

euromicron



# Invitation

2018 General Meeting

## Invitation to the 2018 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 13, 2018, at 10:00 a.m.,  
in the Deutsche Nationalbibliothek  
(German National Library),  
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 2017 fiscal year, as well as the explanatory report by the Executive Board on the disclosures in accordance with Section 289a (1) and Section 315a (1) 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](http://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 2017**

The Executive Board and Supervisory Board propose granting discharge to the members of the Executive Board, Bettina Meyer and Jürgen Hansjosten, for fiscal year 2017.

- 3. Resolution on discharge of the members of the Supervisory Board for fiscal year 2017**

The Executive Board and Supervisory Board propose granting discharge to the members of the Supervisory Board, Ms. Evelyne Freitag, Mr. Rolf Unterberger and Dr. Alexander Kirsch, for fiscal year 2017.

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

The Annual General Meeting on June 14, 2017, postponed the resolution on granting discharge to Dr. Franz-Stephan von Gronau, Mr. Josef Martin Ortolf and Dr. Andreas de Forestier, all three of whom left the Supervisory Board during fiscal year 2016.

The Executive Board and Supervisory Board now propose granting discharge to the former members of the Supervisory Board Dr. Franz-Stephan von Gronau, Josef Martin Ortolf and Dr. Andreas de Forestier for fiscal year 2016.

## 5. Appointment of the independent auditor and group auditor for fiscal year 2018

The Supervisory Board proposes electing PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as the auditor for the Company and the Group for fiscal year 2018 and, if an inspection of them is carried out, of interim financial reports prepared before the 2019 Annual General Meeting.

## 6. Resolution on cancellation of the existing authorized capital, creation of new authorized capital, authorization to exclude the subscription right, and amendment of the Articles of Association to this effect

The existing authorization of the Executive Board to increase the capital stock of the Company by up to €9,173,770 by issuing new shares (authorized capital; Section 5 (4) of the Articles of Association) expires on May 13, 2019. It is to be replaced by a new authorization to increase the capital stock by up to €7,339,020.

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

### a) Authorization to issue shares in exchange for cash and/or non-cash contributions, exclusion of the subscription right, authorized capital

The Executive Board is authorized, with the consent of the Supervisory Board, to increase the capital stock of the Company until June 12, 2023, by up to €7,339,020 through the issue of up to 2,870,558 registered shares in exchange for cash and/or non-cash contributions (authorized capital 2018). The authorization can be exercised once or more times in partial amounts. The shares can be taken over by one or more financial institutes with the obligation to offer them for subscription to the shareholders (indirect subscription right). Companies that operate in accordance with Section 53 (1) Sentence 1 or Section 53b (1) Sentence 1 or (7) KWG (German Banking Act) are treated as equivalent to financial institutes.

In principle, the shareholders have a right to subscribe to the shares. However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the right of shareholders to subscribe to shares:

- for fractional amounts resulting from the subscription ratio;
- if the shares are issued in exchange for cash contributions and the issue price of the new shares is not significantly below the stock market price of the already listed shares in the Company with the same features at the time when the issue price is definitively set and the issued shares do not exceed a total of 10% of the capital stock the Company has at the time this authorization takes effect or – if lower – at the time this authorization is exercised; other shares and subscription rights to shares that have been issued, sold or created since the resolution on this authorization was adopted, with exclusion of the subscription right of shareholders in accordance with or in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), shall be counted toward said 10% limit; shares that have been issued or are to be issued to service cum-warrant, convertible and/or participating bonds and profit-sharing rights shall also be counted toward said 10% limit, provided the said bonds or profit-sharing rights have been issued during the term of this authorization with exclusion of the subscription right in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law);
- in the case of capital increases in exchange for non-cash contributions for the purpose of business combinations or the acquisition of companies, parts of companies, equity interests in companies (including increases in them) or other assets;
- if the new shares are to be issued to members of the Company's Executive Board or the representative body of an affiliated company or to employees of the Company or a company affiliated with it as part of stock ownership or other share-based programs, provided the employment relationship with or membership on a management or representative body of the Company or a company affiliated with it exists at the time the issue of shares is promised; the Company's Supervisory Board shall decide if members of the Executive Board are to be granted shares.

The Executive Board is authorized, with the consent of the Supervisory Board, to define the further content of the share rights and the terms for issuing the shares. The Supervisory Board is authorized to amend the Articles of Association accordingly if the authorized capital is used.

The above authorizations to exclude the subscription right are granted independently of each other. They do not affect the authorization to issue the shares, with granting of a subscription right to the shareholders, to one or more financial institutes or equivalent financial services companies with the obligation to offer them for subscription to shareholders (indirect subscription right).

#### b) Amendment of the Articles of Association

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

“The Executive Board is authorized, with the consent of the Supervisory Board, to increase the capital stock of the Company until June 12, 2023, by up to €7,339,020 through the issue of up to 2,870,558 registered shares in exchange for cash and/or non-cash contributions (authorized capital 2018). The authorization can be exercised once or more times in partial amounts. The shares can be taken over by one or more financial institutes with the obligation to offer them for subscription to the shareholders (indirect subscription right). Companies that operate in accordance with Section 53 (1) Sentence 1 or Section 53b (1) Sentence 1 or (7) KWG (German Banking Act) are treated as equivalent to financial institutes.

In principle, the shareholders have a right to subscribe to the shares. However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the right of shareholders to subscribe to the shares:

- for fractional amounts resulting from the subscription ratio;
- if the shares are issued in exchange for cash contributions and the issue price of the new shares is not significantly below the stock market price of the already listed shares in the Company with the same features at the time when the issue price is definitively set and the issued shares do not exceed a total of 10% of the capital stock the Company has at the time this authorization takes effect or – if lower – at the time this authorization is exercised; other shares and subscription

rights to shares that have been issued, sold or created since the resolution on this authorization was adopted, with exclusion of the subscription right of shareholders in accordance with or in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), shall be counted toward said 10% limit; shares that have been issued or are to be issued to service cum-warrant, convertible and/or participating bonds and profit-sharing rights shall also be counted toward said 10% limit, provided the said bonds or profit-sharing rights have been issued during the term of this authorization with exclusion of the subscription right in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law);

- in the case of capital increases in exchange for non-cash contributions for the purpose of business combinations or the acquisition of companies, parts of companies, equity interests in companies (including increases in them) or other assets;
- if the new shares are to be issued to members of the Company's Executive Board or the representative body of an affiliated company or to employees of the Company or a company affiliated with it as part of stock ownership or other share-based programs, provided the employment relationship with or membership on a management or representative body of the Company or a company affiliated with it exists at the time the issue of shares is promised; the Company's Supervisory Board shall decide if members of the Executive Board are to be granted shares.

The Executive Board is authorized, with the consent of the Supervisory Board, to define the further content of the share rights and the terms for issuing the shares. The Supervisory Board is authorized to amend the Articles of Association accordingly if the authorized capital is used.”

#### c) Cancellation of the authorization to issue shares in exchange for cash and/or non-cash contributions dated May 14, 2014

The authorization granted by the Annual General Meeting on May 14, 2014, under item 6 of the agenda to issue new shares in exchange for cash and/or non-cash contributions is canceled as of when the amendment to the Articles of Association adopted under b) takes effect.

**Report of the Executive Board to the General Meeting on item 6 on the agenda in accordance with Section 203 (1) and (2) and Section 186 (4) Sentence 2 AktG (German Stock Corporation Law)**

The existing authorization of the Executive Board, with the consent of the Supervisory Board, to increase the capital stock by up to €9,173,770 (Section 5 (4) of the Articles of Association) expires on May 13, 2019. The Executive Board and Supervisory Board propose replacing the existing authorized capital with a new authorization to increase the capital stock by up to €7,339,020 (authorized capital 2018). The authorization is to apply up to June 12, 2023. The authorized capital 2018 enables the Company to obtain new equity quickly, flexibly and at low cost in accordance with international standards. In addition, it is also to be able to be used to acquire companies or equity interests in companies. Creation of the authorized capital 2018 is intended to ensure that the Company – regardless of concrete plans to utilize it and regardless of the regular cycle at which its Annual General Meetings are held – always has the instruments it needs to obtain capital. There are not currently any concrete plans to utilize the authorized capital.

In principle, the shareholders have a statutory subscription right if and when the authorized capital 2018 is utilized. However, the Executive Board is to have the possibility of excluding shareholders' subscription right in the cases stipulated in the authorization. The authorized capital 2018 of €7,339,020 as proposed by the Executive Board and Supervisory Board corresponds to approximately 40% of the capital stock<sup>1</sup>. It is well short of fully utilizing the limit of 50% of the capital stock permitted under the law.

The Executive Board will utilize the authorization to exclude the subscription right in the case of capital increases in exchange for cash and/or non-cash contributions only if and insofar as the total proportional amount of the capital stock for the shares does not exceed 20%. If – during the term of the authorization proposed under item 6 on the agenda and until when it is utilized – use is made of other authorizations to issue or sell shares in the Company or to issue rights that enable or obligate subscription to shares in the Company and the subscription right is excluded as part of that, this shall be counted toward said limit.

The Executive Board shall always require the Supervisory Board's consent to exclude the subscription right. The authorization to exclude the subscription right is envisaged for four case groups.

The first case group relates to fractional amounts that may result from the subscription ratio. The authorization to exclude the shareholders' subscription right for free fractional shares makes it easier to handle a rights issue, if there are fractional amounts due to the issuance volume or to present a practicable subscription ratio. The Company will realize proceeds from the new shares for which the subscription right is excluded at normal market terms in a manner that minimizes any impact on the share price.

The second case group enables exclusion of the subscription right if the shares are issued in exchange for cash contributions and the issue price is not significantly below the stock market price. Under the authorization, the option of a simplified exclusion of subscription rights permitted by Section 203 (1) Sentence 1 in conjunction with Section 186 (3) Sentence 4 AktG (German Stock Corporation Law) is utilized. The Company can thereby exploit opportunities on the capital markets quickly and flexibly. It also saves time and costs involved in handling the subscription right. Setting the issue amount close to the market price will generate high proceeds. In the interests of enlarging the shareholder base, the Company is also given the possibility of offering shares in the Company to investors, in particular institutional investors in Germany and abroad. Due to the fact that the subscription period is a minimum of two weeks under law, the possibilities of responding to favorable market circumstances at short notice are restricted if shares are issued with a subscription round. If shares are issued with a subscription round, there are also additional risks to successful placement due to uncertainty about the extent to which subscription rights will be exercised. Issuing new shares at a price close to that on the stock market helps protect shareholders against dilution of their stake, since every shareholder can acquire the shares necessary to maintain his or her stake on the stock market at approximately the same terms. Taking into account market circumstances at the time, the Executive Board will also endeavor to keep any markdown on the stock market price low. The authorization to exclude the subscription right is restricted to 10% of the Company's capital stock. Shares and subscription rights to shares that have been issued, sold or created since the resolution on this authorization was adopted, with exclusion of the subscription right of shareholders in accordance with or in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), are counted toward

<sup>1</sup> Unless otherwise indicated, the disclosures on the Company's capital stock relate to April 25, 2018 (resolution of the Company's Executive Board on the resolution recommended to the General Meeting).

said 10% limit; shares that have been issued or are to be issued to service cum-warrant, convertible and/or participating bonds and profit-sharing rights shall also be counted toward said 10% limit, provided the said bonds or profit-sharing rights have been issued during the term of this authorization with exclusion of the subscription right in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law).

The third case group governs the exclusion of shareholders' subscription right in the case of capital increases in exchange for non-cash contributions. The Company is to be enabled to offer shares from the authorized capital as part of business combinations or the acquisition of companies, parts of companies, equity interests in companies (including increases in them) or other assets as a consideration instead of cash payments. The authorization is intended to give the Company the necessary freedom of action to seize opportunities to acquire companies, parts of companies, equity interests in companies and other assets, and to conduct business combinations, quickly and flexibly in the face of international competition, as and when such opportunities arise. The option of being able to offer shares as a consideration in acquiring companies or equity interests in companies is of considerable importance. However, it may also be in the Company's interests to be able to offer shares as a consideration in acquiring other assets. These will usually be property, plant and equipment or intangible assets. Granting shares reduces the strain on the Company's liquidity and can help optimize its financial structure. At present, there are no plans to acquire companies, parts of companies, equity interests in companies or other assets in exchange for the issue of new shares. The Executive Board will decide, on a case-by-case basis and after weighing up the possible alternatives, whether it – with the consent of the Supervisory Board – makes use of the possibility of issuing shares with the exclusion of the shareholders' subscription right in connection with any business combination or the acquisition of companies, parts of companies, equity interests in companies or other assets. The Company does not suffer any disadvantage from that, since issuing new shares in exchange for non-cash contributions presumes that the value of the non-cash contribution is in reasonable proportion to the value of the new shares issued in exchange for it. In measuring the value of the shares issued as consideration, the Executive Board will usually be guided by the stock market price of euromicron AG's shares. However, no rigid linkage to the stock market price is envisaged, in particular so that negotiation results that have been achieved are not called into question by fluctuations in the stock market price.

This fourth case group allows the subscription right of shareholders to be excluded in order to issue new shares to members of the Company's Executive Board or a representative body of a company affiliated with the Company or to employees of the Company or a company affiliated with it. Although there are currently no concrete plans to introduce such participation models, there is to be the possibility of restricting the issue of shares to a specific group or specific persons from the above group of persons, taking into account requirements under employment law, as part of creation of the authorized capital 2018. If the new shares are to be issued to members of the Company's Executive Board, a decision on that within the framework of the authorization granted by the General Meeting shall not be taken by the Executive Board, but instead by the Company's Supervisory Board in accordance with the responsibilities assigned to it under the German Stock Corporation Law.

Issuing shares to managers and/or employees fosters identification with the Company and acts as an incentive – especially in the current phase of repositioning – for them to assume co-responsibility at the Company. Share-based compensation also offers the possibility of gearing remuneration of managers and/or employees to the Company's sustainable development in suitable cases. So that new shares can be issued as compensation to managers and/or employees, the right of shareholders to subscribe to those shares must be able to be excluded. Apart from direct granting of new shares to members of the Company's Executive Board or the representative body of a company affiliated with the Company or to employees of the Company or a company affiliated with it, it is to be possible for the shares to be taken over by a financial institute or another company meeting the requirements specified in Section 186 (5) Sentence 1 AktG (German Stock Corporation Law), with the obligation to use them solely for the purpose of granting shares to the persons from the above-mentioned group of persons or repaying a securities loans raised solely for this purpose. Handling of the process for granting shares as compensation can be simplified by this approach. In all cases, the Executive Board or, respectively, the Supervisory Board will ensure that the new shares are issued economically and solely as part of the granted authorization to members of the Company's Executive Board or the representative body of a company affiliated with the Company or to employees of the Company or a company affiliated with it.

In order to simplify handling of the statutory subscription right, the new shares can – in accordance with the customary practice in corporate financing – also be taken over by one or more financial institutes with the obligation to offer them for subscription to the shareholders (indirect subscription right within the meaning of Section 186 (5) AktG (German Stock Corporation Law)). Companies that operate in accordance with Section 53 (1) Sentence 1 or Section 53b (1) Sentence 1 or (7) KWG (German Banking Act) are treated as equivalent to financial institutes. In this case, the statutory subscription right is not restricted materially, but helps make handling easier by the financial institute or financial institutes and not by the Company. The Executive Board will inform the General Meeting of every exercise of the authorized capital.

## **7. Resolution on authorization to issue cum-warrant, convertible and/or participating bonds and profit-sharing rights (or combinations of these instruments) and to exclude the subscription right along with creation of contingent capital (contingent capital 2018) and amendment of the Articles of Association**

euromicron AG does not currently have any contingent capital. In order to be able to obtain funding on the capital market quickly and flexibly by issuing cum-warrant, convertible and/or participating bonds and profit-sharing rights (or combinations of these instruments), the Executive Board is to be authorized to issue these financing instruments and contingent capital is to be created.

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

### **a) Authorization to issue cum-warrant, convertible and/or participating bonds and profit-sharing rights, exclusion of the subscription right**

#### **(1) Nominal amount, authorization period, number of shares**

The Executive Board is authorized, with the consent of the Supervisory Board, to issue bearer or registered cum-warrant, convertible and/or participating bonds and profit-sharing rights, including combinations of these instruments, (hereinafter referred to jointly as “bonds”) to a total nominal amount of up to €7,339,020, with or without a limit on their maturity, on one or more occasions by June 12, 2023, and to grant the holders or creditors of the bonds, option or conversion rights

for up to 2,870,558 registered shares in the Company at a total proportional amount of the capital stock of up to €7,339,020 as defined in more detail by the terms for the bonds. The bonds can also be issued in exchange for non-cash contributions.

The bonds can not only be issued in euros, but also – limited to the corresponding value in euros – in the legal tender of an OECD country. They can be issued by group companies of euromicron AG; in that case, the Executive Board is authorized, with the consent of the Supervisory Board, to assume the guarantee for the bonds on behalf of the Company and to grant the holders of option or conversion rights or conversion obligations from such bonds new, registered shares in euromicron AG.

#### **(2) Subscription right and exclusion of the subscription right**

In principle, the shareholders have a right to subscribe to the bonds. The bonds can also be taken over by one or more financial institutes with the obligation to offer them for subscription to the shareholders (indirect subscription right). Companies that operate in accordance with Section 53 (1) Sentence 1 or Section 53b (1) Sentence 1 or (7) KWG (German Banking Act) are treated as equivalent to financial institutes. If the bonds are issued by group companies of euromicron AG, euromicron AG shall ensure that the bonds are offered for subscription to the shareholders of euromicron AG or that the statutory subscription right of the shareholders is excluded in accordance with this authorization.

The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the right of shareholders to subscribe to bonds:

- for fractional amounts resulting from the subscription ratio;
- if the bonds are issued in exchange for cash payment and the issue price of the bonds is not significantly below the bonds' theoretical market value as calculated using acknowledged principles of financial mathematics or their market value as determined by an acknowledged market-oriented method at the time when the issue price is definitively set; in this case, option or conversion rights or conversion obligations may only be granted on bonds issued with the exclusion of the shareholders' subscription right for shares of up to 10% of the

capital stock existing at the time this authorization takes effect or – if lower – at the time this authorization is exercised; shares and subscription rights to shares that have been issued, sold or created since the resolution on this authorization was adopted, with exclusion of the subscription right of shareholders in accordance with or in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), shall be counted toward said maximum amount; shares that have been issued or are to be issued to service cum-warrant, convertible and/or participating bonds and profit-sharing rights shall also be counted toward said maximum amount, provided the said bonds or profit-sharing rights have been issued during the term of this authorization with exclusion of the subscription right in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law);

- if and insofar as the bonds are issued in exchange for non-cash contributions for the purpose of business combinations or the acquisition of companies, parts of companies, equity interests in companies (including increases in them) or other assets.

The Executive Board is further authorized, with the consent of the Supervisory Board, to also exclude the subscription right of shareholders to participating bonds and/or profit-sharing rights, in addition to the above options for excluding the subscription right, if these (i) do not grant any option or conversion rights and do not establish any conversion obligations, (ii) have characteristics similar to a debenture and (iii) the interest and issue amount for the participating bonds and/or profit-sharing rights correspond to market terms prevailing at the time of issue. Participating bonds and/or profit-sharing rights have characteristics similar to a debenture if they do not establish any membership rights, do not grant any participation in liquidation proceeds and do not grant any profit-oriented interest. The interest is not profit-oriented if it is merely dependent on the fact that a net loss for the year or net accumulated loss does not arise as a result of the interest or that the interest does not exceed the amount of the dividend, or a defined portion of the dividend, to be paid to the shareholders.

The Executive Board will utilize the authorization to exclude the subscription right only if and insofar as the total proportional amount of the capital stock for the shares to be issued does not exceed 20%. If – during the term of the authorization proposed under item 7 on the agenda and until when it is completely utilized – use is made of other authorizations already existing at the time this authorization is adopted to issue new shares in the Company or to issue rights that enable or obligate subscription to new shares in the Company and the shareholders' statutory subscription right is excluded as part of that, the issued shares or rights to subscribe to shares shall be counted toward said limit.

The above authorizations to exclude the subscription right are granted independently of each other. They do not affect the authorization to issue the bonds, with granting of a subscription right to the shareholders, to one or more financial institutes or equivalent financial services companies with the obligation to offer them for subscription to shareholders (indirect subscription right).

### **(3) Option right**

If bonds with option rights are issued, one or more options rights are attached to the each bond and entitle the holders to subscribe to bond is attached to registered shares in euromicron AG as defined in more detail by the option terms to be defined by the Executive Board. The option terms may stipulate that the option price may also be settled by transfer of bonds issued pursuant to this authorization, and an additional cash contribution if applicable. If there are fraction of new shares, it is possible to stipulate that these fractions can be added together to subscribe to whole shares, if applicable in exchange for an additional contribution, in accordance with the terms for the options or bonds.

### **(4) Conversion right**

If bonds with a conversion right are issued, the holders have the right to exchange their bonds for registered shares in euromicron AG in accordance with the bond terms to be defined by the Executive Board. The exchange ratio is obtained by dividing the nominal amount or the issue amount of a bond by the fixed conversion price for one share in the Company and can be rounded up or down to a whole number; in addition, it is possible to define a cash contribution to be made and pooling of or compensation for fractions that cannot be converted.

**(5) Conversion obligation, right to share delivery**

The terms of the bonds may establish the obligation to exchange a convertible bond for shares, and may also stipulate that euromicron AG or one of its group companies has the right to grant or tender shares in euromicron AG to the holders or creditors of the bond, in full or in part, instead of payment of an owed cash sum.

**(6) Option or conversion price**

The terms of the bonds may stipulate a fixed, but also a variable, option or conversion price. The option or conversion price may be up to 20% below the share price at the time the Executive Board adopts the resolution to issue the bonds. The authoritative share price is the non-volume-weighted mean value for the closing prices of Company's share in the XETRA trading system (or a comparable successor system) at Frankfurt Stock Exchange on the five days of trading before the Executive Board adopts the resolution to issue the bonds.

**(7) Anti-dilutive provisions**

The bond terms may stipulate provisions to protect the Company and/or the creditors or holders of the bonds and/or option rights against dilution of their value, for example in the event that the Company (i) increases the capital stock and grants a subscription right to its shareholders as part of that or issues further convertible bonds, cum-warrant bonds or convertible profit-sharing rights or grants or guarantees other option rights and does not grant the holders of conversion or option rights a subscription right to the extent they would be entitled to after exercise of the conversion or option rights or fulfillment of a conversion obligation, (ii) reduces the capital stock, (iii) carries out restructuring or (iv) decides to pay out a dividend that dilutes their value. Protection to compensate for a dilution in value can be granted in particular by adjusting the conversion or option price or the option ratio so as to preserve the value or in the form of cash payments to compensate for the disadvantage suffered as a result of dilution or a reduction in additional contributions, as well as by granting subscription rights in accordance with the subscription rights offered to shareholders. If a third party gains control of the Company, adjustment of the option or conversion rights or conversion obligations can be provided for.

**(8) Further terms of the bonds**

The Executive Board, with the consent of the Supervisory Board, is authorized to define further details of the issue and features of the bonds or to define them in agreement with the management bodies at the group company of euromicron AG that is issuing the bond, in particular (i) the option or conversion period, (ii) the option or conversion price, (iii) the interest rate, (iv) the issue price, (v) the maturity, (vi) the order of priority *via-à-vis* other bonds, (vii) the denomination, (viii) obligations to make subsequent payment of payments not made in earlier years, (ix) the right of the Company and/or its group companies not to grant new shares when option or conversion rights are exercised or a conversion obligation accrues, but instead to pay a cash sum as defined in more detail by the terms for the bonds, (x) the provision that, when option or conversion rights are exercised or a conversion obligation accrues, not new, but already existing shares of the Company can be delivered. The interest on the bonds can be fully or partly variable and can be geared toward key profit ratios of the Company and/or the Group (including the net retained profits or the dividend set by the resolution on the appropriation of profits for shares in euromicron AG) or may be dependent on them (participating bonds). In this case, the bonds can also be issued without an option or conversion right or conversion obligation. The provisions in Sections 9 (1) and 199 (2) (German Stock Corporation Law) must always be observed.

**b) Contingent capital**

The capital stock shall be increased conditionally by up to € 7,339,020 through the issue of up to 2,870,558 registered shares (contingent capital 2018). The contingent capital increase is to be used to grant option or conversion rights or service conversion obligations and to grant shares instead of cash payments to the holders of bonds which the Company or its group companies issue in compliance with the authorization adopted by the General Meeting on June 13, 2018. The new shares shall be issued at the option or conversion price defined in compliance with the authorization adopted by the General Meeting on June 13, 2018. The conditional capital increase shall be carried out only and insofar as the holders or creditors of bonds issued or guaranteed on the basis of the authorization adopted by

the General Meeting on June 13, 2018, make use of their option or conversion rights, fulfill their conversion obligations or shares are granted to the holders or creditors of these bonds instead of cash payments and other forms of fulfillment to service them are not used. The new shares will participate in profits from the beginning of the fiscal year in which they are issued. The Executive Board is authorized to define the further details of the contingent capital increase with the consent of the Supervisory Board.

### c) Amendment of the Articles of Association

The following subsection (5) shall be inserted in Section 5 after Section 5 (4) of the Articles of Association:

“The capital stock shall be increased conditionally by up to €7,339,020 through the issue of up to 2,870,558 registered shares (contingent capital 2018). The contingent capital increase is to be used to grant option or conversion rights or service conversion obligations and to grant shares instead of cash payments to the holders of bonds which the Company or its group companies issue in compliance with the authorization adopted by the General Meeting on June 13, 2018. The new shares shall be issued at the option or conversion price defined in compliance with the authorization adopted by the General Meeting on June 13, 2018. The conditional capital increase shall be carried out only and insofar as the holders or creditors of bonds issued or guaranteed on the basis of the authorization adopted by the General Meeting on June 13, 2018, make use of their option or conversion rights, fulfill their conversion obligations or shares are granted to the holders or creditors of these bonds instead of cash payments and other forms of fulfillment to service them are not used. The new shares will participate in profits from the beginning of the fiscal year in which they are issued. The Executive Board is authorized to define the further details of the contingent capital increase with the consent of the Supervisory Board.”

### Report of the Executive Board to the General Meeting on item 7 on the agenda in accordance with Section 221 (4) Sentence 2 and Section 186 (4) Sentence 2 AktG (German Stock Corporation Law)

The proposed authorization to issue cum-warrant, convertible and/or participating bonds and profit-sharing rights, including combinations of these instruments, (hereinafter referred to jointly as “bonds”) to a total nominal amount of up to €7,339,020 and the creation of contingent capital of up to €7,339,020 offer the Company the possibility in the following five years to obtain funding on the capital market quickly and flexibly by issuing said instruments. Reference is made to the resolution proposed by the Executive Board and Supervisory Board under item 7 on the agenda for details of the authorization.

In principle, the shareholders are entitled to a statutory subscription right if bonds are issued (Section 221 (4) in conjunction with Section 186 (1) AktG (German Stock Corporation Law)). However, the Executive Board is to have the possibility of excluding shareholders' subscription right in the cases stipulated in the authorization. The contingent capital 2018 of €7,339,020 as proposed by the Executive Board and Supervisory Board corresponds to approximately 40% of the capital stock<sup>2</sup>. It is well short of fully utilizing the limit of 50% of the capital stock permitted under the law.

The Executive Board will utilize the authorization to exclude the subscription right only if and insofar as the total proportional amount of the capital stock for the shares to be issued does not exceed 20%. If – during the term of the authorization proposed under item 7 on the agenda and until when it is completely utilized – use is made of other authorizations already existing at the time this authorization is adopted to issue new shares in the Company or to issue rights that enable or obligate subscription to new shares in the Company and the shareholders' statutory subscription right is excluded as part of that, the issued shares or rights to subscribe to shares shall be counted toward said limit.

The Executive Board shall always require the Supervisory Board's consent to exclude the subscription right. The authorization to exclude the subscription right is envisaged for three case groups and if participating bonds and profit-sharing rights with characteristics similar to a debenture are issued.

<sup>2</sup> Unless otherwise indicated, the disclosures on the Company's capital stock relate to April 25, 2018 (resolution of the Company's Executive Board on the resolution recommended to the General Meeting).

The first case group relates to fractional amounts that may result from the subscription ratio. The authorization to exclude the shareholders' subscription right for free fractional shares makes it easier to handle a rights issue, if there are fractional amounts due to the issuance volume or to present a practicable subscription ratio. The Company will realize proceeds from the bonds for which the subscription right is excluded at normal market terms in a manner that minimizes any impact on the price.

The second case group enables exclusion of the subscription right if the bonds are issued in exchange for cash payment and the issue price of the bonds is not significantly below the bonds' theoretical market value as calculated using acknowledged principles of financial mathematics or their market value as determined by an acknowledged market-oriented method at the time when the issue price is definitively set. Under the authorization, the option of a simplified exclusion of subscription rights permitted by Section 221 (4) Sentence 2 in conjunction with Section 186 (3) Sentence 4 AktG (German Stock Corporation Law) is utilized. The Company can thereby exploit opportunities on the financial and capital markets quickly and flexibly. It also saves time and costs involved in handling the subscription right. Setting market-oriented issue terms will ensure high proceeds. In the interests of enlarging the shareholder base, the Company is also given the possibility of offering bonds to investors, in particular institutional investors in Germany and abroad. Due to the fact that the subscription period is a minimum of two weeks under law, the possibilities of responding to favorable market circumstances at short notice are restricted if bonds are issued with a subscription round. If bonds are issued with a subscription round, there are also additional risks to successful placement due to uncertainty about the extent to which subscription rights will be exercised. Issuing new bonds at a price geared closely to that of the shares on the stock market helps protect shareholders against dilution of their stake, since every shareholder can acquire the shares necessary to maintain his or her stake on the stock market at approximately comparable terms. An acknowledged market-oriented method for determining the market value is accelerated bookbuilding, for example. Taking into account market circumstances at the time, the Executive Board will endeavor to keep any markdown on the market value low. From the bonds issued with exclusion of the shareholders' subscription right, only option or conversion rights or conversion obligations for shares of up to 10% of the capital stock existing at the time this authorization takes effect or – if lower – at the time this authorization is exercised may be granted. Compliance with this statutory limit is usually ensured

by the fact that the amount of contingent capital (€7,339,020) corresponds to only approximately 40% of the Company's capital stock. However, the above maximum amount of 10% of the capital stock to be observed also includes shares and subscription rights to shares that have been issued, sold or created since the resolution on this authorization was adopted, with exclusion of the subscription right of shareholders in accordance with or in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law); shares that have been issued or are to be issued to service cum-warrant, convertible and/or participating bonds and profit-sharing rights shall also be counted toward said 10% limit, provided the said bonds or profit-sharing rights have been issued during the term of this authorization with exclusion of the subscription right in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law).

The third case group governs the exclusion of the shareholders' subscription right if the bonds are to be issued in exchange for non-cash contributions. In this way, the Company is to be enabled to offer bonds as part of business combinations or the acquisition of companies, parts of companies, equity interests in companies (including increases in them) or other assets wholly or partly as a consideration instead of cash payments. The authorization is intended to give the Company the necessary freedom of action to seize opportunities to acquire companies, parts of companies, equity interests in companies and other assets, and to conduct business combinations, quickly and flexibly in the face of international competition, as and when such opportunities arise. Use of the option of being able to offer bonds as a consideration in acquiring companies or equity interests in companies can be sensible. However, it may also be in the Company's interests to be able to offer bonds as a consideration in acquiring other assets. These will usually be property, plant and equipment or intangible assets. Granting bonds reduces the strain on the Company's liquidity and can help optimize its financial structure. At present, there are no plans to acquire companies, parts of companies, equity interests in companies or other assets in exchange for the issue of bonds. The Executive Board will decide, on a case-by-case basis and after weighing up the possible alternatives, whether it – with the consent of the Supervisory Board – makes use of the possibility of issuing bonds with the exclusion of the shareholders' subscription right in connection with any business combination or the acquisition of companies, parts of companies, equity interests in companies or other assets. The Company does not suffer any disadvantage from that, since issuing bonds in

exchange for non-cash contributions presumes that the value of the non-cash contribution is in reasonable proportion to the value of the new bonds issued in exchange for it. In measuring the value of the bonds issued as consideration, the Executive Board will usually be guided by the theoretical market value of the bonds, as calculated using acknowledged principles of financial mathematics and derived from the stock market price of euromicron AG's shares, or the market value of the shares as determined by an acknowledged market-oriented method. However, no rigid linkage to any theoretical market value calculated in this way is envisaged, in particular so that negotiation results that have been achieved are not called into question by fluctuations in the stock market price.

Due to the far lower dilution effect, exclusion of the subscription right is also permitted if participating bonds and/or profit-sharing rights are issued, if these (i) do not grant any option or conversion rights and do not establish any conversion obligations, (ii) have characteristics similar to a debenture and (iii) the interest and issue amount for the participating bonds and/or profit-sharing rights correspond to market terms prevailing at the time of issue. Participating bonds and/or profit-sharing rights have characteristics similar to a debenture if they do not establish any membership rights, do not grant any participation in liquidation proceeds and do not grant any profit-oriented interest. The interest is not profit-oriented if it is merely dependent on the fact that a net loss for the year or net accumulated loss does not arise as a result of the interest or that the interest does not exceed the amount of the dividend, or a defined portion of the dividend, to be paid to the shareholders. Exclusion of the subscription right in these cases does not result in a relevant encroachment on the rights of shareholders. Participating bonds with characteristics similar to a debenture and profit-sharing rights with characteristics similar to a debenture are largely like regular corporate bonds, to which shareholders do not have a statutory subscription right when they are issued.

In order to simplify handling, the bonds can – in accordance with the customary practice in corporate financing – also be taken over by one or more financial institutes with the obligation to offer them for subscription to the shareholders (indirect subscription right within the meaning of Section 186 (5) AktG (German Stock Corporation Law)). Companies that operate in accordance with Section 53 (1) Sentence 1 or Section 53b (1) Sentence 1 or (7) KWG (German Banking Act) are treated as equivalent to financial institutes. In this case, the statutory subscription right is not restricted materially, but merely helps make handling easier by the financial institute or financial institutes and not by the Company.

The Company currently has total authorized capital of €9,173,770. Under item 6 on the agenda, the Executive Board and Supervisory Board have proposed canceling the existing authorized capital and creating new authorized capital of €7,339,020. The proposed new contingent capital 2018 of €7,339,020 for servicing bonds corresponds to 40% of the capital stock. Subject to the General Meeting's adoption of the resolutions in items 6 and 7 of the agenda, the proposed capitals will enable shares to a total amount of up to €14,678,040 to be issued; that corresponds to 80% of the capital stock.

### **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](mailto:anmeldestelle@computershare.de)

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

**June 6, 2018, 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 7, 2018, 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 6, 2018, 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 12, 2018, 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](mailto: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](http://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-HV2018@computershare.de](mailto:euromicron-HV2018@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, item 3 and item 4 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](http://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-HV2018@computershare.de](mailto:euromicron-HV2018@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, item 3 and/or item 4 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](http://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-HV2018@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 12, 2018, 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, item 3 and item 4 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 BGB (German Civil Code)) to the Executive Board of the Company and must be received by the Company by **May 13, 2018, 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 29, 2018, 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 29, 2018, 24:00 hours** at the latest.

We will make any counter-motions or nominations that are received in time accessible in 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, as well as the position of the Group and the companies included in the consolidated financial statements. 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](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, May 2018  
**euromicron AG**  
Frankfurt/Main

- The Executive Board -

# euromicron

**Securities identification number: A1K030**

**ISIN: DE000A1K0300**

## **euromicron AG**

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