

Invitation

to the 2014
Ordinary General Meeting

Invitation to the 2014 Ordinary General Meeting

We hereby invite our shareholders to this year's Ordinary General Meeting of euromicron Aktiengesellschaft communication & control technology.

It will be held on

**Wednesday, May 14, 2014, at 10:30 a.m.,
in the auditorium of Commerzbank AG,
Entrance: Große Gallusstraße 19,
60311 Frankfurt/Main.**

Overview of the agenda

1. Submissions to the General Meeting in accordance with Section 176 (1) Sentence 1 of the German Stock Corporation Law (AktG)
2. Resolution on appropriation of the net retained profits for fiscal year 2013
3. Resolution on discharge of the members of the Executive Board for fiscal year 2013
4. Resolution on discharge of the members of the Supervisory Board for fiscal year 2013
5. Appointment of the independent auditor and group auditor for fiscal year 2014
6. Resolution on cancellation of the existing authorized capital, creation of new authorized capital with the possibility of excluding the subscription right of shareholders and a change to the Articles of Association to this effect
7. Resolution on approval to a profit and loss transfer agreement with telent GmbH – ein Unternehmen der euromicron Gruppe
8. Resolution on approval to amendment of profit and loss transfer agreements between euromicron AG and various subsidiaries

Further contents

- Total number of shares and voting rights
- Conditions for participation
- Procedure for casting postal votes
- Proxy
- Rights of the shareholders
- Further details and information on the General Meeting

Agenda

1. Submission of the adopted annual financial statements as of December 31, 2013, the Management Report, the report of the Supervisory Board, the approved consolidated financial statements and the Group Management Report for the 2013 fiscal year, as well as the explanatory report by the Executive Board on the disclosures in accordance with Section 289 (4) and (5) and Section 315 (4) HGB (German Commercial Code)

These documents, as well as the proposal by the Executive Board on appropriation of the net retained profits, are available at the offices of euromicron Aktiengesellschaft communication & control technology (also referred to as "euromicron AG" in the following), Zum Laurenburger Hof 76, 60594 Frankfurt/Main, and can be inspected there and in the Internet at www.euromicron.de (in the section: Investor Relations/General Meeting). They will be sent to shareholders free of charge upon request.

2. Resolution on appropriation of the net retained profits for fiscal year 2013

The Executive Board and Supervisory Board propose to carry the net accumulated losses of € -5,283,486.01 forward to a new account.

3. Resolution on discharge of the members of the Executive Board for fiscal year 2013

The Executive Board and Supervisory Board propose granting discharge to the members of Executive Board for fiscal year 2013.

4. Resolution on discharge of the members of the Supervisory Board for fiscal year 2013

The Executive Board and Supervisory Board propose granting discharge to the members of Supervisory Board for fiscal year 2013.

5. Appointment of the independent auditor and group auditor for fiscal year 2014

The Supervisory Board proposes electing PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as the auditor for the Company and the Group for fiscal year 2014. It will also participate in an inspection of financial reports during the year, where such examinations are conducted.

6. Resolution on cancellation of the existing authorized capital, creation of new authorized capital with the possibility of excluding the subscription right of shareholders and a change to the Articles of Association to this effect

The authorized capital created by the resolution adopted by the General Meeting on June 9, 2011, has been partly utilized as a result of capital increase in the meantime. To increase the Company's freedom of action, the existing authorized capital is to be cancelled and replaced by new authorized capital.

The Executive Board and Supervisory Board therefore propose adopting the following resolution:

- a) The authorization in Section 5 (4) of the Articles of Association to increase the capital stock by up to a total of €1,310,541.28 on one or several occasions (authorized capital) with the consent of the Supervisory Board until May 31, 2016, is cancelled.
- b) The Executive Board is authorized, with the consent of the Supervisory Board, to increase the capital stock of the Company until May 13, 2019, by a total of €9,173,770.00 (in words: nine million one hundred and seventy-three thousand seven hundred and seventy euros) by issuing new registered shares on one or more occasions in exchange for cash or non-cash contributions (authorized capital). In principle, the shareholders shall be granted a subscription right as part of this. The new shares can also be taken over by a bank appointed by the Executive Board with the obligation to offer them to the shareholders (indirect subscription right). The Executive Board is authorized, with the consent of the Supervisory Board,
 - aa) to exclude shareholders' subscription right in the case of capital increases in exchange for cash contributions up to a pro-rata amount of the capital stock of a total of €1,834,755.48 (in words: one million eight hundred and thirty-four thousand seven hundred and fifty-five point forty-eight euros) (10% limit) in order to issue the new shares at an issue amount that is not significantly below the stock market price (Section 203 (1) and (2) and Section 186 (3) Sentence 4 AktG (German Stock Corporation Law)); exclusion of the subscription right pursuant to other authorizations in accordance with Section 186 (3) Sentence 4 AktG (German Stock Corporation Law) must also be taken into account in relation

to the question of utilizing the 10% limit; the applicable stock market price shall be the mean value for the closing prices of the Company's share in the XETRA trading system (or a comparable successor system) on the five days of trading before the issue amount is set by the Executive Board;

- bb) to exclude the subscription right of shareholders for the purpose of acquiring companies or holdings in companies.

If the Executive Board does not make use of the above authorizations to exclude the subscription right of shareholders, the subscription rights can only be excluded for fractional amounts.

The Executive Board may make use of the authorizations granted under aa) and bb) above to exclude the subscription right granted to it only to such an extent that the proportional amount of the total shares issued with exclusion of the subscription right does not exceed 20% of the capital stock, either at the time the resolution on this authorization is adopted or at the time it is used. If – during the term of the authorized capital and until when it is utilized – use is made of other authorizations to issue or sell shares in the Company or to issue rights that enable or obligate subscription to shares in the Company and the subscription right is excluded as part of that, they shall be counted toward the above 20% limit.

The Executive Board, with the consent of the Supervisory Board, is authorized to define further details of capital increases from the authorized capital. The Executive Board is authorized to amend the Articles of Association accordingly if the authorized capital is used.”

- c) Section 5 (4) of the Articles of Association shall be redrafted as follows:

„4. The Executive Board is authorized, with the consent of the Supervisory Board, to increase the capital stock of the Company until May 13, 2019, by a total of €9,173,770.00 (in words: nine million one hundred and seventy-three thousand seven hundred and seventy euros) by issuing new registered shares on one or more occasions in exchange for cash or non-cash contributions (authorized capital). In principle, the shareholders shall be granted a subscription right as part of this.

The new shares can also be taken over by a bank appointed by the Executive Board with the obligation to offer them to the shareholders (indirect subscription right).

The Executive Board is authorized, with the consent of the Supervisory Board,

- a) to exclude shareholders' subscription right in the case of capital increases in exchange for cash contributions up to a pro-rata amount of the capital stock of a total of €1,834,755.48 (in words: one million eight hundred and thirty-four thousand seven hundred and fifty-five point forty-eight euros) (10% limit) in order to issue the new shares at an issue amount that is not significantly below the stock market price (Section 203 (1) and (2) and Section 186 (3) Sentence 4 AktG (German Stock Corporation Law); exclusion of the subscription right pursuant to other authorizations in accordance with Section 186 (3) Sentence 4 AktG (German Stock Corporation Law) must also be taken into account in relation to the question of utilizing the 10% limit; the applicable stock market price shall be the mean value for the closing prices in the Company's share in the XETRA trading system (or a comparable successor system) on the five days of trading before the issue amount is set by the Executive Board;
- b) to exclude the subscription right of shareholders for the purpose of acquiring companies or holdings in companies.

If the Executive Board does not make use of the above authorizations to exclude the subscription right of shareholders, the subscription right can only be excluded for fractional amounts.

The Executive Board may make use of the authorizations granted under a) and b) above to exclude the subscription right granted to it only to such an extent that the proportional amount of the total shares issued with exclusion of the subscription right does not exceed 20% of the capital stock, either at the time the resolution on this authorization is adopted or at the time it is used. If – during the term of the authorized capital and until when it is utilized – use is made of other authorizations

to issue or sell shares in the Company or to issue rights that enable or obligate subscription to shares in the Company and the subscription right is excluded as part of that, they shall be counted toward the above 20% limit.

The Executive Board, with the consent of the Supervisory Board, is authorized to define further details of capital increases from the authorized capital. The Executive Board is authorized to amend the Articles of Association accordingly if the authorized capital is used."

Report of the Executive Board on item 6 of the agenda in accordance with Section 203 (2) Sentence 2 AktG in conjunction with Section 186 (4) Sentence 2 AktG

The Executive Board has issued a written report on why it wishes to be authorized to be able to decide to exclude the subscription right of shareholders under item 6 b) on the agenda. The report can be viewed by shareholders at the Company's premises from the day the General Meeting was convened and can be downloaded from the Company's Internet site at www.euromicron.de (in the section: Investor Relations/General Meeting). Upon request, the report will be sent to any shareholders immediately and free of charge.

The report has the following content:

Under item 6 b), aa on the agenda, the Executive Board requests to be allowed to exclude the subscription right of shareholders in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law) for shares to an arithmetic amount of up to 10% of the capital stock, as part of which the 10% limit as a whole, i.e. also with the addition of any other authorizations resulting in direct or indirect application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), must not be exceeded. The possibility of excluding the subscription right pursuant to this authorization will enable management to exploit favorable stock market situations at short notice and, by quickly placing new shares, achieve higher proceeds without the substantial time and cost involved in handling a subscription right. The requested exclusion of subscription rights serves the interests of the Company in being able to issue shares to institutional investors, for example. As a result, new shareholder groups can be acquired in Germany and abroad. In making use of the authorization, the Executive Board shall set the issue amount for each new share so that the

markdown on the stock market price is expected to be no more than 3%, but shall be no more than 5% of the stock market price of the Company's shares at the time the authorization is utilized. This stipulation protects shareholders against impermissible dilution of their stake.

The authorization to exclude the subscription right of shareholders requested under item 6 b), bb) on the agenda will enable the Executive Board to have shares in the Company at its disposal to acquire companies or holdings in companies at short notice. euromicron Aktiengesellschaft is in fierce competition with other companies nationally and internationally and must be able at all times to act quickly and flexibly in the interests of its shareholders. That also includes the possibility of acquiring companies or holdings in them to improve the Company's competitive situation. It can be expected that such an acquisition cannot be paid for in cash without jeopardizing the Company's liquidity. Consequently, the consideration in comparable transactions is often shares in the acquiring company. The authorization proposed here is intended to give euromicron Aktiengesellschaft the necessary flexibility to seize opportunities to acquire companies or holdings in them quickly and flexibly when they arise. The authorization to exclude the subscription right for fractional amounts requested under item 6 on the agenda, b), final paragraph, enables a capital increase with a clean subscription ratio. That makes it easier to handle the subscription right of shareholders. The new shares which are excluded from the subscription right of shareholders as free fractional shares will be sold on the stock market or utilized otherwise in the best possible way for the Company. Since any exclusion of the subscription right only effects fractional amounts in this case, a potential dilution effect is low.

The Executive Board may make use of the authorizations to exclude the subscription right granted to it only to such an extent that the proportional amount of the total shares issued with exclusion of the subscription right does not exceed 20% of the capital stock, either at the time the resolution on this authorization is adopted or at the time it is used. As a result, the total scope of a share issue with the exclusion of subscription rights from authorized capital is restricted. In addition, if – during the term of the authorized capital and until when it is utilized – use is made of other authorizations to issue or sell shares in the Company or to issue rights that enable or obligate subscription to shares in the Company and the subscription right is excluded

as part of that, they shall be counted toward the above 20% limit. This will additionally protect shareholders against dilution of their existing stakes.

The Executive Board shall always examine carefully whether use of the authorization to issue new shares and, if applicable, to exclude the subscription right is in the interests of the Company and its shareholders. It will report to the General Meeting on any use of the authorization.

7. Resolution on approval to a profit and loss transfer agreement with telent GmbH – ein Unternehmen der euromicron Gruppe

euromicron AG holds all the shares in telent GmbH – ein Unternehmen der euromicron Gruppe, Backnang. euromicron AG and telent GmbH – ein Unternehmen der euromicron Gruppe concluded a profit and loss transfer agreement on March 31, 2014, with the following wording:

„Profit and Loss Transfer Agreement

between

**euromicron Aktiengesellschaft
communication & control technology
Frankfurt/Main**

- hereinafter referred to as the “**controlling company**” -

and

**telent GmbH
- ein Unternehmen der euromicron Gruppe
Backnang**

- hereinafter referred to as the “**controlled company**” -

Preamble

- (1) The controlled company with registered offices in Backnang is entered in the commercial register of Stuttgart Local Court under HRB 738199.
- (2) The sole shareholder of the controlled company is the controlling company, which has its registered offices in Frankfurt/Main and is entered in the commercial register of Frankfurt/Main Local Court under HRB 45562.
- (3) With regard to the financial integration of the controlled company into the controlling company’s enterprise in order to create an integrated inter-company relationship within the meaning of Sections 14 and 17 KStG (German Corporation Tax Act) and Section 2 (2) Sentence 2 GewStG (German Trade Tax Act), the Parties intend to conclude the following controlling and profit and loss transfer agreement.

Section 1

Dispensability of a compensatory payment and cash compensation

A reasonable compensatory payment in accordance with Section 304 (German Stock Corporation Law) and reasonable cash compensation in accordance with Section 305 (German Stock Corporation Law) shall not be granted, since the controlling company is the sole shareholder of the controlled company (cf. Section 304 (1) Sentence 3 and 305 (1) AktG (German Stock Corporation Law)).

Section 2

Transfer of profits

- (1) The controlled company undertakes to transfer its entire profit determined in accordance with the provisions of the German Commercial Code (HGB) to the controlling company. The following is to be transferred, subject to the setup and reversal of other revenue reserves in accordance with Section 2 (2): The net income for the year generated without the profit transfer, minus any loss carried forward from the previous year and transfers to the other revenue reserves in accordance with Section 2 (2) and plus any amounts withdrawn from the other revenue reserves in accordance with Section 2 (2).
- (2) The controlled company can, with the consent of the controlling company, transfer amounts from its net income for the year to the other revenue reserves (Section 272 (3) HGB (German Commercial Code)) if this is permitted under the German Commercial Code and is economically justified in accordance with prudent business practice. If other revenue reserves in accordance with Section 272 (3) HGB (German Commercial Code) are set up during the term of this agreement, the controlling company can demand that these reserves are withdrawn and transferred as profit or used to compensate for a net loss for the year or a loss carryforward.
- (3) The obligation of the controlled company to transfer its entire profit shall also include the profit from the sale of all its assets, if and insofar as such transfer is legally permissible. This shall not apply to profits accruing after dissolution of the controlled company.

- (4) Amounts from the reversal of revenue reserves and profits carried forward which were set up or accrued before the term of this agreement commences and capital reserves set up before or during the term of this agreement in accordance with Section 272 (2) HGB (German Commercial Code) shall not be paid over. The distribution of amounts from the reversal of such other revenue reserves that existed prior to the agreement and such capital reserves set up before or during the term of this agreement in accordance with Section 272 (2) HGB 2 HGB (German Commercial Code) outside this controlling and profit and loss transfer agreement shall be permitted.
- (5) The provisions of Section 301 AktG (German Stock Corporation Law) (in its applicable version) shall always be observed analogously.

Section 3

Assumption of losses

The controlling company undertakes toward the controlled company to assume the latter's losses in accordance with the provisions of Section 302 AktG (German Stock Corporation Law) (in its entirety and in all its elements) in its applicable version (or provisions replacing it).

Section 4

Due date, payment of interest

- (1) The obligation to transfer profits or offset losses shall arise on the balance sheet date of the controlled company and shall be due at that time. At the request of the controlling company, the controlled company shall be obliged to transfer the estimated profit in full or in part before the balance sheet date, provided there are sufficient indications for a positive earnings forecast.
- (2) Interest of 5 percent as of the balance sheet date (due date) shall be payable on the entitlement to offsetting of a loss.

Section 5

Effectiveness

This agreement shall be concluded subject to the approval of the General Meeting of the controlling company and the shareholders' meeting of the controlled company. The agreement shall become effective upon its entry in the commercial register of the controlled company and shall apply retroactively as of the beginning of the fiscal year of the controlled company in which it is entered in the commercial register of the controlled company. However, the agreement shall not become effective before midnight on December 31, 2013.

Section 6

Term and termination of the agreement

- (1) The agreement shall be concluded for an indefinite period of time. It can be terminated by either party with a period of notice of six months to the end of each fiscal year of the controlled company. It can be terminated for the first time at the earliest to the end of the fourth fiscal year of the controlled company following the fiscal year as of which the agreement takes effect and insofar as at least 5 years in time (60 months) have elapsed from when this agreement took effect. Notice of termination shall be issued by registered post. The date on which the notice of termination is received by the other company shall be authoritative in defining whether the deadline has been complied with.
- (2) This agreement can be terminated prematurely without a period of notice only for an important reason. Section 297 (1) AktG (German Stock Corporation Law) shall remain unaffected. An important reason shall be in particular the cases specified in Directive 60 (6) of the German Corporation Tax Directives (2004), relocation of the registered offices of the controlling company to abroad, a change in form of the controlled company, relocation of the registered offices of the controlled company to abroad, and transfer of shares in the controlled company resulting in a cessation of the financial integration in accordance with Section 14 (1) Sentence 1 No. 1 KStG (German Corporation Tax Act).

- (3) If the requirements for tax recognition of the integrated inter-company relationship under German corporation tax law and trade tax law or its proper execution are, contrary to all expectations, not met during the five-year period as defined in Section 6 (1) Sentence 3, the five-year period shall not commence, contrary to Section 6 (1) Sentence 3, until the first day of the fiscal year following the year in which the requirements for recognizing the integrated inter-company relationship under tax law or for its execution were not met.

Section 7

Final provisions

- (1) If individual provisions of this agreement are or become void or invalid, this shall not affect the remaining provisions of the agreement. In this case, a provision which corresponds as closely as possible to the intended purpose of the void or invalid provision in legal and economic terms shall be agreed. The same shall apply to any additional interpretation of the agreement if it contains a gap. If a provision is unfeasible or invalid due to the scope of performance or in relation to a date or time, a legally permissible arrangement which corresponds as closely as possible to the invalid or unfeasible scope of performance or date/time shall be deemed as having been agreed.
- (2) Any amendments to or modifications of this agreement shall only be valid when given in writing, unless another form is prescribed. This shall also apply to this Section 7 (2).

Frankfurt/Main, March 31, 2014

For euromicron Aktiengesellschaft
communication & control technology
by Dr. Willibald Späth by Thomas Hoffmann

For telent GmbH
– ein Unternehmen der euromicron Gruppe
by Hans-Peter Fischer by Robert Blum

The Executive Board and Supervisory Board propose approving the conclusion of the profit and loss transfer agreement.

Before the General Meeting is convened and up to when it ends, the following will be available for inspection by shareholders at the offices of euromicron AG (Zum Laurenburger Hof 76, 60594 Frankfurt/Main, Germany):

- The profit and loss transfer agreement dated March 31, 2014, between euromicron AG and telent GmbH – ein Unternehmen der euromicron Gruppe;
- The annual financial statements and management reports of euromicron AG and the annual financial statements of telent GmbH – ein Unternehmen der euromicron Gruppe for the fiscal years 2011, 2012 and 2013;
- The consolidated financial statements and group management reports of euromicron AG for the fiscal years 2011, 2012 and 2013;
- The joint report of the Executive Board of euromicron Aktiengesellschaft and management of telent GmbH – ein Unternehmen der euromicron Gruppe on the profit and loss transfer agreement in accordance with Section 293a AktG (German Stock Corporation Law).

Every shareholder will be sent a copy of these documents immediately and free of charge upon request. This request must be addressed to:

euromicron AG

Investor Relations

Zum Laurenburger Hof 76

60594 Frankfurt/Main

Germany

Fax: +49 (0) 69 63 15 83 17

E-Mail: IR-PR@euromicron.de

The documents will also be available for inspection at the General Meeting and published on the homepage of euromicron AG at www.euromicron.de (in the section: Investor Relations/ General Meeting).

8. Resolution on approval to amendment of profit and loss transfer agreements between euromicron AG and various subsidiaries

There are profit and loss transfer agreements between euromicron AG as the controlling company and the following wholly-owned subsidiaries:

- a) Profit and loss transfer agreement with **ELABO GmbH – ein Unternehmen der euromicron Gruppe**, Roßfelderstraße 56, 74564 Crailsheim, Germany, entered in the commercial register of Ulm Local Court under HRB 670665, dated December 19, 2001;
- b) Profit and loss transfer agreement with **EUROMICRON Werkzeuge GmbH – ein Unternehmen der euromicron Gruppe**, Zur Dornheck 32-34, 35764 Sinn-Fleisbach, Germany, entered in the commercial register of Wetzlar Local Court under HRB 4015, dated December 19, 2001;
- c) Profit and loss transfer agreement with **LWL-Sachsenkabel GmbH-Spezialkabel und Vernetzungstechnik**, Auerbacher Straße 24, 09390 Gornsdorf, Germany, entered in the commercial register of Chemnitz Local Court under HRB 5862, dated October 14, 2002.

The profit and loss transfer agreements stated under a) to c) between euromicron AG as the **“controlling company”** and the companies named under a) to c) as the **“controlled company”** in each case have the following main content:

- The subsidiaries subordinate running of their company to euromicron AG, as a result of which they are integrated financially, economically and organizationally in the controlling company. However, the legal independence of the subsidiary shall remain unaffected by that.
- The subsidiaries must transfer their profits within the statutory limits to euromicron AG.
- euromicron AG must equalize any net losses for the year of the controlled subsidiaries (assumption of losses). Section 4 of the agreement with the company named under a) and Section 3 of the agreement with the companies named under b) and c) provide for the following:

“1. The controlling company undertakes to offset any net loss for the year made by the controlled company during the term of the agreement, provided the loss is not offset by the withdrawal of amounts from the free reserves which were allocated to said reserves during the term of the agreement.

2. The provisions of Sections 301 and 302 AktG (German Stock Corporation Law) shall apply accordingly.”

- The agreements run for an indefinite period of time and can be terminated with a period of notice of six months to the end of the fiscal year of the respective subsidiary.
- Since all the companies named under a) to c) are wholly-owned subsidiaries of euromicron AG, a compensatory payment in accordance with Section 304 AktG (German Stock Corporation Law) is not granted. An obligation to pay cash compensation in accordance with Section 305 AktG (German Stock Corporation Law) did not need to be provided for. The provisions on compensatory payments and cash compensation in Section 7 of the agreement with the company named under c) is included there due to the former shareholder structure, but is now redundant since there are no more outside shareholders.

Section 17 Sentence 2 No. 2 KStG (German Corporation Tax Act) was amended pursuant to the German Act on Modification and Simplification of Business Taxation and the Tax Law on Travel Expenses dated February 20, 2013. So that the integrated inter-company relationship under German corporation tax law can be recognized, it is now necessary for an assumption of losses to be agreed by reference to the provisions of Section 302 AktG (German Stock Corporation Law) “in its applicable version”. To reflect the change to the law, the existing profit and loss transfer agreements are to be amended, with a continuation of the integrated inter-company relationship between the parties.

euromicron AG concluded an amendment agreement to the profit and loss transfer agreements named under a) to c) with the respective subsidiaries on March 24, 2014. The above-mentioned provisions on the assumption of losses in Section 4 of the agreement with the company named under a) and Section 3 of the agreements with the companies named under b) and c) are to be redrafted as follows by the amendment agreements dated March 24, 2014:

“The controlling company undertakes toward the controlled company to assume the latter’s losses in accordance with the provisions of Section 302 AktG (German Stock Corporation Law) (in its entirety and in all its elements) in its applicable version (or provisions replacing it).”

The amendment agreements to the profit and loss transfer agreements with the respective subsidiaries will only become effective with the approval of the General Meeting of euromicron AG (Section § 295 (1) in conjunction with Section 293 (2) AktG (German Stock Corporation Law)). The shareholders’ meetings of the subsidiaries have already given their approval to the respective amendment agreement.

In accordance with Section 295 (1) in conjunction with Section 294 (2) AktG (German Stock Corporation Law), amendment of the existing profit and loss transfer agreements shall not become effective until it has been entered in the commercial register for the place of the respective subsidiary’s registered offices.

The Executive Board and Supervisory Board propose adopting the following resolution:

- a) The amendment agreement between euromicron AG and **ELABO GmbH – ein Unternehmen der euromicron Gruppe** dated March 24, 2014, to the profit and loss transfer agreement dated December 19, 2001, is approved.
- b) The amendment agreement between euromicron AG and **EUROMICRON Werkzeuge GmbH – ein Unternehmen der euromicron Gruppe** dated March 24, 2014, to the profit and loss transfer agreement dated December 19, 2001, is approved.
- c) The amendment agreement between euromicron AG and **LWL-Sachsenkabel GmbH-Spezialkabel und Vernetzungstechnik** dated March 24, 2014, to the profit and loss transfer agreement dated October 14, 2002, is approved.

It is intended to take a single vote on approval of the three amendment agreements. A separate ballot for each single amendment agreement will be held only subject to an express request for that.

Before the General Meeting is convened and up to when it ends, the following will be available for inspection by shareholders at the offices of euromicron AG (Zum Laurenburger Hof 76, 60594 Frankfurt/Main, Germany):

- The above-mentioned three profit and loss transfer agreement between euromicron AG and the three subsidiaries dated December 19, 2001, and October 14, 2002;
- The three amendment agreements dated March 24, 2014, to the above-mentioned three profit and loss transfer agreements between euromicron AG and the three subsidiaries;
- The annual financial statements and management reports of euromicron AG and the annual financial statements of the subsidiaries named under a) to c) for the fiscal years 2011, 2012 and 2013;
- The consolidated financial statements and group management reports of euromicron AG for the fiscal years 2011, 2012 and 2013;
- The three joint reports of euromicron AG and management of the subsidiaries named under a) to c) on the three amendment agreements to the profit and loss transfer agreements in accordance with Section 293a AktG (German Stock Corporation Law).

Every shareholder will be sent a copy of these documents immediately and free of charge upon request. This request must be addressed to:

euromicron AG

Investor Relations
 Zum Laurenburger Hof 76
 60594 Frankfurt/Main
 Germany
 Fax: +49 (0) 69 63 15 83 17
 E-Mail: IR-PR@euromicron.de

The documents will also be available for inspection at the General Meeting and published on the homepage of euromicron AG at www.euromicron.de (in the section: Investor Relations/ General Meeting) from the date on which the General Meeting is convened.

Total number of shares and voting rights at the time the General Meeting is convened

The total number of registered shares in the Company issued at the time the General Meeting was convened is 7,176,398, of which 7,176,398 registered shares grant their holder to a voting right at the time the General Meeting was convened. The total number of shares and voting rights at the time the General Meeting was convened is therefore 7,176,398.

Conditions for participation

Under Section 15 of the Articles of Association, shareholders who are entered in the share register and register with the Company in text form under the address below are eligible to take part in the General Meeting and exercise their voting rights:

euromicron AG

c/o Computershare Operations Center
 80249 Munich
 Germany
 Fax: +49 (0) 89 30903-74675
 E-Mail: anmeldestelle@computershare.de

This registration must be received by the Company at the latest by

May 7, 2014, 24:00 hours.

The registration may be in German or English.

Vis-à-vis the Company, in accordance with Section 67 (2) Sentence 1 AktG (German Stock Corporation Law), a shareholder is only a person who has been entered as such in the share register. Accordingly, the status of the entry in the share register on the day of the General Meeting shall be authoritative as regards the right to participate and the number of voting rights to which a shareholder is entitled. For technical processing reasons, however, no changes to the entries in the share register shall be made in the period from **May 8, 2014, 0:00 hours** to the end of the General Meeting. Consequently, the status of the entries in the share register on the day of the General Meeting corresponds to the status at 24:00 hours on the closing date for registrations. The technical record date is therefore **May 7, 2014, 24:00 hours.**

Registration for the General Meeting does not mean a block on selling or disposing of the shares. Consequently, shareholders can still freely dispose of their shares after registering for the General Meeting. Even if the shareholding is sold completely or partly after registration for the General Meeting, solely the status of the entries in the share register on the day of the General Meeting will be authoritative as regards eligibility to participate in the General Meeting and to exercise voting rights. Since a shareholder in the eyes of the Company is only a person who is entered as such in the share register on the day of the General Meeting, persons who acquire shares and whose applications for a change in the share register are received by the Company after the technical record date cannot exercise a right to participate in the General Meeting or voting rights or other rights conferred by these shares there, unless they are authorized by the person who sold the shares.

The shareholder can request an admission ticket to the General Meeting along with the registration. Unlike with registration for the General Meeting, the admission ticket is not required for participation, but merely serves to facilitate the process for controlling admission to the General Meeting.

Procedure for casting postal votes

Shareholders and shareholder representatives can also cast their votes without taking part in the General Meeting (postal vote).

The same requirements for participation as for personal participation in the General Meeting apply to casting a postal vote.

Votes cast by postal vote can be sent to the Company to the following address and received by **May 13, 2014, 12:00 hours**:

euromicron AG

c/o Computershare Operations Center
80249 Munich
Germany or
Fax: +49 (0) 89 30903-74675
E-Mail: anmeldestelle@computershare.de

The form sent to shareholders together with the registration documents for the General Meeting can be used to cast postal votes. In addition, a form can also be downloaded from the Internet at www.euromicron.de (in the section: Investor Relations/General Meeting) or requested from the Company free of charge. This request must be addressed to:

euromicron AG

Investor Relations
60594 Frankfurt/Main
Germany or
Telefax: +49 (0) 69 63 15 83 17, or
E-Mail: euromicron-HV2014@computershare.de

Postal votes can be revoked (or changed) using the respective means by which they are sent up to the time by which they can be cast by that means. Personal participation in the General Meeting also constitutes revocation of votes already cast by postal vote.

Proxy

Shareholders who cannot or do not wish to participate in the General Meeting themselves can have their voting rights exercised by a proxy, including by an association of shareholders, provided they have granted power of attorney to this effect.

- a) Powers of attorney must be issued and revoked and proof of the power of attorney submitted to the Company in text form. A form that can be used to grant power of attorney is sent to shareholders together with the registration documents for the General Meeting, along with further information on issuing the power of attorney. In addition, a form can also be downloaded from the Internet at www.euromicron.de (in the section: Investor Relations/General Meeting) or requested from the Company free of charge. This request must be addressed to:

euromicron AG

Investor Relations
Zum Laurenburger Hof 76
60594 Frankfurt/Main
Germany or
Fax: +49 (0) 69 63 15 83 17, or
E-Mail: euromicron-HV2014@computershare.de

The address (as well as the fax number and e-mail address) can also be used from the time the General Meeting is convened for issuing a power of attorney to the Company, sending proof of a power of attorney issued to the proxy and revoking powers of attorney.

b) If a financial institute, an association of shareholders or another legal person or body equal to these in accordance with Section 135 AktG (German Stock Corporation Law) is to be given power of attorney, the power of attorney – as an exception to the principle stated in letter a) above – does not require a specific form either under the law or under the Company's Articles of Association. However, we point out that the financial institutes, associations of shareholders or another legal person or body equal to these in accordance with Section 135 AktG (German Stock Corporation Law) that are to be given a power of attorney may need in such cases a special form of power of attorney because they must retain the power of attorney in a verifiable manner in accordance with Section 135 AktG (German Stock Corporation Law). Shareholders who wish to issue power of attorney to a financial institute, an association of shareholders or another legal person or body equal to these in accordance with Section 135 AktG (German Stock Corporation Law) should therefore consult with them on whether there is a special requirement for form for the power of attorney. However, a violation of the requirements stated in this section b) and specific other requirements specified in Section 135 AktG (German Stock Corporation Law) for giving power of attorney to a financial institute, an association of shareholders or another legal person or body equal to these in accordance with Section 135 AktG (German Stock Corporation Law) shall not affect the validity of the votes cast in accordance with Section 135 (7) AktG (German Stock Corporation Law).

c) We also offer our shareholders the option of being represented in the votes by proxies who are named by the Company and who must comply with the instructions given on how they have to vote. To enable this, a power of attorney and instructions on how to exercise the voting rights must be issued to these proxies. The proxies will exercise the voting right solely in accordance with the instructions issued by the shareholder. If the proxies have not been issued with instructions, they are not authorized to cast votes for a shareholder.

Powers of attorney for proxies named by the Company must be granted and revoked and instructions issued in text form. Shareholders who wish to grant power of attorney to the proxies who are named by the Company and must comply with the instructions given on how they have to vote can use the form they receive together with the registration documents along with further information on issuing the power of attorney and instructions. In addition, a form can also be downloaded from

the Internet at www.euromicron.de (in the section: Investor Relations/General Meeting) or requested from the Company free of charge. This request must be addressed to:

euromicron AG

Investor Relations
Zum Laurenburger Hof 76
60594 Frankfurt/Main
Germany or
Fax: +49 (0) 69 63 15 83 17, or
E-Mail: euromicron-HV2014@computershare.de

The power of attorney and instructions must be sent to the following address and received by **May 13, 2014, 12:00 hours:**

euromicron AG

c/o Computershare Operations Center
80249 Munich
Germany or
Fax: +49 (0) 89 30903-74675, or
E-Mail: anmeldestelle@computershare.de

If proxies who are named by the Company and must comply with the instructions given on how they have to vote are given power of attorney, registration is necessary in time in accordance with the above provisions.

Rights of shareholders in accordance with Sections 122 (2), 126 (1), 127 and 131 (1) AktG (German Stock Corporation Law)

a) Requests for amendments to the agenda

In accordance with Section 122 (2) AktG (German Stock Corporation Law), shareholders whose aggregate stake totals one-twentieth of the capital stock or the pro-rata amount of € 500,000.00 can demand that items be placed on the agenda and announced. The request must be sent in writing to the Executive Board and received by the Company by Sunday **April 13, 2014, 24:00 hours** at the latest. We ask you to send such requests to the following address:

euromicron AG

Investor Relations
 Zum Laurenburger Hof 76
 60594 Frankfurt/Main
 Germany

We will announce supplementary motions if they are received on time and satisfy the statutory requirements.

b) Counter-motions and nominations

In accordance with Section 126 (1) AktG (German Stock Corporation Law), any shareholder of the Company can submit a counter-motion to a proposal by the Executive Board and Supervisory Board on a specific item on the agenda. In accordance with the details specified in Section 126 (1) and (2) AktG (German Stock Corporation Law), a counter-motion must be made accessible on the Company's Internet site if it has been received by the Company at the following address by Tuesday, **April 29, 2014, 24:00 hours** at the latest.

In accordance with Section 127 AktG (German Stock Corporation Law), any shareholder can also send the Company nominations. In accordance with the details specified in Sections 127 and 126 (1) and (2) AktG (German Stock Corporation Law), a nomination must be made accessible on the Company's Internet site if it has been received by the Company at the following address by Tuesday, **April 29, 2014, 24:00 hours** at the latest.

We will make any countermotions or nominations that are received in time accessible in the Internet at **www.euromicron.de** (in the section: Investor Relations/General Meeting), provided they satisfy the statutory requirements. We will likewise make any comments on them by management accessible under the above Internet address.

Counter-motions and nominations by shareholders must be sent only to:

euromicron AG

Investor Relations
 Zum Laurenburger Hof 76
 60594 Frankfurt/Main
 Germany or
 Fax: +49 (0) 69 63 15 83 17, or
 E-Mail: IR-PR@euromicron.de

c) Right to obtain information

In accordance with Section 121 (3) No. 3 AktG (German Stock Corporation Law), we point out that the Executive Board must provide any shareholder upon request with information on matters relating to the Company at the General Meeting if such information is required to permit proper assessment of an item on the agenda (Section 131 (1) AktG (German Stock Corporation Law)). The right to obtain information can be exercised at the General Meeting without prior announcement or other notification.

d) More detailed explanations on the Internet site

More detailed explanations and information on the rights of the shareholders in accordance with Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Law (AktG) are available to shareholders on the Company's Internet site at **www.euromicron.de** (in the section: Investor Relations/General Meeting).

Reference to the Company's Internet site and the information available there in accordance with Section 124a AktG (German Stock Corporation Law)

The information in accordance with Section 124a AktG (German Stock Corporation Law) can be found on the Company's Internet site at **www.euromicron.de** (in the section: Investor Relations/General Meeting).

Frankfurt/Main, April 2014

euromicron Aktiengesellschaft
communication & control technology
Frankfurt/Main

- The Executive Board -

Securities identification number: A1K030
ISIN: DE000A1K0300

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www.euromicron.de