



PNE WIND AG

Cuxhaven

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Addition to the agenda for the General Meeting

on Wednesday, 25th May 2016, 10:00 a.m.

at Veranstaltungszentrum Cuxhaven, Kugelbake-Halle, Cuxhaven-Döse,
Strandstraße 80

Addition to the agenda for the General Meeting scheduled for 25th May 2016

After notice has been given that the General Meeting of PNE WIND AG (hereinafter the "Company") takes place on Wednesday, 25 May 2016, in Cuxhaven, the shareholder Deutsche Balaton AG (hereinafter "Deutsche Balaton") submitted a written request to the Company on 22 April 2016 to include additional items in the agenda in accordance with Sec. 122 para. 2 of the German Stock Corporation Act, and submitted resolution proposals and nominations for election.

The agenda published on 13 April 2016 in the Federal Gazette shall therefore be supplemented with the following additional items numbered 8 to 10 while maintaining existing agenda items 1 to 7. The agenda items 8, 9 and 10 and the pertaining resolution proposals have been included upon request by Deutsche Balaton and are announced as follows.

8. [A.] Resolution on the amendment of § 8 (1) sentence 1 of the Articles of Association

§ 8 (1) sentence 1 of the Articles of Association be amended as follows:

"The Supervisory Board consists of seven members."

9. [B.] Election of an additional Supervisory Board member

The increase of the number of Supervisory Board members to seven members proposed to be resolved under the above agenda item will become effective upon registration of the amendment of the Articles of Association in the competent commercial register of PNE WIND AG at the Local Court (*Amtsgericht*) of Tostedt.

In accordance with sections 96 (1), 101 (1) sentence 1 of the German Stock Corporation Act as well as § 8 (1) sentence 1 and (2) of the Articles of Association as currently applicable, the Supervisory Board of PNE WIND AG consists of six members who are elected by the General Meeting. In future, subject to the amendment of the Articles of Association as proposed under [8.] A. above being adopted, the Supervisory Board will consist of seven members who are elected by the General Meeting.

The General Meeting is not bound by nominations for election.

An additional Supervisory Board member must consequently be elected by the General Meeting with effect as of the date of the amendment of § 8 (1) sentence 1 of the Articles of Association becoming effective in accordance with the above item [8.] A.

We propose that

Dr. Andreas Beyer, a member of the Board of Directors of ACON Actienbank AG, Managing Director of Fonterelli Capital Management GmbH as general partner of Fonterelli GmbH & Co. KGaA, Managing Director of Consortiello GmbH, resident in Munich,

be elected to the Supervisory Board. The election will be effective as of the increase of the number of Supervisory Board members to seven members in accordance with the resolution proposed under [8.] A. above becoming effective until the end of the Annual General Meeting that resolves upon the discharge from responsibility of the members of the Supervisory Board for the fiscal year 2020.

Dr. Andreas Beyer is a member of the following other legally required supervisory boards or comparable domestic or foreign control committees:

- Janosch film & medien AG (Chairman of the Supervisory Board)
- picturemaxx AG (Chairman of the Supervisory Board)
- SHS VIVEON AG (Deputy Chairman of the Supervisory Board)
- LeaseTrend AG

In the event that Dr. Andreas Beyer is already elected to the Supervisory Board by the General Meeting during the election of three Supervisory Board members under agenda item 7, we propose that

Prof. Dr. Karin Lergenmüller, professor for marketing and general business administration studies at RheinMain University of Applied Sciences, Wiesbaden, resident in Rüsselsheim,

be elected to the Supervisory Board. The election will be effective as of the increase of the number of Supervisory Board members to seven members in accordance with the resolution proposed under [8.] A. above becoming effective until the end of the Annual General Meeting that resolves upon the discharge from responsibility of the members of the Supervisory Board for the fiscal year 2020.

Prof. Dr. Karin Lergenmüller is a member of the following other legally required supervisory boards or comparable domestic or foreign control committees:

- Kingstone Europe AG, Königstein, Chairwoman of the Supervisory Board
- DELPHI Unternehmensberatung AG, Heidelberg
- Goldrooster AG, Berlin
- Heidelberger Beteiligungsholding AG, Heidelberg

10. [C.] Resolution on the amendment of the remuneration of the Supervisory Board members and on the amendment of § 11 of the Articles of Association

- a) § 11 (1) no. 1. of the version currently registered with the commercial register be amended as follows:

"The members of the Supervisory Board receive fixed annual remuneration. The remuneration for each individual member amounts to euro 53,000. The Chairman of the Supervisory Board receives two times and the Deputy Chairman one and a half times the remuneration specified in sentence 1 above."

- b) For the fiscal year 2016, the following applies: For the time until the end of the day of the General Meeting on 25 May 2016, the current provision on remuneration applies pro rata temporis. As from 26 May 2016, and not only as of registration of the amendment of the Articles of Association in the commercial register, the provisions on remuneration set out under (a) of this resolution proposal shall apply to the members of the Supervisory Board – also pro rata temporis – instead of the remuneration provided for in the current version of § 11 of the Articles of Association."

Explanation by Deutsche Balaton:

"Explanation for resolution proposals A. [8.] and B. [9.]

The Supervisory Board of PNE WIND AG currently consists of six members elected by the General Meeting. By way of our resolution proposal under A [8.] of our request for addition, we would like to increase the number of Supervisory Board members to seven. Since the Act amending the German Stock Corporation Act (*Gesetz zur Änderung des Aktiengesetzes*) (Stock Corporation Law Amendment (*Aktienrechtsnovelle*) 2016) took effect on 31 December 2015, the number of supervisory board members must be divisible by three in accordance with section 95 sentence 3 of the German Stock Corporation Act only in the case of companies which must comply with such rule based on co-determination requirements; PNE

WIND AG is currently not subject to any co-determination requirements.

As we have already stated in our counter-motion of 18 April 2016, we believe that supervisory boards should consist of members who can be expected, based on their previous experience and activities, to be able to nominate, supervise and advise members of the board of directors and to assess the commercially important decisions in the company's interest. Therefore, suitable members are first and foremost independent entrepreneurs like Dr. Beyer, who is currently a member of the Company's Supervisory Board, or Supervisory Board member Mr. Rohardt, who have successfully established their own company or who, like Freiherr von Hodenberg, Mr. Per Hornung Pedersen and Mr. Alexis Fries, were at least acting as a member of the board of directors or in an executive function in a company. We generally take a critical view of the election of lawyers to the Supervisory Board since we wonder how persons who are often "merely" qualified in law and work in the legal field are supposed to supervise the commercial activities of the board of directors.

The General Meeting of 23 October 2015 had good reasons to elect Dr. Andreas Beyer to the Company's Supervisory Board. Pursuant to the resolution passed at the General Meeting of 23 October 2015, his term of office is limited until the end of the Annual General Meeting which resolves upon the discharge from responsibility for the fiscal year 2015, i.e. presumably until the end of the General Meeting to be held on 25 May 2016. The Supervisory Board proposes to the General Meeting that Dr. Isabella Niklas, attorney-at-law (*Rechtsanwältin*), be elected as his successor, whereas Mr. Per Hornung Pedersen and Mr. Andreas M. Rohardt, who were both also elected as Supervisory Board members for the first time by the General Meeting held on 23rd October 2015, are proposed for re-election.

We believe that Dr. Andreas Beyer should be re-elected as a member of the Supervisory Board of PNE WIND AG due to his commercial experience and knowledge.

Increasing the number of Supervisory Board members to seven as proposed by us under A. [8.] allows for combining the Supervisory Board's wish to add legal support to the Supervisory Board by electing Dr. Niklas while, at the same time, strengthening the commercial side.

If Dr. Andreas Beyer is already elected to the Supervisory Board based on our counter-motion to agenda item 7, we propose to elect Prof. Dr. Karin Lergenmüller as the seventh Supervisory Board member, who also has extensive commercial knowledge and experience due to her work as a professor for marketing and general business administration studies and her activities in supervisory boards of listed

companies.

As the increase of the number of Supervisory Board members to seven members will not take effect until registration of the proposed amendment of § 8 (1) sentence 1 of the Articles of Association, the additional Supervisory Board member will be elected with effect as from such point in time.

Explanation for our resolution proposal C. [10.]

The remuneration of the Supervisory Board members of the Company was already discussed during the last General Meeting held on 23 October 2015. According to the new wording of § 11 adopted by the General Meeting of 23rd October 2015, members of the Supervisory Board receive fixed annual remuneration in the amount of €60,000 each; the Chairman receives two times and the Deputy Chairman one and a half times the remuneration. The members of the Supervisory Board thus receive total annual fixed remuneration in the amount of €450,000. In addition, remuneration is paid to the members of the audit committee and for further committee memberships. In our opinion, the remuneration for the Supervisory Board members is already too high.

The increase of the number of Supervisory Board members as proposed by us would lead to an additional annual burden for the Company of €60,000 or more. In order to avoid at least an additional cost burden for the Company, the cost burden for the Company as a result of the fixed Supervisory Board remuneration for all of the Supervisory board members is to remain limited to approx. €450,000 also after the Supervisory Board has been expanded to seven members. Therefore, the fixed remuneration of the individual Supervisory Board members provided for in § 11 (1) no 1. of the Articles of Association is to be decreased by €7,000 from the day after the General Meeting held on 25 May 2016 from €60,000 by just over 10% to €53,000.

In order to avoid changes to the remuneration claims of the Supervisory Board members that have already accrued until the day of the General Meeting, the new provisions on remuneration shall apply only as from the day after the day of the General Meeting."

Statement of the management:

Deutsche Balaton AG has requested in their letter of 22 April 2016 to supplement the agenda of the annual general meeting on 25 May 2016.

It is requested by this demand to increase the Supervisory Board from six current members to seven members. For the election of the seventh member of the Supervisory Board, Deutsche Balaton AG proposes Dr. Andreas Beyer. In the event that Dr. Beyer will be elected as the sixth Supervisory Board member against the voting proposal of the Supervisory Board, Prof. Dr. Karin Lergenmüller is supposed to be elected as seventh Supervisory Board member. Additionally, the fixed annual remuneration for members of the Supervisory Board is supposed to be reduced from currently €60,000 to € 53.000 per member of the Supervisory Board as of 25 May 2016, which would lead to a respective reduction in the remuneration of the Chairperson of the Supervisory Board and the Deputy Chairperson.

The Supervisory Board and the Board of Directors consider the current size of the Supervisory Board with six members and their remuneration appropriate. The size of six members on the one hand ensures a well-balanced composition of members, who possess the extensive knowledge, ability and expert experience. On the other hand this size enables to organize the work of the Supervisory Board efficiently.

The Supervisory Board also maintains its proposal to elect Dr. Isabella Niklas, Attorney at law (*Rechtsanwältin*), as Supervisory Board member. The Supervisory Board is convinced that Dr. Isabella Niklas fulfills the qualification profile for Supervisory Board members of PNE WIND AG in every respect. The Supervisory Board has especially taken into account the international activities of the enterprise, potential conflicts of interest, the independence of the candidate as well as diversity for this voting proposal. Reference shall be made to the statement of the Supervisory Board to the voting proposal of Deutsche Balaton AG of 18 April 2016, which will be published on the Company website.

Cuxhaven, April 2016

PNE WIND AG

Board of Directors