

Invitation

to the 2015
Ordinary General Meeting

Overview of the agenda

Invitation to the 2015 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

**July 16, 2015, at 10:30 a.m.,
in the auditorium of Commerzbank AG,
Entrance: Große Gallusstraße 19,
60311 Frankfurt/Main.**

1. **Submission of the adopted annual financial statements as of December 31, 2014, the Management Report, the report of the Supervisory Board, the approved consolidated financial statements and the Group Management Report for the 2014 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)**
2. **Resolution on discharge of the members of the Executive Board for fiscal year 2014**
3. **Resolution on discharge of the members of the Supervisory Board for fiscal year 2014**
4. **Appointment of the independent auditor and group auditor for fiscal year 2015**
5. **Resolution on approval of the merger of euromicron international services GmbH with euromicron AG**

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Agenda

1. **Submission of the adopted annual financial statements as of December 31, 2014, the Management Report, the report of the Supervisory Board, the approved consolidated financial statements and the Group Management Report for the 2014 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 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 discharge of the members of the Executive Board for fiscal year 2014**

The Executive Board and Supervisory Board propose to defer adoption of a resolution on granting discharge to the members of Executive Board for fiscal year 2014.

3. **Resolution on discharge of the members of the Supervisory Board for fiscal year 2014**

The Executive Board and Supervisory Board propose granting discharge to the members of Supervisory Board for fiscal year 2014.

4. **Appointment of the independent auditor and group auditor for fiscal year 2015**

The Supervisory Board proposes electing PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as the auditor for the Company and the Group for fiscal year 2015 and for inspection of financial reports during the year, where these are made.

5. **Resolution on approval of the merger of euromicron international services GmbH with euromicron AG**

The Executive Board and Supervisory Board propose that the merger agreement between euromicron international services GmbH - ein Unternehmen der euromicron Gruppe - entered in

the commercial register of Frankfurt am Main Local Court under HRB 84373 (hereinafter referred to as “euromicron international services GmbH”) as the transferring entity and euromicron AG as the acquiring entity be approved in the present draft version. euromicron AG intends to merge its wholly-owned subsidiary euromicron international services GmbH with itself, since the continued existence of a separate service company within the Group is no longer necessary for economic and tax reasons.

The legal effects of the merger will only occur after the agreement has been signed and the merger has been entered in the commercial register at the places of the registered offices of euromicron AG as the acquiring entity.

When the merger takes effect, the controlling and profit and loss transfer agreement between euromicron AG as the controlling company and euromicron international services GmbH as the controlled company will expire. Consequently, the merger agreement is to contain a provision to the effect that entry of the merger is contingent on binding notification from the responsible local tax office confirming that tax recognition of the integrated inter-company relationship for the past is not jeopardized as a result of the merger and the resultant termination of the controlling and profit and loss transfer agreement before the end of its agreed minimum term of five years.

In principle, the consent of the General Meeting of euromicron AG to the merger agreement is required pursuant to Section 13 (1) of the German Conversion Law (UmwG) so that it can be entered in the commercial register and so the merger is effective. Since the whole nominal capital of the transferring company is in the hands of euromicron AG as the acquiring company, the General Meeting’s approval to this group merger within the meaning of Section 62 (1) UmwG would only be necessary if the shareholders submitted a motion in accordance with Section 62 (2) UmwG. In the present case, however, conducting the merger without the approval of the General Meeting would not speed up the merger process, which is why the Company has decided to present the agreement to the General Meeting on July 16, 2015, for approval.

The approval of the General Meeting of euromicron international services GmbH and preparation of a merger report are not necessary since the shares in the transferring company euromicron international Services GmbH are in the hands of the acquiring entity euromicron AG.

The main contents of the merger agreement between euromicron AG and euromicron international services GmbH is summarized in the following.

The draft merger agreement essentially has the following content:

- The preamble presents the intention behind the merger and the position of euromicron AG as the sole shareholder of the transferring company.
- Section 1 (1) describes the merger by absorption, while Section 1 (2) specifies the fact that the closing balance sheet of the transferring entity (at December 31, 2014) is used as the basis and Section 1 (3) defines the key date of the merger inter partes (January 1, 2015, 0:00 hours), as of when all acts and transactions of the transferring entity are regarded as being concluded and conducted for the account of the acquiring entity.
- Section 2 (1) specifies that there will not be a capital increase and Section 2 (2) clarifies that, due to the participating interest, no merger report, no merger audit and no audit report are required.
- Section 3 contains the mandatory details required by law relating to the granting of rights in accordance with Section 5 (1) No. 7 UmwG. No rights or special advantages will be granted.
- Section 4 contains the details required by law relating to the consequences of the merger for the employees and their representative bodies. The merger does not have any effects on the employment relationships at euromicron AG (Section 4 (1)). Section 4 (2) explains that the merger results in a company transfer in accordance with Section 324 UmwG in conjunction with Section 613a of the German Civil Code (BGB) for employees of euromicron international services GmbH. Consequently, euromicron AG assumes all the rights and obligations under the existing employment relationships of euromicron international services GmbH when the merger takes effect. The employees will be informed of the merger and related consequences in accordance with Section 324 UmwG in conjunction with Section 613a BGB. The employees do not have a right to object to transfer of their employment relationship, since their current employer as the transferring entity will no longer exist when the merger takes effect. If employees do not agree to transfer of their

employment relationship, they can terminate their contract of employment without notice when the merger takes effect in accordance with Section 626 BGB. Measures within the meaning of Section 5 (1) No. 9 UmwG are not envisaged. Section 4 (3) makes it clear that there is no Works Council at euromicron international services GmbH and Section 4 (4) states that there is no Works Council at euromicron AG. Section 4 (5) additionally notes that there is a Group Works Council at euromicron group.

- Section 5 (1) states that the merger agreement will take effect subject to the approval of the General Meeting of the acquiring entity and its entry in the commercial register. Section 5 (2) specifies that the representative bodies of the entities involved are required to file for entry of the merger in the commercial register only once the responsible local tax office has confirmed by way of binding notification that tax recognition of the integrated inter-company relationship between the transferring entity and the acquiring entity for the past is not jeopardized as a result of the merger and the resultant termination of the controlling and profit and loss transfer agreement before the end of its agreed minimum term of five years.
- Section 6 states that the transferring entity does not have a participating interest in another limited liability company and does not own any real property.
- Section 7 contains a severability clause.

The following documents are available at the offices of euromicron AG, 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).

- Draft merger agreement between euromicron AG as the acquiring entity and euromicron international services GmbH as the transferring entity;
- The annual financial statements and management reports of euromicron AG for the past three fiscal years 2012, 2013 and 2014;
- The annual financial statements of euromicron international services GmbH for the past three fiscal years 2012, 2013 and 2014.

The documents will be sent to shareholders free of charge upon request.

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

At the time the General Meeting is convened, the Company's capital stock is divided into 7,176,398 no-par registered shares, each of which confers one vote on the holder. The total number of voting rights is thus 7,176,398. The Company did not hold any treasury shares at the time the General Meeting was convened.

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 89 30903-74675
E-Mail: anmeldestelle@computershare.de

This registration must be received by the Company at the latest by
July 9, 2015, 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 **July 10, 2015, 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 **July 9, 2015, 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 absentee ballots

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

The same requirements for participation as for personal participation in the General Meeting apply to casting an absentee ballot.

Votes cast by absentee ballot can be sent to the Company to the following address and received by **July 15, 2015, 12:00 hours:**

euromicron AG

c/o Computershare Operations Center
80249 Munich
Germany or
Fax: +49 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 absentee ballots. 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
 Telefax: +49 69 631583-17, or
 E-Mail: euromicron-HV2015@computershare.de

Votes cast by absentee ballot 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. In addition, personal participation in the General Meeting also constitutes revocation of votes already cast by absentee ballot.

Proxy

Shareholders who cannot or do not wish to participate in the General Meeting themselves can have their voting rights exercised by a proxy, for example a financial institute or 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 631583-17, or
 E-Mail: euromicron-HV2015@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 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 69 631583-17, or
E-Mail: euromicron-HV2015@computershare.de

The power of attorney and instructions to the proxies named by the Company must be sent to the following address and received by **July 15, 2015, 12:00 hours**:

euromicron AG

c/o Computershare Operations Center
80249 Munich
Germany or
Fax: +49 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 or in electronic form (Section 126a, German Civil Code) to the Executive Board and received by the Company by **June 15, 2015, 24:00 hours** at the latest. We ask you to send such requests to the following address:

euromicron AG

The Executive Board
Zum Laurenburger Hof 76
60594 Frankfurt/Main
Germany, or
E-Mail: IR-PR@euromicron.de

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 **July 1, 2015, 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 **July 1, 2015, 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 69 631583-17, or
E-Mail: IR-PR@euromicron.de

c) Right to obtain information

In accordance with Section 131 (1) AktG (German Stock Corporation Law), 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. The obligation to provide information also covers matters relating to the Company's legal and business relations with affiliated companies. 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) AktG (German Stock Corporation Law) 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, May 2015

euromicron Aktiengesellschaft
communication & control technology
Frankfurt/Main

- The Executive Board -

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