

Resolutions of the Annual General Meeting of PALFINGER AG on 07th of March 2018

1. Resolution on the distribution of the net profit for the year:

The management board and the supervisory board suggest to make use of the balance sheet profit of the financial year in the amount of EUR 306,750.283,38 as follows:

- (i) Distribution of a dividend of EUR 0,47 for each share; a total dividend of EUR 17,668.831,-
 - (ii) To carry forward onto new account the remaining amount of EUR 289,051.452,12.
- Dividend payment day is the 13th of March 2018.

The resolution was adopted by a vote of 100 %, i.e. with the requisite majority of votes.

2. Resolution on the discharge of the members of the Management Board from their responsibility for the 2017 financial year:

The Management Board and the Supervisory Board propose to resolve on the discharge of the members of the Management Board holding office in 2017 from their responsibility for such time.

The resolution was adopted by a vote of 99,99 %, i.e. with the requisite majority of votes.

3. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2017 financial year:

The Management Board and the Supervisory Board propose to resolve on the discharge of the members of the Supervisory Board holding office in 2017 from their responsibility for such time.

The resolution was adopted by a vote of 99,56 %, i.e. with the requisite majority of votes.

4. Resolution on the remuneration for the Chairman of the Audit Committee

The Management Board and the Supervisory Board propose to resolve on an adjustment of the remuneration for members of the supervisory board (approved on March 9, 2016) as follows:

In addition to the existing remuneration the Chairman of the Audit Committee shall receive an annual remuneration of EUR 15.000,- from the financial year 2018 onwards.

The payment shall be made pro rata (on monthly basis).

The amounts determined for the fixed compensation are to be adjusted according to the consumer price index 2010 announced by Statistik Austria starting for the financial year 2018 (base index January 2018) (if this index will not be announced, by a possible successor index). Based on the monthly index for January announced by Statistik Austria and the base index (January 2018) or the last decisive index number for the value adjustment, the remuneration and the attendance fees will be adjusted for the whole current financial year.

The resolution was adopted by a vote of 99,58 %, i.e. with the requisite majority of votes.

5. Election of the auditor of the financial statements and the consolidated financial statements for the 2018 financial year:

Following a recommendation made by the Audit Committee, the Supervisory Board proposes to elect Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Salzburg, as the auditor of the financial statements and the consolidated financial statements for the 2018 financial year.

The resolution was adopted by a vote of 99,99 %, i.e. with the requisite majority of votes.

6. Election of one member to the Supervisory Board:

The supervisory board proposes to elect with effect as from the end of this annual general meeting Ellyn Shenglin Cai, born on September 27, 1986, in compliance with section 10.2. of the Articles of Association until the end of the annual general meeting which decides on the discharge from responsibility for the fourth financial year after his election, not taking into account the year of election. Should the present balance sheet date (31 December) be maintained, the term of office of the Supervisory Board member to be elected would expire at the end of the General Meeting resolving on their discharge from responsibility for the 2022 financial year.

The resolution was adopted by a vote of 99,84 %, i.e. with the requisite majority of votes.