

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about the course of action you should take, please consult your Depository Bank immediately.



**DNick Holding plc**

No 1 Poultry, London EC2R 8JR

Directors: Paul Felton-Smith (Chairman)  
Franz-Josef Seipelt (CFO)  
Dr. Hans-Joachim Krüger  
Edouard Altenhoven  
Georg Kulenkampff

3 February 2012

**Extraordinary General Meeting Thursday 23 February 2012**

**Dear Shareholder**

An extraordinary general meeting (the "**GM**") of DNick Holding plc (the "**Company**") will be held at the Company's offices at Rosenweg 15, 58239 Schwerte, Germany on Thursday 23 February 2012 at 11.00 a.m.

The Notice of the GM is enclosed. The Notice of the GM sets out the business to be transacted at the GM.

As you may be aware, Wickeder Westfalenstahl GmbH ("**Wickeder**") and Lustre Beteiligungs UG ("**Lustre**"), a company which is fully owned by the Managing Director of Wickeder are currently listed in the Company's register as being the beneficial holders of 24.89 per cent. and 25.88 per cent. respectively of the Company's shares. Wickeder and Lustre appear to the directors of the Company to be acting jointly in respect of their holdings in the Company.

Shortly prior to the Company's annual general meeting, held on 30 June 2011, Wickeder and Lustre disclosed their shareholdings of combined more than 50 per cent. of the Company's shares.

At the time of the annual general meeting, the board had no reason to believe that Wickeder and Lustre were subject to any anti trust filing requirements.

Shortly after the annual general meeting the Company's board became aware that Wickeder and Lustre may have had an obligation to have filed the acquisition.

Against this background of the apparent non-compliance with the described filing requirements and a potential breach of anti trust law, there was an uncertainty about the validity of Wickeder's and Lustre's share acquisitions, which casted doubts and raised the question whether or not there had actually been a change of control in the Company. The Company's board consequently initiated post-merger control proceedings in order to clarify the situation and to verify the shareholdings of Wickeder and Lustre.

Upon written request of the Company dated 7 July 2011, the Cartel Office commenced its proceedings under file no. B5-87/11. It was then not until 16 January 2012 that the Cartel Office confirmed that the implementation of the concentration (through the share purchases by Wickeder and Lustre) without prior filing had actually violated the filing obligations under the German Anti-

trust Code (*Kartellgesetz*). Notwithstanding this confirmation, the Cartel Office ultimately decided to end its proceedings since the conditions for a prohibition of the concentration were not fulfilled (see our IR-News dated 28 December 2011 and 17 January 2012).

On 2 February 2012, the Company received a requisition notice from The Bank of New York Depository (Nominees) Limited ("**The Bank of New York**") on behalf of Wickeder (being a shareholder of the Company holding not less than one-tenth of the paid up share capital of the Company pursuant to section 303 of the Companies Act 2006) requesting that the board of directors of the Company to convene a general meeting. The proposed purposes of that general meeting was to appoint Dr. Jürgen E. Platt and Mr. Herbert Helmut Baumann as directors of the Company and to remove all other directors of the Company.

Under English law, the Company is required to put the resolutions proposed by Wickeder to a general meeting of the Company's shareholders.

### **Additional Information**

#### ***Action to be taken***

Should you wish to attend the GM or have your vote cast by proxy at the GM you should follow the procedures below.

#### ***If you wish to attend and vote at the GM***

You will receive a voting notice from Euroclear or Clearstream via your Depository Bank which will set out details of how to register your intention to attend and vote at the GM. You should inform your Depository Bank that you intend to attend and vote at the General Meeting.

Your Depository Bank will inform Euroclear or Clearstream who will register your intention to attend and vote at the GM and will verify your name and the number of Company shares held in your account. Euroclear or Clearstream (as the case may be) will then inform the nominee depository, The Bank of New York who will complete a form of instruction on your behalf confirming your intention to attend and vote at the GM.

A copy of your completed form of instruction will be provided to you at the GM upon presentation of a valid passport or ID card. If you have any questions please contact the Company (Telephone Number +49 (0)2304 108 248).

#### ***If you do not wish to attend the GM but would like to cast your vote by proxy***

You will receive a voting notice from Euroclear or Clearstream via your Depository Bank which will set out details of how to register your intention to vote. You should inform your Depository Bank of how you intend to vote in respect of each of the Resolutions.

Your Depository Bank will inform Euroclear or Clearstream who will register your voting instructions and verify your name and the number of Company shares held in your account. Euroclear or Clearstream (as the case may be) will then forward your voting instructions to the nominee depository The Bank of New York Depository who will complete a form of instruction to appoint a proxy on your behalf in accordance with your voting instructions.

You may nominate any person of your choice to attend and vote at the GM on your behalf. To effect this appointment you should instruct your Depository Bank to inform The Bank of New York as to the identity of the proposed proxy.

A copy of your completed form of instruction and proxy will be provided to your nominated proxy at the GM upon presentation of a valid passport or ID card. If you have any questions please contact the Company (Telephone Number +49 (0)2304 108 248).

### **Important Information**

In order to have the right to attend and vote at the GM (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), you must be entered on the

register of members of the Company at close of business (Frankfurt time) on 3 February 2012. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

To enable your Depository Bank to promptly process your completed voting notice (either setting out your intention to attend and vote at the GM or to appoint a proxy to vote on your behalf) and forward the voting notice to Euroclear and Clearstream for registration,

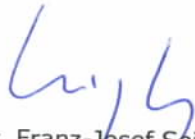
**ALL VOTING NOTICES MUST BE LODGED WITH YOUR DEPOSITORY BANK BY CLOSE OF BUSINESS ON 21 FEBRUARY 2012.**

It should be noted that The Bank of New York is the duly authorised agent of the Company to collect the forms of instruction and proxy for casting of votes at the GM to be held on 23 February 2012.

All costs relating to this process with regard to Depository Banks will be borne by the Company.

It should be noted that the English documents are legally binding and the German translations are offered for your convenience and clarification.

Yours faithfully,



Mr. Franz-Josef Seipelt  
Chief Financial Officer  
3 January 2012