



**2015 General Meeting
on July 16, 2015**

**Notes on the rights of shareholders
in accordance with Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock
Corporation Law (AktG)**

**1. Requests for amendments to the agenda in accordance with Section 122 (2)
AktG**

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. Since one-twentieth of the capital stock (equal to around €917,377.74) at euromicron AG is greater than the pro-rata amount of €500,000.00, the pro-rata amount of €500,000.00 of the capital stock is authoritative. Each new item that is to be placed on the agenda and announced must be accompanied by a statement of the reasons for it or a proposed resolution.

In accordance with Section 142 (2) Sentence AktG, proponents of a motion must prove that they have held the shares for at least three months before the day of the General Meeting and that they hold the shares until a decision is taken on the motion. Section 142 (2) Sentence 2 AktG shall apply analogously in accordance with Section 122 (2) Sentence 1 in conjunction with Section 122 (1) Sentence 3 AktG. In accordance with the prevailing view in the literature on stock corporate law, the reference to Section 142 (2) Sentence 2 AktG should be understood as follows in connection with a request for amendments to the agenda: The proponents of the motion must prove that they have held the required minimum number of shares for three months at the time the request for amendments to the agenda is submitted; this period of time must be calculated counting backwards, with the day on which the request for amendments to the agenda is submitted not being counted; it is necessary and sufficient for the proponents of the motion to also prove that they have at least held the minimum number of shares by the day on which the request for amendments to the agenda is submitted. Contrary to the above and due to the unclear legal

situation, the Company will apply an interpretation of the law that is the most friendly for proponents of a motion and so accept as sufficient proof that the proponents of the motion held the shares necessary to achieve a quorum (see above) at least from the start, i.e. 0:00 hours, of April 16, 2015, i.e. for at least three months before the date of the General Meeting, up to the start of the day on which the request for amendments to the agenda was sent.

The request must be sent in writing or electronic form (Section 126a of the German Civil Code (BGB)) to the Executive Board of the Company and must be 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
Executive Board
Zum Laurenburger Hof 76
60594 Frankfurt am Main
Germany, or
E-mail: IR-PR@euromicron.de

Unless they have already been announced when notice of convening of the General Meeting was given, amendments to the agenda that have to be announced shall be published in the electronic Federal Official Gazette as soon as the request has been received and forwarded for publication in media via which it can be assumed that the information will be disseminated throughout the European Union. They will also be made accessible at the Internet address www.euromicron.de (in the section: Investor Relations/General Meeting).

2. Counter-motions and nominations in accordance with Sections 126 (1) and 127 AktG

In accordance with Section 126 (1) AktG, shareholders can send the Company counter-motions to one or more proposals of the Executive Board and Supervisory Board on specific items on the agenda, as well as nominations for the election of Supervisory Board members or appointment of independent auditors (“nominations”). Reasons must be stated for the counter-motions, but not for nominations. Counter-motions and nominations must be sent to the following address only:

euromicron AG
Investor Relations
Zum Laurenburger Hof 76
60594 Frankfurt am Main,

Germany, or

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

E-Mail: IR-PR@euromicron.de

We will publish shareholders' counter-motions and nominations that have to be made accessible, including the name of the shareholder, and the reasons that have to be made accessible at the Internet address www.euromicron.de (in the section: Investor Relations/General Meeting) after they have been received, provided they reach the Company under the above address by **July 1, 2015, 24:00 hours** at the latest. Any comments on them by management will likewise be published under the above Internet address. The Company is not obliged to make a counter-motion and its reasons accessible in the case specified in Section 126 (2) Sentence 1 AktG.

Apart from in the cases specified in Section 126 (2) AktG in conjunction with Section 127 AktG, the Executive Board does not need to make nominations by shareholders accessible if they do not contain the details stipulated by Section 124 (3) Sentence 3 AktG (name, occupation and place of residence of the proposed independent auditor or candidate for the Supervisory Board) and by Section 125 (1) Sentence 5 AktG (details on membership of the candidate for the Supervisory Board on other legally mandated Supervisory Boards).

The reasons for counter-motions and nominations (if they contain one) do not have to be made accessible if they have a total of more than 5,000 characters. If multiple shareholders submit counter-motions on the same item to be decided on or make identical nominations, the Executive Board may group together the counter-motions and nominations and the reasons for them.

A counter-motion or a nomination can also be submitted at the General Meeting if it has not already been sent to the Company within the deadline specified by Section 126 (1) AktG. In contrast, a counter-motion or nomination sent previously to the Company must be expressly moved (again) at the General Meeting, even if it has previously been made accessible.

3. Right to obtain information in accordance with Section 131 (1) AktG

At the General Meeting, any shareholder or shareholder representative can demand from the Executive Board information on matters relating to the Company, the Company's legal and business relations with affiliated companies and the position of the Group and the companies included in the consolidated financial statements if that information is required to permit proper assessment of an item on the agenda. The request for information must be submitted in German. The requested information must be an essential element for enabling proper assessment of the item on the agenda;

this is judged on the basis of the standpoint of an objective shareholder who is aware of the circumstances of the Company only on the basis of generally known facts. Since, among other things, the consolidated financial statements and group management report are submitted at the 2015 General Meeting of euromicron AG, the obligation on the Executive Board to provide information also extends to the position of the Group and the companies included in the consolidated financial statements. Shareholders have the right to information on matters concerning affiliated companies if, because of their importance, they become a matter for the Company.

The Executive Board can refrain from answering individual questions for the reasons stated in Section 131 (3) AktG. Information may not be refused for other reasons.

If a shareholder has been provided with information outside the General Meeting in his/her capacity as a shareholder, that information must be given to every other shareholder upon request at the General Meeting, even if it is not required to permit proper assessment of an item on the agenda. The Executive Board may not refuse to provide information in accordance with Section 131 (3) Numbers 1 to 4 AktG.

If a shareholder is refused information, he/she can demand that his/her question and the reason why the information is refused be included in the minutes of the meeting (Section 131 (5) AktG).

Shareholders can exercise their right to obtain information at the General Meeting without prior announcement or other notification on their part.

The person chairing the meeting shall be authorized to carry out measures with respect to chairing of, conduct and order at the General Meeting. This shall include the right to reasonably limit the time a shareholder has to ask questions and speak in accordance with Section 131 (2) Sentence 2 AktG in conjunction with Section 17 (2) of the Company's Articles of Association.

Frankfurt/Main, May 2015

euromicron AG

– The Executive Board –