the equal treatment principle of section 53a of the German Stock Corporation Act (AktG). According to the guidelines for the exclusion of the subscription right, the Shareholders' Meeting can approve another sale. Use of such a legally possible exclusion of the subscription right is made in (f) of the proposed resolution of the Management Board and the Supervisory Board on item 6 on the agenda.

For the sale of treasury shares through an offer to all shareholders consistent with the equal treatment principle, the Management Board shall be authorized to exclude the subscription right of shareholders for fractional amounts with the approval of the Supervisory Board. The exclusion of the subscription right for fractional amounts is necessary under certain circumstances in order to arrive at a technically feasible subscription ratio. The fractions of treasury shares excluded from the subscription right of shareholders will be sold to the company's greatest possible advantage either via the stock exchange or in another way. The possible dilutive effect is low due to the restriction to fractional amounts.

In addition, it shall be possible to use the treasury shares acquired based on this authorization for the following purposes:

The company shall be able to cancel treasury shares even without another resolution of the Shareholders' Meeting (section 71(1) no. 8 sentence 6 German Stock Corporation Act (AktG). In accordance with section 237(3) no. 3 German Stock Corporation Act, the proposed authorization provides that the Management Board can cancel shares with or without a reduction in capital. This reduction in capital may occur for any legally permissible purpose. Through the cancellation without a reduction in capital, the pro rata amount of the remaining individual shares increases relative to the company's share capital. The Management Board is therefore authorized to amend the articles of association regarding the changing number of individual shares.

Furthermore, according to the proposed resolution, the company should be in a position to sell treasury shares excluding the subscription right of shareholders against cash payment in ways other than on the stock exchange or through an offer to all shareholders. This should in particular enable the company to offer shares of the company on short notice. Prerequisite for this is that the shares are sold at a price that does not fall significantly below the stock market price of shares of the company of the same type at the time of sale. With this authorization, use is made of the possibility under section 71(1) no. 8 German Stock Corporation Act (AktG) for a simplified exclusion of the

subscription right permitted in accordance with section 186(3) sentence 4 of the German Stock Corporation Act (AktG). As a result, consideration is given to the concept of protecting shareholders against dilution in that stock may be sold only at a price that does not significantly fall short of the relevant exchange price. The final sales price for the treasury shares is established shortly before the sale. The Management Board will keep a possible discount from stock exchange price as low as possible in accordance with the market conditions prevailing at the time of placement. A possible discount from the relevant stock exchange price will presumably not exceed 3 % or at most 5 % of stock exchange price. However, this authorization applies only with the proviso that the treasury shares sold under exclusion of the subscription right in accordance with section 186(3) sentence 4 of the German Stock Corporation Act (AktG) may not exceed a total of 10 % of the share capital, either at the time the authorization becomes effective or – if the amount is less – at the time it is exercised. Shares to be counted against this limit are those issued from approved capital during the term of the authorization under exclusion of the subscription right in accordance with section 186(3) sentence 4 of the German Stock Corporation Act (AktG).

The company should also be in a position to have treasury shares available in order to sell them excluding the subscription right against payment in kind, especially in relation to corporate mergers and the acquisition of companies, parts of companies, and company holdings. Treasury shares can be an important tool as acquisition currency. For the company they can represent a favorable option for financing. Sellers frequently propose them as consideration in such transactions. The authorization proposed here should enable the company to make swift and flexible use of opportunities for the acquisition of non-cash benefits, especially in relation to corporate mergers and the acquisition of companies, parts of companies, and company holdings both on a national level and in international markets, particularly without involving the Shareholders' Meeting, which is frequently not possible for timing reasons. The use of treasury shares in such situations has the advantage for existing shareholders that their ownership interest in the company is not diluted relative to the situation prior to the

acquisition of treasury shares by the company. There are currently no specific plans to make use of this option. When determining the valuation ratios, the Management Board will ensure that the interests of shareholders are taken into proper account. The Management Board will use the stock exchange price as a guideline when determining the value of the shares granted as consideration. There are no plans to apply any fixed formula relating to the market price, particularly to avoid the results of negotiations being called into question by fluctuations in the market price.

The Management Board will decide on the exercise of the proposed authorization and the utilization of treasury shares with the possible exclusion of the subscription right and the right to tender using its reasonable business judgment and always only with the approval of the Supervisory Board. The Management Board shall base any decisions solely on the interests of the shareholders and of the company. The Management Board will give notification of any utilization of this authorization at the next Shareholders' Meeting.

Stuttgart, Germany, March 2018

The Management Board

Dr. Felix A. Zimmermann

Dirk Lessing

Dr. Claude Tomaszewski

Dr. Heiko Hegwein

2. REPORT OF THE MANAGEMENT BOARD IN ACCORDANCE WITH SECTIONS 203(2) SENTENCE 2, 186(4) SENTENCE 2 AKTG ON AGENDA ITEM 7 (RESOLUTION ON THE RESCISSION OF THE EXISTING APPROVED CAPITAL AND THE CREATION OF A NEW APPROVED CAPITAL OF EUR 32,805,165.00 WITH THE OPTION TO EXCLUDE SUBSCRIPTION RIGHTS, AND THE RELATED CHANGE TO THE ARTICLES OF ASSOCIATION)

The Management Board and Supervisory Board are proposing to the Shareholders' Meeting the rescission of the existing approved capital and the creation of a new approved capital of EUR 32,805,165.00.

In section 4(2), the currently valid articles of association authorize the Management Board to increase the share capital by up to a total of EUR 32,805,165.00 through the issuance of new, no-par-value bearer shares against cash and/or non-cash contributions on one or more occasions. This authorization has not been used thus far. The authorization is due to expire on May 5, 2019 and therefore probably before the Shareholders' Meeting of 2019 is held. In addition, newly created approved capital usually only becomes effective some time after the resolution has been entered in the German Commercial Register. It can therefore not be ruled out that the company might be left entirely without any authorized capital during a transition period.

With the new approved capital, the Management Board should once again be authorized to increase the share capital with the approval of the Supervisory Board through the issuance of new no-par-value bearer shares on one or more occasions up to a total of EUR 32,805,165.00. This corresponds to approximately 50 % of the current share capital of the company. As customary, this authorization is to be granted for a period of five years, until May 7, 2023. The new approved capital should enable the company to act quickly and flexibly without having to wait for the annual or extraordinary Shareholders' Meeting. It should be available both for cash and non-cash capital increases and can also be used in smaller amounts. In the process,

the total amount may not be exceeded. The new approved capital shall not create additional dilution potential for the shareholders but only replace the previous authorization in section 4(2) of the articles of association by the same amount.

If the Management Board makes use of this authorization, the shareholders are entitled to a legal subscription right. The shares may also be granted indirectly to shareholders through this legal subscription right by employing an issuing company in accordance with section 185(5) German Stock Corporation Act (AktG) without requiring an explicit authorization. However, the subscription right of shareholders can be excluded in the cases discussed below:

Exclusion of subscription rights for fractional amounts

The subscription right may be excluded to eliminate fractional amounts. The authorization to exclude the subscription right for fractional amounts serves to arrive at a feasible subscription ratio. Without the customary and sensible option to exclude the subscription right for fractional amounts, there would be the danger that, in the case of a capital increase with unrounded amounts, the technical execution of the capital increase and the exercise of the subscription right would be hindered. Therefore, the Management Board is to be authorized to exclude the subscription right for fractional amounts with the approval of the Supervisory Board. The fractional amounts excluded from the subscription right will be sold to the company's greatest possible advantage either via the stock exchange or in another way.

Exclusion of subscription rights for cash capital increases in accordance with section 186(3) sentence 4 German Stock Corporation Act (AktG)

With the approval of the Supervisory Board, the subscription right may further be excluded for cash capital increases in accordance with section 203(1) sentence 1, section 203(2), section 186(3) sentence 4 of the German Stock Corporation Act (AktG). This option serves the company's interest in achieving the optimal price for the issue of new

shares. The exclusion enables placement close to the stock exchange price so that the customary discount for subscription right issues is avoided. The option to exclude subscription rights provided in section 186(3) sentence 4 AktG enables the management to take advantage of the respective stock market opportunities for strengthening shareholders' equity quickly, flexibly and inexpensively.

As a result, the optimal strengthening of shareholders' equity is achieved in the interests of the company and all shareholders. By waiving the costly and time-consuming subscription rights process, capital requirements can be quickly met by taking advantage of short-term market opportunities. The issue price, which should be set as close as possible to the placement of shares and also determines the proceeds for the company from the new shares, will be based on the exchange price of the already listed shares and not significantly fall short of the current exchange price, presumably not by more than 3 % and in any case not by more than 5 %.

The shares to be issued excluding the subscription right in accordance with section 186(3) sentence 4 AktG may not exceed a total of 10 % of the share capital, either at the time the authorization becomes effective or it is exercised. The sale of treasury shares should be counted against this limit to the extent that it occurs during the term of this authorization excluding the subscription right in accordance with sections 71(1) no. 8 sentence 5, 186(3) sentence 4 of the German Stock Corporation Act (AktG). This requirement responds to the need of shareholders for dilution protection of their share ownership in accordance with mandatory provisions. Shareholders generally have the possibility to maintain their ownership share by acquiring the necessary shares under nearly the same conditions on the stock exchange due to the proximity of the issuing price of new shares to the exchange price and the restriction of the volume of the capital increase without the subscription right of shareholders. This ensures that, consistent with the legal interpretation of section 186(3) sentence 4 AktG, both the financial and voting right interests of shareholders are protected appropriately in the utilization of approved capital, while the company gains leeway to act in the interests of all shareholders.

Exclusion of subscription rights for non-cash capital increases

Furthermore, the subscription right of shareholders should be excluded for capital increases in return for stock with the approval of the Supervisory Board. As a result, the Management Board is enabled to employ company shares in suitable individual cases to acquire stock, particularly in connection with the acquisition of companies, parts of companies, company holdings or other assets. Negotiations may thus result in the necessity to offer shares rather than cash as consideration. The option of being able to offer shares of the company as consideration may be necessary particularly in international competition for interesting acquisition targets and offers the opportunity to acquire companies, parts of companies, company holdings or other assets in a manner which preserves liquidity. The issuance of new shares may also make sense from the perspective of an optimal financial structure. The authorization also enables the company, in appropriate cases, to acquire larger companies or company holdings as long as this is in the interest of the company and therefore its shareholders. The company is not disadvantaged by this since the issuance of shares against payment in kind requires that the value of the in-kind contribution is commensurate with 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 protected appropriately and an appropriate issue price is achieved for the new shares.

Restriction of the total volume of subscription right-free capital increases

The total amount of shares issued against cash and in-kind contributions under the previously discussed authorizations excluding the subscription right may not exceed 20 % of the share capital either at the time the authorization becomes effective or is exercised. In the process, shares which are sold or issued under a subscription right exclusion according to other authorizations are counted against this 20 % limit. This capital limit restricts the total volume of a subscription

right-free issuance of shares from approved capital as well as in a subscription right-free sale of treasury shares. In this way, the shareholders are further protected against the dilution of their ownership.

Utilization of approved capital

Plans for the utilization of approved capital do not currently exist. Corresponding general authorizations with a possible subscription right exclusion are standard practice at the national and international level. In each individual case, the Management Board will carefully review whether it will make use of the authorization of a capital increase excluding the subscription right of shareholders. It will do so only if it lies in the interest of the company and therefore its shareholders in the opinion of the Management Board and Supervisory Board. If necessary, the Management Board will report about the utilization of the authorization at the next Shareholders' Meeting.

Stuttgart, Germany, March 2018

The Management Board

Dr. Felix A. Zimmermann

Dirk Lessing

Dr. Claude Tomaszewski

Dr. Heiko Hegwein

III. FURTHER INFORMATION ON CONVENING

1. CONDITIONS FOR PARTICIPATING IN THE SHAREHOLDERS' MEETING AND FOR EXERCISING VOTING RIGHTS

In accordance with section 12(1) of the articles of association, shareholders wishing to attend the Shareholders' Meeting and exercise their voting rights have to register for the Shareholders' Meeting and prove that they are eligible to attend and exercise their voting rights.

Registration and proof of eligibility must be submitted to the company at the address supplied on the invitation at least six days before the date of the Shareholders' Meeting (registration deadline).

Proof of eligibility is deemed to have been sufficient if a certification of share ownership from the custodian bank is provided. This must be made in writing (section 126b German Civil Code [BGB]). Evidence of shares not held in a central securities depository can also be provided by the company or a bank upon presentation of the shares. Evidence of share ownership must be applicable as at the start of the twenty-first day before the Shareholders' Meeting, i.e. April 17, 2018 at 12:01 a.m. (record date), and must be received by the company at the address specified in the notice convening the meeting at least six days prior to the meeting. The company is entitled to demand further suitable evidence of eligibility if it has doubts pertaining to the validity or authenticity of the evidence of eligibility submitted. If doubt is also cast on the newly provided evidence, the company may reject the shareholder's eligibility to attend the Shareholders' Meeting and exercise voting rights.

Registrations and evidence of eligibility must be submitted in German or English and must reach the company at the following address by May 1, 2018 (midnight) at the latest:

TAKKT AG

c/o Computershare Operations Center

80249 Munich, Germany

Fax: +49 89 30 90 37 – 4675

Email: anmeldestelle@computershare.de

Following registration and receipt of the shareholders' evidence of share ownership, the company shall send the shareholders admission tickets for the Shareholders' Meeting. In order to guarantee that shareholders receive their admission tickets in time, we would ask that they submit their evidence of share ownership to the company as early as possible. Receipt of an admission ticket is not a condition for participating in the Shareholders' Meeting or for exercising voting rights; it only serves to facilitate the organizational process. Admission tickets are used to create the list of participants and are exchanged for a voting slip after they are checked at the registration counter following entry. Shareholders that have duly registered prior to the Shareholders' Meeting and have furnished the company with evidence of share ownership are allowed to attend and exercise their voting right even without an admission ticket.

2. SIGNIFICANCE OF THE RECORD DATE

The record date is the relevant date for eligibility to participate in the Shareholders' Meeting and to exercise voting rights. Only those who have provided evidence of share ownership by the record date are considered by the company to be eligible to participate in the Shareholders' Meeting and to exercise a right to vote as a

shareholder. This means that shareholders who acquired their shares after the record date are not permitted to attend the Shareholders' Meeting in their own name with these shares and are therefore not entitled to vote. Changes in shareholdings after the record date are not taken into account in determining the registered shareholder's eligibility to participate in the Shareholders' Meeting and to exercise voting rights. Shareholders who have correctly registered and provided evidence of share ownership are authorized to attend the Shareholders' Meeting and exercise a right to vote even if they sell the shares after the record date. The record date has no effect on the availability for sale of the shares and the date is not relevant for calculating potential dividend entitlements.

3. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of convening the Shareholders' Meeting, the share capital of the company is divided into 65,610,331 no-par-value bearer shares. Each share grants the bearer one vote. The company does not have any treasury shares at the time of convening the Shareholders' Meeting. The total number of shares entitled to participate and vote amounts to 65,610,331 at the time of convening.

4. POSTAL VOTING PROCEDURE

Shareholders who do not wish to attend the Shareholders' Meeting in person may vote without attending the Shareholders' Meeting (postal vote). Only shareholders who have registered for the Shareholders' Meeting by the stipulated date and have duly proven that they are eligible to attend the Shareholders' Meeting and exercise voting rights will be entitled to a postal vote (see item 1 above). Postal votes can be submitted using the form printed on

the admission ticket. Votes cast by post must reach the company in writing at the following address at the latest on May 4, 2018 at midnight:

By mail:

TAKKT AG, Central legal department, Presselstrasse 12,
70191 Stuttgart, Germany

By fax:

+49 711 3465 – 898134

By email:

recht@takkt.de

5. VOTING BY PROXY

Shareholders who do not wish to attend the Shareholders' Meeting in person may also have their right to vote exercised by a duly authorized representative, e.g., a bank, an association of shareholders or the proxies appointed by the company. Here, too, the shareholder or the duly authorized representative must ensure that timely registration and evidence of share ownership are observed (cf. item 1 above). Shareholders will receive a form for granting powers of proxy together with the admission ticket. The granting of proxy, its rescission and the proof of authorization for the company must be in writing. Specific conditions usually have to be observed when appointing as proxy banks, associations of shareholders or persons of comparable standing pursuant to section 135(8) of the German Stock Corporation Act (AktG) and the necessary information should be requested from the person being appointed. In addition to authorization, those proxies nominated by the company must also be given instructions for exercising voting rights. Company proxies

are obliged to vote in accordance with their instructions and may not exercise the voting rights at their own discretion. Authorizations and instructions can also be sent to the following address:

By mail:

TAKKT AG, Central legal department, Presselstrasse 12,
70191 Stuttgart, Germany

By fax:

+49 711 3465 – 898134

By email:

recht@takkt.de

Where a company proxy is authorized, for technical reasons we can only recognize this authorization if it reaches us in due form by May 4, 2018 (midnight) together with the relevant instructions.

On the day of the Shareholders' Meeting, the company proxy may be appointed beginning at 9:00 a.m. at the counters at the entrance of the meeting place.

If a shareholder appoints more than one person as a proxy, the company has the right to reject one or more of these.

6. ADDITIONAL AGENDA ITEM PROPOSALS PURSUANT TO SECTION 122(2) OF THE GERMAN STOCK CORPORATION ACT (AKTG)

Shareholders whose shares together make up one twentieth of the share capital or who have shares of EUR 500,000.00 may request items to be added to the agenda and publicized.

Requests for additional agenda items must reach the company in writing at the address shown under point 7 below at least thirty days before the meeting, i.e. by midnight on April 7, 2018. Each new agenda item must be supported by a statement of reasons or a resolution proposal.

7. COUNTERMOTIONS OR ELECTION PROPOSALS IN ACCORDANCE WITH SECTIONS 126 AND 127 OF THE GERMAN STOCK CORPORATION ACT (AKTG)

Furthermore, every shareholder has the right to submit countermotions to agenda items (section 126 of the German Stock Corporation Act [AktG]) or proposals for the election of Supervisory Board members or auditors (section 127 of the German Stock Corporation Act [AktG]). Counter motions must be supported by a statement of reasons.

Counter motions in accordance with section 126 of the German Stock Corporation Act (AktG) and shareholders' election proposals in accordance with section 127 of the German Stock Corporation Act (AktG) must be submitted exclusively to the following address:

By mail:

TAKKT AG, Central legal department, Presselstrasse 12,
70191 Stuttgart, Germany

By fax:

+49 711 3465 – 898134

By email:

recht@takkt.de

Any counter motions or election proposals sent to a different address will not be taken into consideration.

We will publish the shareholders' countermotions and election proposals to be made available including the name of the shareholder and any statements of reason to be made available on our website, www.takkt.de. Only countermotions and election proposals relating to items on this agenda that reach the above address by midnight on April 23, 2018 will be considered. Comments by the management relating to such motions can likewise be found on the website as described above.

Shareholders' election proposals pursuant to section 127 of the German Stock Corporation Act (AktG) shall only be made available if they contain the name, profession and place of residence of the nominee and, in the case of a proposal for election to the Supervisory Board, details of the nominee's membership of other statutory supervisory boards.

8. SHAREHOLDERS' RIGHT TO INFORMATION PURSUANT TO SECTION 131(1) AKTG

The Management Board is obliged to provide information about company matters to any shareholder at their request during the Shareholders' Meeting insofar as this is necessary for the proper appraisal of an agenda item. This duty to provide information includes information on the company's legal and business relationships with affiliated companies, the position of the Group and the entities included in the consolidated financial statements.

Shareholders and shareholder representatives wishing to ask questions at the Shareholders' Meeting are requested to send their questions to the address stated in point 7 as early as possible to ensure that they can be properly answered. This is not a formal requirement and questions not submitted in this way will also be answered. Shareholders' right to information remains unaffected by this.

9. PUBLICATIONS ON THE WEBSITE/ADDITIONAL INFORMATION

The following information will also be available on the company's website at www.takkt.de:

- The contents of this notice convening the Shareholders' Meeting
- An explanation where no resolution is to be passed for an agenda item
- Any documents to be made available, including in particular the following:
 - the consolidated financial statements of TAKKT AG
 - the annual financial statements of TAKKT AG
 - the combined management report for TAKKT AG and the TAKKT Group, with the explanatory report by the Management Board on disclosures as required by sections 289a(1) and 315a(1) HGB
 - the report by the Supervisory Board
 - the report by the Management Board on item 6 of the agenda (resolution on the rescission of the authorization to purchase own shares and the new authorization to purchase own shares, excluding any tender and subscription rights) to the Shareholders' Meeting in accordance with section 71(1) no. 8 AktG in conjunction with section 186(4) sentence 2 AktG
 - the report of the Management Board in accordance with sections 203(2) sentence 2, 186(4) sentence 2 AktG on agenda item 7 (resolution on the rescission of the existing approved capital and the creation of a new approved capital of EUR 32,805,165.00 with the option to exclude subscription rights and the related change to the articles of association)

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- the profit and loss transfer agreement between TAKKT AG and newport.takkt GmbH, from March 15, 2018
 - the annual financial statements, consolidated financial statements and combined management reports for TAKKT AG and the TAKKT Group for the 2015, 2016 and 2017 financial years,
 - the combined report of the Management Board of TAKKT AG and the Board of Directors of newport.takkt GmbH from March 15, 2018 prepared in accordance with section 293a AktG
- The total number of shares and voting rights at the time the meeting was convened
 - The forms to be used for postal voting and when authorizing a proxy for the Shareholders' Meeting
 - Information on the rights of shareholders: additional agenda items as well as counter motions, election proposals and right to information

10. ADDITIONAL INFORMATION

Additional details on participating in the Shareholders' Meeting, voting by post, and authorizing and instructing proxies will be sent to shareholders together with the admission ticket. This information is also available on www.takkt.de. Additional information on the rights of shareholders outlined under item 6 to 8 can also be found on the website.

Stuttgart, Germany, March 2018
The Management Board

TRAVELLING TO THE SHAREHOLDERS' MEETING

FROM STUTTGART AIRPORT (TO STUTTGART CENTRAL RAILWAY STATION):

Take the S-Bahn (suburban railway) line S2 towards Schorndorf or line S3 towards Backnang and alight at the central railway station (Hauptbahnhof Stuttgart). Trains depart at 8, 18, 38 and 48 minutes past the hour. The journey time is 27 minutes.

FROM STUTTGART CENTRAL RAILWAY STATION:

Take the S-Bahn (suburban railway) line S4 towards Backnang or line S5 towards Bietigheim and alight at Ludwigsburg. Trains depart at 8, 28, 38 and 58 minutes past the hour. The journey time is 15 minutes. Or take the train of Regionalbahn R4 towards Heilbronn. Train departs at 7, 15 and 45 minutes past the hour. The journey time is 10 minutes. Or take the train of R5 towards Pforzheim. Train departs at 19 minutes past the hour. The journey time is 10 minutes.

BY CAR FROM HEILBRONN DIRECTION:

Take the A81 towards Stuttgart. Exit at Ludwigsburg-Nord and follow the B27 to the Forum.

BY CAR FROM KARLSRUHE, MUNICH AND SINGEN DIRECTION:

Take the A81 towards Heilbronn. Exit at Ludwigsburg-Süd and get in lane for Ludwigsburg-Zentrum (town centre). Follow the signs to the Forum.

PARKING:

The "Bärenwiese West" car park opposite the Forum in Friedrich-Ebert-Straße has been reserved for people attending the Shareholders' Meeting.

SHUTTLE BUS SERVICE:

We have arranged a free shuttle bus service departing from Ludwigsburg railway station for people attending the Shareholders' Meeting. From platform 14, a bus will depart approximately in 15-minute intervals for the Forum from 8.50 a.m. to 10.30 a.m. From the Forum back to Ludwigsburg railway station the bus commutes between 12:45 p.m. and 2.45 p.m. Please wait for the bus at the stand of the holding bay.

TAKKT AG

Corporate Finance
Presselstraße 12
70191 Stuttgart
Germany

T + 49 711 3465 - 8222
F + 49 711 3465 - 8104

service@takkt.de
www.takkt.de

Management Board
Dr. Felix A. Zimmermann
(Chairman)
Dirk Lessing
Dr. Claude Tomaszewski
Dr. Heiko Hegwein

Chairman of the Supervisory Board
Stephan Gemkow
