

Invitation

to the 2009
Ordinary General Meeting

euromicron Aktiengesellschaft
communication & control technology

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euromicron
Aktiengesellschaft

Invitation to the 2009 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 18, 2009, at 10:00 a.m.,
in the auditorium of Commerzbank AG,
Entrance: Große Gallusstraße 19,
60311 Frankfurt am Main.**

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Agenda

- 1. Submission of the adopted annual financial statements as of December 31, 2008, the Management Report of the Executive Board, the report of the Supervisory Board, the approved consolidated financial statements and the Group Management Report for the 2008 fiscal year, as well as the explanatory report on the disclosures in accordance with Section 289 (4) 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 profits, 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 2008**

The Executive Board and Supervisory Board propose to the General Meeting to appropriate the amount of €8,716,336.24 (net retained profits) after inclusion of the accumulated profit of €3,273,164.03 to pay out a dividend of €0.80 a share, corresponding to a total amount of €3,602,212.80, and to carry the remainder of €5,114,123.44 forward to a new account.

Own shares in the Company are not entitled to dividend payments. The number of shares entitled to a dividend may change by the time of the General Meeting. In this case, an accordingly amended proposal on the appropriation of profits will be submitted to the General Meeting.

3. Resolution on discharge of the members of the Executive Board for fiscal year 2008

The Executive Board and Supervisory Board propose granting discharge to the Executive Board for fiscal year 2008.

4. Resolution on discharge of the members of the Supervisory Board for fiscal year 2008

The Executive Board and Supervisory Board propose granting discharge to the Supervisory Board for fiscal year 2008.

5. Appointment of the independent auditor and group auditor for fiscal year 2009

The Supervisory Board proposes appointing BDO Deutsche Warentreuhand Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Hamburg, as the auditor for the Company and the Group for fiscal year 2009. 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

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 2008 expires in December 2009, a new proposal to give the Company authorization to acquire own shares is to be submitted to the General Meeting.

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

- a) The Company shall be authorized with effect from June 19, 2009, to acquire its own shares up to December 18, 2010, at a maximum proportional amount of the capital stock of € 1,191,400.00 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 are owned by the Company 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. The authorization to acquire own shares adopted by the Company's General Meeting on June 12, 2008, will be revoked at the time the newly adopted authorization takes effect.
- c) The shares shall be acquired at the discretion of the Executive Board on the stock market or by means of a public offering addressed to all shareholders of the Company.
- 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 Take-over 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 or authorization granted earlier 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:
 - (1) 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.
 - (2) 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 acquired 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 18, 2009, to authorize the Company with effect from June 19, 2009, to acquire its own shares up to December 18, 2010, at a maximum proportional amount of the capital stock of €1,191,400.00 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 new 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) 2) 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) (1)), 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) (1), 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 in floor trading and electronic trading 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 will not be 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 amendment of Sections 14, 15 and 16 of the Company's Articles of Association

Pursuant to the German Law Implementing the Shareholders Rights Directive (ARUG), the regulations relating to deadlines and formal requirements for convening general meetings are to be extensively modified in 2009. By way of precaution, the Company's Articles of Association are therefore to be purged of provisions that might conflict with the planned changes.

The Executive Board and Supervisory Board therefore propose adopting the following resolution on amending the Company's Articles of Association:

- a) Section 14 No. 3 of the Articles of Association shall be redrafted as follows:
»The General Meeting shall be convened and its convening announced in accordance with the respective statutory provisions.«
- b) Section 15 Nos. 2 and 3 of the Articles of Association shall be rescinded and replaced by the following Section 15 No. 2:
»The registration and proof must be received in time by the company at the address specified in the notice of convening of the General Meeting, in text or written form, in German or English and in accordance with the respectively applicable statutory provisions. The proof shall be furnished in the form of special proof of the shareholding in written or text form by the institute that manages the security account. Proof of the shareholding must relate to the beginning of the twenty-first day before the General Meeting.«
- c) Section 16 No. 2 of the Articles of Association shall be redrafted as follows:
»The voting right can be exercised by an authorized agent in accordance with the statutory provisions. The authorized agent can also be a proxy who has been named by the Company and must comply with the instructions given on how he or she has to vote.«

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

Of the total of 4,660,000 no-par value shares in the Company, 4,502,766 no-par value shares – following the deduction of 157,234 own shares — are authorized to take part in and vote at the time this General Meeting is convened following completion of the share buyback program as of August 14, 2008.

Conditions for participation

Shareholders who register with the Company in text form under the address below and send the Company special proof of their shareholding 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 Dresdner Bank AG
 WASHV dwpbank AG
 Wildunger Straße 14
 60487 Frankfurt/Main
 Germany
 Fax: +49 (0)69 5099-1110
 E-mail: hv-eintrittskarten@dwpbank.de

Proof of the shareholding must relate to the beginning of the twenty-first day before the General Meeting, **i.e. May 28, 2009, 24:00 hours**, and must be received – along with the registration – by the Company at the above address at the latest by the end of **June 10, 2009, 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 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 shall generally be issued in written form (cf. letters b) and c) below for exceptions). A form that can be used to grant power of attorney will be sent free of charge to any shareholder immediately upon request. 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

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 German Stock Corporation Law (AktG) 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 German Stock Corporation Law (AktG) 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 German Stock Corporation Law (AktG) 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 German Stock Corporation Law (AktG) for giving power of attorney to a financial institute, an association of shareholders or another legal person or body equal to these in accordance with Section 135 of the German Stock Corporation Law (AktG) shall not affect the validity of the votes cast in accordance with Section 135 (6) of the German Stock Corporation Law (AktG).

c) We also offer our shareholders the option of being represented in the votes by a proxy who is named by the Company and who must comply with the instructions given on how he or she has to vote. To enable this, a

power of attorney and instructions on how to exercise the voting rights must be issued to this proxy. The proxy will exercise the voting right solely in accordance with the instructions issued by the shareholder. If the proxy has not been issued with instructions, he/she is not authorized to cast votes for a shareholder.

Powers of attorney for the proxy who is named by the Company and who must comply with the instructions given on how he or she has to vote must, like the instructions, generally be issued in written form. If the power of attorney is issued by means of a declaration to the company, however, it is sufficient for it to be issued – as an exception to the principle stated in letter a) above – by means of telecopy or electronically. Shareholders who wish to grant power of attorney to the proxy who is named by the Company and must comply with the instructions given on how he or she has 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:

euromicron AG
Investor Relations
Speicherstraße 1
60327 Frankfurt/Main
Germany
Fax: (069) 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 17, 2009**:

euromicron AG
c/o Computershare HV-Services AG
Hansastr. 15
80686 Munich
Germany
Fax: +49 (0)89 – 30 90 37 -4675
E-mail: anmeldestelle@computershare.de

If a proxy who is named by the Company and must comply with the instructions given on how he or she has to vote is given power of attorney, registration is necessary and proof of the shareholding must be furnished in time in accordance with the above provisions.

Requests, motions and nominations by shareholders

We ask that requests relating to the General Meeting be addressed to the following address of the Company only:

euromicron AG
Investor Relations
Speicherstraße 1
60327 Frankfurt/Main
Germany
Fax: +49 (0)69 63 15 83 17
E-mail: IR-PR@euromicron.de

This is also the address to which supplementary motions, countermotions and nominations must be sent by shareholders; supplementary motions, countermotions and nominations sent to any other address will not be included. We will publish any supplementary motions that are received in time (cf. Section 124 (1) Sentence 2 AktG (German Stock Corporation Law)) at the above address provided they satisfy the statutory requirements. In addition, we make any countermotions or nominations that are received in time (cf. Sections 126 (1) Sentence 1 and 127 Sentence 1 AktG (German Stock Corporation Law)) at the above address 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.

Frankfurt/Main, May 2009

euromicron AG

– The Executive Board –

How to find Auditorium of Commerzbank AG, Frankfurt am Main

Entrance: Grosse Gallusstrasse 19
(at street level, next to the steps)

By public transport:

- from main station
- by underground No.U4/No.U5
- or by tram No.11
stop: Willy-Brandt-Platz

By car, parking facilities:

- Parkhaus Kaiserplatz, access from: Bethmannstraße
- Parkhaus Junghofstraße, access from: Junghofstraße
- Parkhaus Goetheplatz, access from: Junghofstraße
- Parkhaus Hauptwache, access from: Kornmarkt
- Parkhaus Börse, access from: Börsenstrasse/Meisengasse

We regret, that for organisational reasons there will be no parking-tickets available.

