

# Invitation

to the 2016  
Annual General Meeting

## Agenda

### Invitation to the 2016 Annual General Meeting

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

It will be held on

**Thursday, July 28, 2016, at 10:30 a.m.,  
in the Deutsche Nationalbibliothek  
(German National Library),**

**Entrance: Adickesallee 1, 60322 Frankfurt/Main.**

- 1. Submission of the adopted annual financial statements, the Management Report, the report of the Supervisory Board, the approved consolidated financial statements and the Group Management Report for the 2015 fiscal year, as well as the explanatory report by the Executive Board on the disclosures in accordance with Section 289 (4) 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 on the Internet at [www.euromicron.de](http://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 that discharge of the former members of the Executive Board, Dr. Willibald Späth and Thomas Hoffmann, for fiscal year 2014 be denied.

A resolution to defer adoption of the resolution on granting discharge to the members of Executive Board who held office in fiscal year 2014, Dr. Willibald Späth and Thomas Hoffmann, was adopted at the 2015 Annual General Meeting on July 16, 2015. The internal reviews of the matters that resulted in corrections in the consolidated and interim financial statements in 2015 have now been completed. Due to the results of the internal reviews, on which the Supervisory Board will report to the General Meeting, the Executive Board and Supervisory Board propose that discharge of the former members of the Executive Board, Dr. Willibald Späth and Thomas Hoffmann, for their activity in fiscal year 2014 be denied.

### 3. Resolution on discharge of the members of the Executive Board for fiscal year 2015

- a) The Executive Board and Supervisory Board propose granting discharge to the members of the Executive Board, Bettina Meyer and Jürgen Hansjosten, for fiscal year 2015.
- b) The Executive Board and Supervisory Board propose that discharge of the former members of the Executive Board, Dr. Willibald Späth and Thomas Hoffmann, for fiscal year 2015 be denied.

Due to the results of the internal reviews of the matters that resulted in corrections in the consolidated and interim financial statements in 2015, the Executive Board and Supervisory Board also propose that discharge of the former members of the Executive Board, Dr. Willibald Späth and Thomas Hoffmann, for their activity in fiscal year 2015 be denied.

### 4. Resolution on discharge of the members of the Supervisory Board for fiscal year 2015

The Executive Board and Supervisory Board propose granting discharge to the members of the Supervisory Board for fiscal year 2015.

### 5. Appointment of the independent auditor and group auditor for fiscal year 2016

The Supervisory Board proposes electing PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as the auditor for the Company and the Group for fiscal year 2016 to audit the financial reports during the year, if they are to be audited.

### 6. New elections of the members of the Supervisory Board

The term of office of the current members of the Supervisory Board expires at the end of the General Meeting on July 28, 2016.

Three members of the Supervisory Board must therefore be newly elected.

In accordance with Sections 96 (1) and 101 (1) AktG (German Stock Corporation Law) and Section 8 (1) of the Articles of Association, the Supervisory Board consists of three members, who are to be elected by the General Meeting.

The Supervisory Board proposes that the following persons be elected to the Supervisory Board for the period of time from when this General Meeting ends to the end of the General Meeting that adopts a resolution to discharge the Supervisory Board for fiscal year 2020:

1. Ms. Evelyne Freitag, Diplom-Kauffrau (Graduate in business management), Frankfurt/Main,
2. Mr. Klaus Peter Frohmüller, Diplom-Volkswirt (Graduate in economics), Hanau, and
3. Mr. Rolf Unterberger, Diplom-Wirtschaftsingenieur (Graduate in industrial engineering), Munich.

It is intended that the new members of the Supervisory Board are to be elected by way of a vote on each individual person.

The proposed candidates are not members of legally mandated Supervisory Boards or other comparable German or foreign supervisory bodies of business enterprises, with the exception of Mr. Frohmüller, who is a member of the Advisory Board of Ziemann-Sicherheit Holding GmbH, Schallstadt, and 67rockwell GmbH, Hamburg.

The candidates are all familiar with the sector in which the company operates.

Ms. Evelyne Freitag has expertise in the fields of preparing and auditing financial statements within the meaning of Section 100 (5) AktG (German Stock Corporation Law).

If the candidates are elected, they will elect a Chairman of the Supervisory Board from within their midst. The yet to be proposed candidate for the Chairman of the Supervisory Board will be announced to the shareholders at the given time.

In relation to Section 5.4.1, Paragraphs 5 to 7, of the German Corporate Governance Code in the version dated May 5, 2015, it is stated that, in the appraisal of the Supervisory Board, there are no personal and business relations between the persons proposed for election on the one hand and, on the other, euromicron AG, its Group companies, the management bodies of euromicron AG and shareholders holding a material interest in euromicron AG that a shareholder judging objectively would consider authoritative for his or her election decision.

More details on the careers of the proposed candidates can be obtained from the résumés posted on the Company's Internet site at [www.euromicron.de](http://www.euromicron.de) (in the section: Investor Relations/General Meeting).

**7. Resolution on authorization to acquire own shares in accordance with Section 71 (1) No. 8 of the AktG (German Stock Corporation Law) and use of them, with the exclusion of the statutory subscription right and any preemptive right of shareholders**

Unless expressly permitted under law, the Company requires special authorization by the General Meeting to acquire its own shares. Since the authorization adopted by the General Meeting in fiscal year 2011 expired on June 9, 2016, a new proposal to give the Company authorization to acquire its own shares is to be submitted to the General Meeting. The new authorization is to be valid for a period of five years.

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

- a) The Company shall be authorized with effect from July 29, 2016, to acquire its own shares up to July 28, 2021, at a maximum proportional amount of the capital stock of €1,834,755.48 for these shares. This is 10% of the Company's capital stock at the time of the General Meeting. The acquired shares – together with any other shares that are owned by the Company or can be ascribed to it pursuant to Sections 71 a et seq. AktG (German Stock Corporation Law) – must at no time exceed 10% of the Company's capital stock.
- b) The authorization may not be used for the purpose of trading in the Company's own shares. The authorization can be exercised in full or in partial amounts, once or more times, in the pursuit of one or more purposes by the Company or by third parties for the Company's account.
- c) The shares are to be acquired on the stock market or by means of a public offering addressed to all shareholders of the Company, at the discretion of the Executive Board.
  - aa) If the Company acquires its own shares on the stock market, the purchase price per share paid by the Company (excluding incidental costs for their purchase) must not be more than 5% above or below the mean value of the closing prices of the euromicron share in the XETRA trading system (or a comparable successor system) on the last three days of trading before the day on which the commitment to acquire the shares is entered into. The Executive Board shall define the arrangements for the acquisition in more detail.

- bb) If the Company acquires its own shares by means of a public offering, the offered purchase price or the threshold values of the offered purchase price spread per share (excluding incidental costs for their purchase) must not be more than 10% above or below the mean value of the closing prices of the euromicron share in the XETRA trading system (or a comparable successor system) on the last three days of trading before the day the offering is published. If there are significant changes in the price of the Company's shares after an offering is published, the offering can be modified accordingly. In this case, the mean value of the closing prices of the euromicron share in the XETRA trading system (or a comparable successor system) on the last three days of trading before any modification is published shall be used as the basis; the 10% limit above or below said mean value shall be applied to said amount. The offering can provide for further conditions. The volume of the offering can be limited. If the offering is oversubscribed, acquisition or acceptance shall be based on the ratio of the offered shares, subject to partial exclusion of any preemptive right of the shareholders in this regard. Privileged acceptance of low numbers of up to 100 shares offered for purchase per shareholder can be provided for, subject to partial exclusion of any right of the shareholders to offer their shares for sale in this regard. Rounding according to commercial principles may also be provided for in order to avoid fractional shares. The Executive Board shall define the arrangements for the offering in more detail.
- d) The Executive Board is authorized, with the consent of the Supervisory Board, to use the shares that are or have been acquired in the Company pursuant to this authorization in accordance with Section 71 (1) No. 8 AktG (German Stock Corporation Law) for all legally permitted purposes, in particular to sell acquired shares in the Company on the stock market or through a public offering to all shareholders. The shares can also be sold in the two following cases in another way:

- aa) Reselling of shares to an arithmetic amount of up to 5% of the capital stock in exchange for a cash sum, if the cash sum is not significantly below the applicable stock market price of the euromicron share. 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 5% limit. The applicable stock market price shall be the mean value for the closing prices of the euromicron share in the XETRA trading system (or a comparable successor system) on the last three days of trading before the shares are sold. The subscription right of shareholders shall be excluded in this regard.
- bb) Own shares can be offered and transferred in exchange for contributions in kind, in particular as part of business combinations or for the (also indirect) acquisition of companies, business establishments, parts of companies, equity interests or other assets or claims to the acquisition of assets, including receivables due from the Company or its affiliated companies within the meaning of Section 15 et seq. of the German Stock Corporation Law (AktG). The subscription right of shareholders shall be excluded in this regard.
- e) The Executive Board is further authorized, with the consent of the Supervisory Board, to redeem own shares in the Company without the need for a further resolution to be adopted by the General Meeting. As part of the redemption using the simplified process, it is also authorized to redeem no-par value shares without a capital reduction by adjusting the arithmetic pro-rata amount of the other no-par value shares relative to the capital stock. This redemption can be limited to part of the acquired shares. The authorization to redeem shares can be exercised more than once. If no-par value shares are redeemed without a capital reduction using the simplified method, the Executive Board shall also be authorized to adjust the number of shares in the Company in the Articles of Association.
- f) The above authorizations can be exercised once or more times, individually or together, in full or in part.

**Report of the Executive Board on exclusion of the subscription right in the sale of the Company's own shares in accordance with Section 71 (1) No. 8 Sentence 5 in conjunction with Section 186 (4) Sentence 2 AktG (German Stock Corporation Law):**

The Executive Board and Supervisory Board shall propose to the General Meeting on July 28, 2016, to authorize the Company with effect from July 29, 2016, to acquire its own shares up to July 28, 2021, at a maximum proportional amount of the capital stock of € 1,834,755.48 for these shares. The Executive Board shall further be authorized to use shares acquired in the Company, with the consent of the Supervisory Board and excluding shareholders' subscription right, as consideration for the purpose of acquiring companies or holdings in companies. In addition, the Executive Board shall be authorized to exclude shareholders' subscription right in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law) for own shares to an arithmetic amount of up to 5% of the capital stock.

1. The anticipated possible exclusions of the subscription right are justified from the following points of view:
  - a) If the authorization of the Executive Board envisages that the Executive Board, with the consent of the Supervisory Board, can sell shares in the Company for a cash payment with exclusion of the subscription right of shareholders in a way other than on the stock market or through an offering to all shareholders (cf. d) aa)), the Company is to be enabled as a result to issue shares, for example to institutional investors, financial investors or other cooperation partners. The Company is subject to strong competition on the capital markets. Adequate availability of equity is of special importance to the Company's future business development. This also includes the possibility of being able to raise equity on the market at any time and at reasonable terms and if applicable to sell its own shares flexibly within the stated constraints. In this respect, the Company must also be able to tap further groups of investors. In individual cases, this may also require the Company to acquire its own shares and pass on these shares to specific investors. Market-oriented price fixing will ensure as high as possible proceeds from a sale and the greatest

possible strengthening of internal funds. The authorizations to exclude the subscription right of shareholders are thus in the interests of the Company.

- b) The authorization to exclude the subscription right in accordance with d) bb) is intended to enable the Company to hold its own shares so as to be able to offer them as a consideration for acquiring companies or holdings in companies. This form of consideration is increasingly required as a result of globalization of the economy in the face of international and national competition. The proposed authorization will give the Company the flexibility it needs to use its own shares as currency for acquisitions and thus be able to respond flexibly to advantageous offers to acquire companies or holdings in companies.
2. The interests of shareholders will be adequately safeguarded as part of this. As regards the authorization to exclude the subscription right pursuant to d) aa), the following applies:
    - a) The authorization is restricted to a maximum total of 5% of the Company's capital stock. The acquired shares in the Company may only be sold to third parties at a price that does not significantly differ from the stock market price of Company shares with the same features at the time of the sale. The applicable stock market price here is the mean value of the closing prices as established in the XETRA trading system (or a comparable successor system) at Frankfurt Stock Exchange during the last three days of trading before the sale of the Company's own shares. The relevant stock market price will be determined on the basis of the closing prices on Frankfurt Stock Exchange, which as a whole is a liquid trading center and where there is admission to trading, with the result that the price is as true a reflection as possible. The definitive selling price for the Company's own shares shall be set shortly before the sale of the shares by the Executive Board with the consent of the Supervisory Board. The markdown on the stock market price of the euromicron share at the time the authorization is utilized is expected to be no more than 3%, but shall be no more than 5%. Relevant impairment of shareholders' assets is therefore not to be feared.

- b) If own shares are sold to third parties for a cash payment, shareholders' interests are largely protected by the fact that the own shares sold with exclusion of the subscription right – as a whole and together with other shares issued with exclusion of the subscription right pursuant to Section 186 (3) Sentence 4 AktG (German Stock Corporation Law) from a capital increase or authorized capital – must not exceed 5% of the capital stock that exists at the time of the sale. This ensures in the interests of shareholders that as a result there is no dilution of their stake that could not be compensated for as part of subsequent purchase of shares on the stock market, something that is also assumed by the relevant underlying assessment of legislators in Section 186 (3) Sentence 4 AktG (German Stock Corporation Law).

3. The Executive Board will report to the General Meeting on any use of this authorization.

## **8. Amendment of Section 1 (1) of the Articles of Association (Company name)**

Section 1 (1) of the Articles of Association (Company name) is to be amended. The Executive Board and Supervisory Board propose adopting the following resolution:

Section 1 (1) of the Articles of Association shall be amended and redrafted as follows:

“1. The name of the Company shall be euromicron AG.”

## **9. Resolution on approval of a profit and loss transfer agreement with euromicron Deutschland GmbH**

euromicron AG holds all the shares in euromicron Deutschland GmbH, Neu-Isenburg. euromicron AG and euromicron Deutschland GmbH are planning to enter into a profit and loss transfer agreement with the following wording:

## **“Profit and Loss Transfer Agreement**

between

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

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

**euromicron Deutschland GmbH  
based in Neu-Isenburg**

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

### **Preamble**

- (1) The controlled company with registered offices in Neu-Isenburg is entered in the commercial register of Offenbach am Main Local Court under HRB 48947.
- (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) During the term of this agreement and subject to Section 2 (2), the controlled company is obliged to transfer its entire profit, however, according to the current wording of Section

301 Sentence 1 AktG (German Stock Corporation Law) only up to its net income for the year generated without the profit transfer, minus any loss carried forward from the previous year and any transfers to the other revenue reserves according to Section 300 AktG (German Stock Corporation Law) and any amount of the net income that must not be distributed in accordance with Section 268 (8) HGB (German Commercial Code) to the controlling company.

- (2) The controlled company can, with the consent of the controlling company, transfer amounts from its net income for the year (except for the statutory reserves) to the other revenue reserves (Section 272 (3) HGB (German Commercial Code)) only as far as 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 in accordance with the current wording of Section 301 Sentence 2 AktG (German Stock Corporation Law) that these reserves be withdrawn and transferred as profit. This shall apply mutatis mutandis in case of dissolving statutory or legal reserves during the term of this agreement.
- (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 shall not be paid over, as far as they were set up or accrued in fiscal years before the term of this agreement commences. Amounts from capital reserves dissolved in accordance with Section 272 (2) HGB (German Commercial Code) shall not be paid over at all. The admissibility of the release, distribution or withdrawal of capital reserves in accordance with law shall remain unaffected.
- (5) If Section 301 AktG (German Stock Corporation Law) should be changed in the future, the respective current version is applicable analogously.

### **Section 3**

#### **Assumption of losses**

Section 302 AktG (German Stock Corporation Law) in its applicable version shall apply for the assumption of losses analogously.

#### 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 this 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, 2015.

#### 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 if given in writing, unless another form is prescribed. This shall also apply to this Section 7 (2).

Frankfurt/Main, July 28, 2016

For euromicron Aktiengesellschaft  
communication & control technology  
By the Executive Board

For euromicron Deutschland GmbH  
By the Management"



The tax structure of euromicron Group can be optimized by concluding this profit and loss transfer agreement. The profit and loss transfer agreement allows for taxable profits and losses from euromicron AG to be offset by taxable losses and profits from euromicron Deutschland GmbH by offsetting the profits and losses of the controlling company (euromicron AG) and the controlled company (euromicron Deutschland GmbH).

Furthermore, the conclusion of the profit and loss transfer agreement between euromicron AG and euromicron Deutschland GmbH allows for a positive liquidity effect to be expected for euromicron Group in the medium term because potential future profit transfers from euromicron Deutschland GmbH to euromicron AG are not subject to any withholding tax or solidarity surcharge.

The Executive Board and Supervisory Board have therefore decided to include the proposal to enter into the profit and loss transfer agreement in the convocation of the General Meeting.

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 until 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 draft of the profit and loss transfer agreement between euromicron AG and euromicron Deutschland GmbH;
- The annual financial statements and management reports of euromicron AG and the annual financial statements of euromicron Deutschland GmbH for the fiscal years 2013, 2014 and 2015;
- The consolidated financial statements and group management reports of euromicron AG for the fiscal years 2013, 2014 and 2015;
- The joint report of the Executive Board of euromicron Aktiengesellschaft and management of euromicron Deutschland GmbH 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.

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

### **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 to the holder. The total number of voting rights is thus 7,176,398. The Company did not hold any own 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](mailto:anmeldestelle@computershare.de)

This registration must be received by the Company at the latest by **July 21, 2016, 12:00 midnight**.

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 22, 2016, 0:00 a.m.** 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 12:00 midnight on the closing date for registrations. The technical record date is therefore **July 21, 2016, 12:00 midnight**.

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 to do so 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 for receipt by **July 27, 2016, 12:00 a.m.:**

#### **euromicron AG**

c/o Computershare Operations Center  
80249 Munich  
Germany, or  
Fax: +49 89 30903-74675, or  
E-mail: [anmeldestelle@computershare.de](mailto: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](http://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-HV2016@computershare.de](mailto:euromicron-HV2016@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](http://www.euromicron.de) (in the section: Investor Relations/General Meeting) or be 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-HV2016@computershare.de](mailto:euromicron-HV2016@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 would like to 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 require a special form of power of attorney in such cases 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](http://www.euromicron.de) (in the section: Investor Relations/General Meeting) or be 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-HV2016@computershare.de](mailto:euromicron-HV2016@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 27, 2016, 12:00 a.m.:**

**euromicron AG**

c/o Computershare Operations Center  
80249 Munich  
Germany, or  
Fax: +49 89 30903-74675, or  
E-mail: [anmeldestelle@computershare.de](mailto: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. Each new item must be accompanied by a statement of the reasons for it or a proposed resolution. 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 27, 2016, 12:00 midnight** at the latest. We ask that you 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 13, 2016, 12:00 midnight** 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 13, 2016, 12:00 midnight** at the latest.

We will make any countermotions or nominations that are received in time accessible on the Internet at [www.euromicron.de](http://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) of the (AktG) German Stock Corporation Law are available to shareholders on the Company's Internet site at [www.euromicron.de](http://www.euromicron.de).

**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](http://www.euromicron.de) (in the section: Investor Relations/General Meeting).

Frankfurt/Main, June 2016

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

**- The Executive Board -**

**Securities identification number: A1K030**  
**ISIN: DE000A1K0300**

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