



Pankl Racing Systems AG
Bruck upon Mur, FN 143981 m

Invitation

Herewith we invite our shareholders to the

12th Annual General Meeting of Pankl Racing Systems AG

on **Friday, 29 January 2010 at 2.00pm**

at the business premises of the Company in A-8505 Kapfenberg, Industriestrasse West 4

Agenda

1. Report of the Management Board
2. Presentation of the annual financial statements including the status report, the consolidated financial statements including the group status report, the dividend distribution proposal and the Supervisory Board report for the fiscal year 2008/09
3. Motion regarding the use of the net balance sheet profit
4. Motion regarding the discharge of the members of the Management Board for the fiscal year 2008/09
5. Motion regarding the discharge of the members of the Supervisory Board for the fiscal year 2008/09
6. Election of the auditor and the group auditor for the fiscal year 2009/10
7. Election of Supervisory Board members
8. Motion regarding the change of the articles to comply with new legal requirements, in particular the chapters 7, 12, 16, 17, 21, 22, 23, 24 and 27 of the Public Companies Act Amendment Law (§§ 7, 12, 16, 17, 21, 22, 23, 24, 27 Aktienrechts-Änderungsgesetz 2009)

AGM DOCUMENTATION

From 8 January 2010, the following documentation is available to be reviewed by the shareholders at the business premises of the Company in A-8605 Kapfenberg, Industriestrasse West 4. Please contact Silke Pichler of the Investor Relations Department.

- Annual financial statements including status report,
 - Corporate governance report,
 - Consolidated financial statements including group status report,
 - Dividend distribution proposal
 - Report of the Supervisory Board,
- each for the fiscal year 2008/09;
- Proposals for the motions regarding the agenda items 3-8,
 - Declarations of the candidates for the Supervisory Board election (agenda item 7) according to chapter 87 paragraph 2 of the Public Companies Act (§87 Abs 2 AktG)

From 8 January 2010 at the latest, this documentation, the complete text of this invitation and the forms to grant and revoke powers of attorney are available in the internet under the link: <http://www.pankl.com/Hauptversammlung.497.1.html> and will also be available in the AGM.

REFERENCE REGARDING THE SHAREHOLDERS' RIGHTS IN ACCORDANCE WITH CHAPTERS 109, 110 AND 118 OF THE PUBLIC COMPANIES ACT (§§ 109, 110, 118 AKTG)

Shareholders, whose combined stake exceeds 5% of the share capital and who have been holding this stake for at least 3 months prior to the application described herein, may request in writing that additional agenda items shall be included in the agenda of the AGM and publicly announced as long as this application reaches the Company by 8 January 2010 exclusively at the address A-8605 Kapfenberg, Industriestrasse West 4, Investor Relations Department or via SWIFT CENBATWW (message type MT599). Further information for depositary banks is available on the internet under the link <http://www.pankl.com/Hauptversammlung.497.1.html> as of now. In order to prove that the applying shareholders have been holding their shares for at least 3 months prior to their application, they have to present a confirmation of their depositary in accordance with chapter 10a of the Public Companies Act (§10a AktG) dated within 7 days from the day this confirmation is presented to the Company. For other requirements of depositary confirmations, please refer to the text regarding the right to attend the AGM.

Shareholders, whose combined stake exceeds 1% of the share capital may request in writing that their motion proposals regarding any agenda item including the appropriate reasons shall be published on the Company's homepage provided this request has been received by the Company in writing by 20 January 2010 either via fax on +43 (0)3862 33 999 – 181 or via post or

personal delivery to A-8605 Kapfenberg, Industriestrasse West 4, Investors Relations Department for the attention of Silke Pichler or by email to ir@pankl.com with the request being attached as a separate text file (e.g. a PDF document). In order to proof that the applying shareholders have been holding their shares for at least 3 months prior to their application, they have to present a confirmation of their depositary in accordance with chapter 10a of the Public Companies Act (§10a AktG) dated within 7 days from the day this confirmation is presented to the Company. For other requirements of depositary confirmations, please refer to the text regarding the right to attend the AGM.

A written confirmation of a public notary is sufficient, in case the bearer shares are not held with a depositary.

In the AGM, each shareholder shall receive appropriate information at his/her request provided this information is necessary for the adequate assessment of an agenda item.

Further information on these shareholder rights according to chapters 109, 110 and 118 of the Public Companies Act (§§ 109, 110, 118 AktG) are available in the internet under the link <http://www.pankl.com/Hauptversammlung.497.1.html>.

DATE OF VERIFICATION AND ATTENDANCE IN THE AGM

Shareholders are required to evidence their shareholding as of 19 January 2010 (Date of Verification) to be able to attend the AGM, exercise the voting rights and other shareholders' rights.

Only persons who hold shares in the Company on this date and who can proof that to the Company are entitled to take part in the AGM.

A depositary confirmation in accordance with chapter 10a of the Public Companies Act (§10a AktG) is sufficient to proof the shareholding provided the Company has received such by 26 January 2010 in the following manner:

By Post Pankl Racing Systems AG
Investor Relations
for the attention of Frau Silke Pichler
Industriestraße West 4
8605 Kapfenberg,

By SWIFT CENBATWW (Message Type MT599)

Depository Confirmation in accordance with Chapter 10a of the Public Companies Act (§10a AktG)

The depository confirmation shall be issued by a custodian bank domiciled in the EU, or in a full OECD member state and shall contain the following:

- Information regarding the issuer: Name and address or customary transfer code (e.g. SWIFT code) used for identification purposes between banks,
- Information regarding the shareholder: Name and address, date of birth for natural persons, commercial register identification for legal entities,
- Information regarding the shares: Number of shares of the shareholder,
- Deposit account number or any other appropriate description,
- Date of the depository confirmation.

The depository confirmation shall refer to the Date of Verification, which is the 19 January 2010.

The depository confirmation shall be in German or English language.

The registration to take part in the AGM or the transfer of a depository confirmation does not restrict shareholders in their disposal of their shares.

REPRESENTATION BY PROXY

Each shareholder who is entitled to take part in the AGM may elect a proxy who takes part in the AGM on his/her behalf and who can exercise all rights which the shareholder himself/herself is entitled to.

Chapter 10a paragraph 3 of the Public Companies Act (§10a Abs.3 AktG) applies appropriately for such declarations.

The power of attorney shall be issued to a defined person (natural person or legal entity) in writing.

The power of attorney shall be delivered to the Company in the following manner:

By Post Pankl Racing Systems AG
Investor Relations
for the attention of Frau Silke Pichler
Industriestraße West 4
8605 Kapfenberg,

By Telefax: +43(0)3862 33 999 - 181

By E-Mail: ir@pankl.com with the power of attorney being attached to the email as a separate text file (e.g. a PDF document)

By Personal Submission: ahead of the AGM at the registration point

A power of attorney form can be sent by the Company if requested and is available on the internet under the link <http://www.pankl.com/Hauptversammlung.497.1.html>.

If a shareholder issues a power of attorney to his/her depository bank, it shall be sufficient that the bank provides the depository confirmation and a declaration that it acts as proxy.

Shareholders may use the special service to appoint a representative from the shareholders' association IVA, 22 Feldmühlgasse, A-1130 Vienna, as their proxy. This representative is bound by the instructions of the represented shareholders. If you are interested in this service, please contact Mr. Michael Knap from the IVA either directly – Tel. +43-1-8763343-0, Fax +43-1-8763343-49 or email michael.knap@iva.or.at or use the special power of attorney form which is available on the internet under the link <http://www.pankl.com/Hauptversammlung.497.1.html>.

Total Amount of Shares and Voting Rights

At the time the AGM is convened, the share capital of the Company is divided into 3,888,000 shares without nominal value. Each share represents one equal vote. At the time the AGM is convened, the Company holds 337,563 own shares. The Company shall not exercise any rights with regards to these shares. At the time the AGM is convened, the total number of shares entitled to attend the AGM and to vote in the AGM is 3,550,437.

To assure smooth progress at the registration point for the AGM, we kindly ask all shareholders to arrive in due time before the official start of the AGM. Voting cards are issued and shareholders admitted from 1.30pm.

Bruck upon Mur, in Dezember 2009

The Management Board