



Extraordinary General Meeting FY 2014

Luxembourg, 19 May 2015

AEG
POWER SOLUTIONS

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AGENDA



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RATIONALE FOR PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL

- By making carefully selected investments, 3W Power/AEG Power Solutions may see opportunities to accelerate its cash-generating capability and to further strengthen its recovery to the benefit of all stakeholders.
- The Company also sees the need to increase activities in geographies with additional potential to grow and develop the business.
- Thereto the Company needs a degree of flexibility in its capital structure to meet these objectives and to act as the opportunities arise.
- For this reason, 3W Power is asking shareholders for an increase of the authorised share capital including the issued share capital of the Company to the aggregate amount of €1,500,000.
- The envisaged measure aims mainly to retain flexibility in case opportunities arise that would be beneficial for the Company.

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PROPOSED RESOLUTIONS FOR EGM



- 1) Approval of the confirmation, extension, renewal and increase of the authorised share capital, including the issued share capital of the Company to the aggregate amount of one million five hundred thousand euros (EUR 1,500,000.--) represented by 150,000,000 shares of the Company with a nominal value of 0.01 EUR each; waiver of, and agreement to the suppression of, any pre-emptive or preferential subscription right and renewal and amendment of the authorisation to the board of directors to waive, suppress or limit the preferential subscription rights of existing shareholders within the limitations of the authorised share capital including the issued share capital of the Company and to issue shares (or rights thereto in any manner) for consideration in cash, in kind or by way of capitalisation of available premium or reserves or otherwise pursuant to the terms and conditions determined by the board of directors or its delegate(s) while waiving, suppressing or limiting any pre-emptive subscription rights as provided for under Luxembourg law (and any related procedures) in the case of issues of shares within the authorised share capital including the issued share capital; acknowledgement and approval of the report issued by the board of directors pursuant to article 32-3 (5) of the law of 10th August 1915, regarding preferential subscription rights and the related waivers and authorisations;

PROPOSED RESOLUTIONS FOR EGM



extension of the validity period of the authorised share capital and related waiver and authorisation to the board of directors for a period starting on the day of the extraordinary general meeting of shareholders recording the revised authorised share capital and authorisation and ending on the 5th anniversary of the day of publication of the deed recording the minutes of said general meeting in the *Mémorial C, Recueil des Sociétés et Associations*;

- 2) Approval of amendment of the Company's articles of association in order to reflect the above mentioned amendments to the authorised share capital;
- 3) Miscellaneous.

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