



**euromicron Aktiengesellschaft
communication & control technology**

Frankfurt/Main

Securities identification number: 566000

ISIN: DE 0005660005

**INVITATION
to the 2011 Ordinary General Meeting**

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

It will be held on

**Thursday, June 9, 2011, at 11:00 a.m.,
in the auditorium of Commerzbank AG,
Entrance: Große Gallusstraße 19, 60311 Frankfurt/Main.**

Agenda

- 1. Submission of the adopted annual financial statements as of December 31, 2010, the management report, the report of the Supervisory Board, the approved consolidated financial statements and the group management report for the 2010 fiscal year, as well as the explanatory report by the Executive Board on the disclosures in accordance with Section 289 (4) and (5) and Section 315 (4) HGB (German Commercial Code)**

These documents, as well as the proposal by the Executive Board on appropriation of the net retained profit, are available at the offices of euromicron Aktiengesellschaft, Speicherstraße 1, 60327 Frankfurt/Main, and can be inspected there and in the Internet at www.euromicron.de. They will be sent to shareholders free of charge upon request.

- 2. Resolution on appropriation of the net retained profits for fiscal year 2010**

The Executive Board and Supervisory Board propose to the General Meeting to appropriate the amount of €7,947,218.67 (net retained profits) after inclusion of the accumulated profit of €6,542,143.23 to pay out a dividend of €1.10 a share (ISIN DE 0005660005), corresponding to a total amount of €5,638,598.90, and to carry the remainder of €2,308,619.77 forward to a new account.

- 3. Resolution on discharge of the members of the Executive Board for fiscal year 2010**

The Executive Board and Supervisory Board propose granting discharge to the Executive Board for fiscal year 2010.

- 4. Resolution on discharge of the members of the Supervisory Board for fiscal year 2010**

The Executive Board and Supervisory Board propose granting discharge to the Supervisory Board for fiscal year 2010.

5. Appointment of the independent auditor and group auditor for fiscal year 2011

The Supervisory Board proposes appointing PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as the auditor for the Company and the Group for fiscal year 2011. It will also participate in an inspection of financial reports during the year, where such examinations are conducted.

6. 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 shareholders' statutory subscription right

Unless expressly permitted under law, the Company requires special authorization by the General Meeting to acquire own shares. Since the authorization adopted by the General Meeting in fiscal year 2009 expired in December 2010, a new proposal to give the Company authorization to acquire 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 June 10, 2011, to acquire its own shares up to June 9, 2016, at a maximum proportional amount of the capital stock of €1,310,539.74 for these shares. This is 10% of the Company's capital stock at the time of the General Meeting. The acquired shares – together with other shares that the Company has already acquired or still holds or can be ascribed to it pursuant to Sections 71 a ff. 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 in the XETRA trading system (or a comparable successor system) on the three days of trading before the day of acquisition.
 - 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 in the XETRA trading system (or a comparable successor system) on the 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 in the XETRA trading system (or a comparable successor system) on the three days of trading before any modification is published shall be used as the basis. The offering can provide for further conditions. If the offering is oversubscribed, the subscription must be accepted on the basis of quotas. Privileged acceptance of low numbers of up to 100 shares offered for purchase per shareholder can be provided for.
- d) The provisions of the Wertpapiererwerbs- und Übernahmegesetz (German Security Purchase and Takeover Law) must be observed insofar as and if they are applicable.

- e) The Executive Board shall be 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, and thus excluding shareholders' subscription right:
 - 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. Exclusion of the subscription right pursuant to other authorizations in accordance with Section 186 (3) Sentence 4 AktG (German Stock Corporation Law) (cf. in particular Section 5 (4) of the Articles of Association) 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 in the XETRA trading system (or a comparable successor system) on the three days of trading before the shares are sold.
 - bb) Assignment of the shares as a consideration for the purpose of acquiring companies or holdings in companies.
- f) The Executive Board shall be 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 shall also be 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 (Section 237 (3) No. 3 AktG (German Stock Corporation Law)).

- g) 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 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 June 9, 2011, to authorize the Company with effect from June 10, 2011, to acquire its own shares up to June 9, 2016, at a maximum proportional amount of the capital stock of €1,310,539.74 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. Specifically:

1. The anticipated possible exclusions of the subscription right are justified from the following points of view:
 - a) The authorization to exclude the subscription right in accordance with e) 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 so to be able to

respond flexibly to advantageous offers to acquire companies or holdings in companies.

- b) If the authorization of the Executive Board further 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. e) 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.

- 2. The interests of shareholders will be adequately safeguarded as part of this. As regards the authorization to exclude the subscription right pursuant to e) 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 sale of the Company's own shares. The relevant stock market price will be determined on the basis of the closing prices at 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 sale of the shares by the Executive Board with the consent of the Supervisory Board. The markdown on the stock market price 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.

7. Resolution on creation of new authorized capital with the possibility, under specific preconditions, to exclude the statutory shareholders' subscription right, and on a corresponding amendment of the Articles of Association

The authorization in Section 5 (4) of the Articles of Association for the Executive Board to increase the capital stock by up to €4,765,602.56 on one or more occasions with the approval of the Supervisory Board by issuing new shares against cash or non-cash contributions expired on June 20, 2010, and is to be replaced by a new authorization.

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

- “a) The Executive Board is authorized to increase the capital stock of the Company by May 31, 2016, by up to a total of €6,552,698.72 on one or more occasions with the approval of the Supervisory Board by issuing new registered shares in exchange for cash or non-cash contributions (authorized capital). In principle, the shareholders shall be granted a subscription right as part of this. The new shares can also be taken over by a bank appointed by the Executive Board with the obligation to offer them to the shareholders (indirect subscription right).

- b) The Executive Board is authorized, with the consent of the Supervisory Board,
 - aa) to exclude shareholders' subscription right in the case of capital increases in exchange for cash contributions up to a pro-rata amount of the capital stock of a total of €1,310,539.74 (10% limit) in order to issue the new shares at an issue amount that is not significantly below the stock market price (Sections 203 (1) and (2) and 186 (3) Sentence 4 AktG (German Stock Corporation Law)); 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 10% limit; the applicable stock market price shall be the mean value for the closing prices in the XETRA trading system (or a comparable successor system) on the three days of trading before the issue amount is set by the Executive Board;

- bb) to exclude the subscription right of shareholders up to a further pro-rata amount of the capital stock totaling €2,621,079.48 (20% of the capital stock) for the purpose of acquiring companies or holdings in companies.

If the Executive Board does not make use of the above authorizations to exclude the subscription right of shareholders, the subscription rights can only be excluded for fractional amounts. The Executive Board, with the consent of the Supervisory Board, is authorized to define further details of capital increases from the authorized capital. The Executive Board is authorized to amend the Articles of Association accordingly if the authorized capital is used.

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

“4. The Executive Board is authorized to increase the capital stock of the Company by May 31, 2016, by up to a total of €6,552,698.72 on one or more occasions with the approval of the Supervisory Board by issuing new registered shares in exchange for cash or non-cash contributions (authorized capital). In principle, the shareholders shall be granted a subscription right as part of this. The new shares can also be taken over by a bank appointed by the Executive Board with the obligation to offer them to the shareholders (indirect subscription right).

The Executive Board is authorized, with the consent of the Supervisory Board,

- a) *to exclude shareholders' subscription right in the case of capital increases in exchange for cash contributions up to a pro-rata amount of the capital stock of a total of €1,310,539.74 (10% limit) in order to issue the new shares at an issue amount that is not significantly below the stock market price (Sections 203 (1) and (2) and 186*

(3) Sentence 4 AktG (German Stock Corporation Law)); 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 10% limit; the applicable stock market price shall be the mean value for the closing prices in the XETRA trading system (or a comparable successor system) on the three days of trading before the issue amount is set by the Executive Board;

b) to exclude the subscription right of shareholders up to a further pro-rata amount of the capital stock totaling €2,621,079.48 (20% of the capital stock) for the purpose of acquiring companies or holdings in companies.

If the Executive Board does not make use of the above authorizations to exclude the subscription right of shareholders, the subscription rights can only be excluded for fractional amounts. The Executive Board, with the consent of the Supervisory Board, is authorized to define further details of capital increases from the authorized capital. The Executive Board is authorized to amend the Articles of Association accordingly if the authorized capital is used.”

Report of the Executive Board on item 7 on the agenda in accordance with Section 203 (2) Sentence 2 AktG (German Stock Corporation Law) in conjunction with Section 186 (4) Sentence 2 AktG (German Stock Corporation Law)

Under item 7 on the agenda, the Executive Board requests to be able to exclude the subscription right of shareholders in the case of capital increases from authorized capital in three cases. Specifically:

1. Under item 7 on the agenda b), aa)), the Executive Board requests to be allowed to exclude the subscription right of shareholders in

corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law) for shares to an arithmetic amount of up to 10% of the capital stock, as part of which the 10% limit as a whole, i.e. also with the addition of any other authorizations resulting in direct or indirect application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), must not be exceeded. The possibility of excluding the subscription right pursuant to this authorization will enable management to exploit favorable stock market situations at short notice and, by quickly placing new shares, achieve higher proceeds without the substantial time and cost involved in handling a subscription right. The requested exclusion of subscription rights serves the interests of the Company in being able to issue shares to institutional investors, for example. As a result, new shareholder groups can be acquired in Germany and abroad. In making use of the authorization, the Executive Board shall set the issue amount for each new share so that the markdown on the stock market price is expected to be no more than 3%, but shall be no more than 5% of the stock market price of the Company's shares at the time the authorization is utilized. This stipulation protects shareholders against impermissible dilution of their stake.

2. The authorization to exclude the subscription right requested under item 7 on the agenda, b), bb)), provides the Executive Board with shares in the Company to up to a nominal amount of €2,621,079.48 (20% of the capital stock) to acquire companies or holdings in companies at short notice. The Company is in fierce competition with other companies nationally and internationally and must be able at all times to act quickly and flexibly in the interests of its shareholders. That also includes the possibility of acquiring companies or holdings in them to improve the Company's competitive situation. It can be expected that such an acquisition cannot be paid for in cash without jeopardizing the Company's liquidity in an individual case. Consequently, the consideration in comparable transaction is often shares in the acquiring company. The authorization proposed here is intended to give the Company the necessary flexibility to seize opportunities to acquire companies or holdings in them quickly and flexibly when they arise.

3. The authorization to exclude the subscription right for fractional amounts requested under item 7 on the agenda, b), final paragraph, enables a capital increase with a clean subscription ratio. That makes it easier to handle the subscription right of shareholders. The new shares which are excluded from the subscription right of shareholders as free fractional shares will be sold on the stock market or utilized otherwise in the best possible way for the Company.

If the subscription right is not excluded in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), the Executive Board will set the issue amount of the new shares appropriately, taking into account the interests of the Company and its shareholders and the respective purpose.

8. Resolution on conversion from bearer shares to registered shares and corresponding amendments to the Articles of Association

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

- a) The bearer shares in the Company that exist when the amendments to the Articles of Association in accordance with b) to d) below take effect shall be converted into registered shares, with retention of the existing denomination.
- b) In Section 5 (1) of the Articles of Association, the word “bearer” shall be replaced with “registered”.
- c) The following Sentence 2 shall be added to Section 5 (1) of the Articles of Association:

“If, in the case of a capital increase, the resolution on the increase does not specify whether the new shares are to be bearer or registered shares, they shall be registered shares.”

- d) In Section 5 (1) Sentence 1 of the Articles of Association, the word “bearer” shall be replaced with “registered”.
- e) Section 15 of the Articles of Association shall be redrafted as follows, with the heading being retained:

“1. Shareholders who

- a) have registered in time and*
- b) are entered in the share register for the registered shares*

shall be eligible to take part in the General Meeting and exercise their voting rights.

2. The registration must be received in time by the Company at the address specified in the notice of convening of the General Meeting, in text form in German or English and in accordance with the respectively applicable statutory regulations.”

9. Elections to the Supervisory Board

The term of office of the current members of the Supervisory Board expires at the end of the General Meeting that decides on discharge of the Supervisory Board members for fiscal year 2010. Since a resolution is to be adopted on discharge of the Supervisory Board members for fiscal year 2010 under item 4 on the agenda at this General Meeting, the term of office of the current members expires when this General Meeting ends. 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 General Meeting is not bound by the proposed nominations.

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 the fiscal year 2015:

1. Dr. Franz-Stephan v. Gronau, certified public accountant, lawyer, tax consultant and partner at LKC Kemper Czarske v. Gronau Berz in Grünwald, resident in Pöcking,
2. Dipl.-oec. Josef Ortoft, Senior Vice President Power Tools and Head of Product Group Professional Power Tools Europe, Africa, Near/Middle East of Robert Bosch GmbH, resident in Diedorf, and
3. Dr. Andreas de Forestier, Managing Director of EMBE Immobiliengesellschaft mbH, Munich, resident in Sankt Lorenz, Austria.

The proposed gentlemen are not members of legally mandated Supervisory Boards or other comparable German or foreign supervisory bodies of business enterprises, with the exception of Dr. de Forestier, who is Chairman of the Supervisory Board of consultingpartner AG, Cologne.

In accordance with Section 5.4.3 Sentence 3 of the German Corporate Governance Code, it is pointed out that that Dr. Franz-Stephan v. Gronau is to be proposed as candidate for Chairman of the Supervisory Board if he is elected. Dr. v. Gronau has announced that, if elected, he will also be willing to assume the office of Chairman of the Supervisory Board.

Dr. v. Gronau is independent and has expertise in the fields of preparing and auditing financial statements within the meaning of Section 100 (5) AktG (German Stock Corporation Law) and in tax law and jurisprudence.

10. Resolution in accordance with Sections 286 (5), 314 (2) Sentence 2 and 315a (1) HGB (German Commercial Code) on exemption from the obligation to disclose the individual compensation of the members of the Executive Board

Listed stock corporations are obliged to disclose the individual compensation of the members of the Executive Board, unless the General Meeting adopts a resolution not to apply the provisions for individual disclosure. Such a resolution, which requires a majority of at least three quarters of the capital stock represented when the resolution is adopted, can be adopted for a maximum of five years in each case (Sections 286 (5) and 314 (2) Sentence 2 HGB (German Commercial Code)). In 2006, the General Meeting had adopted a resolution not to disclose the individual compensation of the Executive Board members for a period of five years. Management believes that the obligation to disclose the individual compensation of the Executive Board members represents a disproportionately large encroachment on the protected private sphere of the persons involved. Consequently, a resolution on exemption from the obligation to disclose the individual compensation of the Executive Board members is also to be adopted for the next five years.

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

“The disclosures demanded in Sections 285 Sentence 1 No. 9 a) Sentences 5 to 8 and Section 314 (1) No. 6 a) Sentences 5 to 8 HGB (German Commercial Code) (if applicable in conjunction with Section 315a (1) HGB) shall not be provided in the single-entity and consolidated financial statements. This resolution shall apply for the first time to the single-entity and consolidated financial statements of the Company for fiscal year 2011 and up to and including the single-entity and consolidated financial statements of the Company for fiscal year 2014.”

11. Resolution on amendment of Section 13 of the Articles of Association (Compensation of members of the Supervisory Board)

In view of the growing requirements placed on the control function of the Supervisory Board and, related to this, its growing responsibility, which means that the work of the Supervisory Board is steadily becoming more

and more time-consuming, the compensation of the Supervisory Board is to be adjusted moderately.

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

“Section 13 (1) of the Articles of Association shall be redrafted as follows:

The members of the Supervisory Board shall receive compensation that consists of a fixed and a variable component. The fixed annual compensation shall be €10,000.00. The variable compensation shall be €150.00 for each cent of dividend distributed per share that exceeds 4 cents per share. The Chairman of the Supervisory Board shall receive double and his/her deputy one-and-a-half times the fixed and variable remuneration.”

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

The total number of shares in the Company issued at the time the General Meeting was convened is 5,125,999 of which 5,125,999 grant their holder to a voting right at the time the General Meeting was convened. The total number of shares and voting rights at the time the General Meeting was convened is therefore 5,125,999.

Conditions for participation

Shareholders who register with the Company in text form under the address below and send the Company separate proof of their shareholding (“proof”) created in text form by the institute that manages their security account are eligible to take part in the General Meeting and exercise their voting rights. This proof must be sent to the following address:

euromicron Aktiengesellschaft
c/o Deutsche Bank AG

Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt/Main
Germany
Fax: 0049 69 12012-86045
E-mail: WP.HV@Xchanging.com

Proof of the shareholding must relate to the beginning of the twenty-first day before the General Meeting, **i.e. May 19, 2011, 24:00 hours** (“time of proof”). The eligibility specified above is defined solely in accordance with the stake held by the shareholder at the time of proof, without this constituting a block on the ability to sell the stake. Even if the stake is sold in full or in part after the time of proof, the stake of the shareholder at the time of proof alone is authoritative as regards the above eligibility, i.e. sales or acquisitions of shares after the time of proof do not affect eligibility to take part in the General Meeting, exercise voting rights, submit motions and exercise other shareholder rights.

Proof of the shareholding and the registration must be received by the Company at the latest by

June 2, 2011, 24:00 hours.

The registration and proof can be submitted in German or English.

When the registration and proof of shareholding is received, the registration office will send shareholders admission tickets for the General Meeting.

Proxy

Shareholders who cannot or do not wish to participate in the General Meeting themselves can have their voting rights exercised by a proxy, including by 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 admission ticket to the General Meeting, along with further information on issuing the power of attorney. The form can also be downloaded from the Internet at www.euromicron.de or requested free of charge from the Company. This request must be addressed to:

euromicron AG

Investor Relations

Speicherstraße 1

60327 Frankfurt/Main

Germany

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

E-mail: IR-PR@euromicron.de

Proof of the power of attorney can be submitted to the Company by e-mail and sent to the following e-mail address: euromicron-HV2010@computershare.de. There is no need to furnish further proof of the power of attorney if proof of it is sent electronically as described above.

- b) If a financial institute, an association of shareholders or another legal person or body equal to these in accordance with Section 135 of the (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 institute, associations of shareholders or another legal person or body equal to these in accordance with Section 135 of the (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 of the German Stock Corporation Law (AktG). 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 of the (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 of the (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 of the (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 admission ticket along with further information on issuing the power of attorney and instructions or request it free of charge from the Company under the following address. The form can also be downloaded from the Internet at www.euromicron.de or requested free of charge from the Company. This request must be addressed to:

euromicron AG

Investor Relations

Speicherstraße 1

60327 Frankfurt/Main

Germany

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

E-mail: IR-PR@euromicron.de

The power of attorney and instructions must be sent to the following address and received by **June 8, 2001, 12:00 hours**:

euromicron AG

c/o Computershare HV-Services AG

Prannerstr. 8

80333 Munich

Germany

Fax: +49 (0) 89 30 90 3 - 74675

E-mail: Euromicron-HV2011@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 and proof of the shareholding must be furnished in time in accordance with the above provisions.

Rights of shareholders in accordance with Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Law (AktG)

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. Such a request must be sent in writing to the following address and received by the Company by Monday **May 9, 2011, 24:00 hours** at the latest:

euromicron AG

Investor Relations

Speicherstraße 1

60327 Frankfurt/Main

Germany

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 Wednesday, **May 25, 2011, 24:00 hours** at the latest.

In accordance with Section 127 of the German Stock Corporation Law (AktG), any shareholder can also send the Company a nomination for the election of Supervisory Board members or appointment of independent auditors. 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 25, 2011, 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**, 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
Speicherstraße 1
60327 Frankfurt/Main

Germany
Fax: +49 (0) 69 63 15 83 17
E-mail: IR-PR@euromicron.de

c) Right to obtain information

In accordance with Section 121 (3) No. 3 AktG (German Stock Corporation Law), we point out that 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 (Section 131 (1) AktG (German Stock Corporation Law)). 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 of the (AktG) German Stock Corporation Law can be found on the Company's Internet site at **www.euromicron.de**.

Frankfurt/Main, April 2011

euromicron AG, Frankfurt/Main

– *The Executive Board* –