

euromicron



Invitation

2017 General Meeting

Invitation to the 2017 Annual General Meeting

We hereby invite our shareholders to this year's Annual General Meeting of euromicron AG.

It will be held on

Wednesday, June 14, 2017, at 10:00 a.m.
in the Deutsche Nationalbibliothek
(German National Library)
Entrance: Adickesallee 1
60322 Frankfurt/Main.

Agenda

- 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 2016 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 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). They will be sent to shareholders free of charge upon request. In accordance with the statutory provisions, a resolution on item 1 on the agenda is not to be adopted since the Supervisory Board has already approved the annual financial statements and the consolidated financial statements.

- 2. Resolution on discharge of the members of the Executive Board for fiscal year 2016**

The Executive Board and Supervisory Board propose granting discharge to the members of Executive Board, Bettina Meyer and Jürgen Hansjosten, for fiscal year 2016.

- 3. Resolution on discharge of the members of the Supervisory Board for fiscal year 2016**

The Executive Board and Supervisory Board propose

- a) postponing the resolution on granting discharge to Dr. Franz-Stephan von Gronau, Mr. Josef Martin Ortolf and Dr. Andreas de Forestier, all three of whom have since left the Supervisory Board, and
- b) granting discharge to the current serving members of the Supervisory Board, Ms. Evelyne Freitag, Mr. Rolf Unterberger and Dr. Alexander Kirsch, for fiscal year 2016.

- 4. Appointment of the independent auditor and group auditor for fiscal year 2017**

The Supervisory Board proposes electing PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as the auditor for the Company and the Group for fiscal year 2017 and, if an inspection of them is carried out, of interim financial reports prepared before the 2018 Annual 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 on the holder. The total number of voting rights is thus 7,176,398. The Company does 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

This registration must be received by the Company at the latest by
June 7, 2017, 24:00 hours.

The registration may be in German or English.

We ask you to register for the General Meeting by returning the reply form sent together with the invitation (notification in compliance with Section 125 (2) AktG (German Stock Corporation Law)). You can register using the reply form by ordering an admission ticket for yourself or a third party, casting your votes by absentee ballot or issuing a power of attorney and instructions to the Company's proxies. In the above cases, please send the reply form only to the above-stated address or fax number. If you wish to use the reply form to grant power of attorney and, if applicable, instructions to a financial institute, an association of shareholders or another legal person or institution equal to these in accordance with Section 135 AktG (German Stock Corporation Law), please send the reply form to the address stated by the proxy. Please make use of this option in good time so as to ensure that you or the proxy can register your shares before the deadline.

If shareholders are registered on time, they can always exercise their rights at the General Meeting – in person or through a proxy – even after they have cast absentee ballots or granted a power of attorney. Participation in the General Meeting shall constitute revocation of previously cast absentee ballots or previously granted power of attorney. 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.

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 **June 8, 2017, 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 **June 7, 2017, 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.

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 must be received by **June 13, 2017, 12:00 hours**:

euromicron AG

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

The form sent to shareholders together with the invitation to the General Meeting can be used to cast absentee ballots (notification in compliance with Section 125 (2) AktG (German Stock Corporation Law)). 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. The 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-HV2017@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.

If a vote on each individual person is conducted on item 2 and item 3 of the agenda (discharge of the Executive Board and Supervisory Board respectively), an absentee ballot cast on these items on the agenda shall apply accordingly to the votes on each individual person.

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 invitation to the General Meeting (notification in compliance with Section 125 (2) AktG (German Stock Corporation Law)), 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. The 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-HV2017@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.

If you do not use the reply form to grant power of attorney to a financial institute, an association of shareholders or another legal person or institution equal to these in accordance with Section 135 AktG (German Stock Corporation Law), powers of attorney must be sent only to the above-stated address or fax number. You can also grant power of attorney on the admission ticket and on the proxy cards included for this purpose on the voting sheet.

- 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. We also ask shareholders in these cases to clarify whether the party who is to act as proxy is willing to take part in the General Meeting and to exercise the voting rights. 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. If a vote on each individual person is conducted on item 2 and/or item 3 of the agenda (discharge of the Executive Board and Supervisory Board respectively), an instruction issued on these items on the agenda shall apply accordingly to the votes on each individual person.

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 invitation (notification in compliance with Section 125 (2) AktG (German Stock Corporation Law)) 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. The 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-HV2017@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 **June 13, 2017, 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. If powers of attorney and instructions are issued to the Company's proxies on time, the instructions can be changed up to the end of the shareholders' debate on the day of the General Meeting.

If a vote on each individual person is conducted on item 2 and item 3 of the agenda (discharge of the Executive Board and Supervisory Board respectively), an absentee ballot cast on these items on the agenda shall apply accordingly to the votes on each individual person.

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 **May 14, 2017, 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 **May 30, 2017, 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 **May 30, 2017, 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) of the (AktG) German Stock Corporation Law are available to shareholders on the Company's Internet site at 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 (in the section: Investor Relations/General Meeting).

Frankfurt/Main, May 2017
euromicron AG,
Frankfurt/Main

- The Executive Board -

euromicron

Securities identification number: A1K030

ISIN: DE000A1K0300

euromicron AG

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