



**2014 General Meeting
on May 14, 2014**

**Notes on the rights of shareholders
in accordance with Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock
Corporation Law (AktG)**

**1. Requests for amendments to the agenda in accordance with Section 122 (2)
AktG**

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. Since one-twentieth of the capital stock (equal to around €851,850.87) at euromicron AG is greater than the pro-rata amount of €500,000.00, the pro-rata amount of €500,000.00 of the capital stock is authoritative. Each new item that is to be placed on the agenda and announced must be accompanied by a statement of the reasons for it or a proposed resolution. The shareholders must prove that, as regards the necessary minimum shareholding, they have held the shares for at least three months before the day of the General Meeting and that they hold the shares until a decision is taken on the motion (cf. Section 142 (2) Sentence 2 in conjunction with Section 122 (1) Sentence 3 and (2) Sentence 1 AktG). The request must be sent in writing to the Executive Board of the company to the following address only and received by **Sunday, April 13, 2014, 24:00 hours** at the latest:

euromicron AG
Investor Relations
Zum Laurenburger Hof 76
60594 Frankfurt am Main
Germany

Unless they have already been announced when notice of convening of the General Meeting was given, amendments to the agenda that have to be announced shall be published in the electronic Federal Official Gazette as soon as the request has been

received and forwarded for publication in media via which it can be assumed that the information will be disseminated throughout the European Union. They will also be made accessible at the Internet address www.euromicron.de.

2. Counter-motions and nominations in accordance with Sections 126 (1) and 127 AktG

In accordance with Section 126 (1) AktG, shareholders can send the company counter-motions to one or more proposals of the Executive Board and Supervisory Board on specific items on the agenda, as well as nominations for the election of Supervisory Board members or appointment of independent auditors (“nominations”). Reasons must be stated for the counter-motions, but not for nominations. Counter-motions and nominations must be sent in writing, by fax or by e-mail to the following address only:

euromicron AG
Investor Relations
Zum Laurenburger Hof 76
60594 Frankfurt am Main,
Germany, or
Fax: +49 (0) 69 63 15 83 17, oder
E-Mail: IR-PR@euromicron.de

We will publish shareholders’ counter-motions and nominations that have to be made accessible, including the name of the shareholder, and the reasons that have to be made accessible at the Internet address www.euromicron.de after they have been received, provided they reach the company under the above address by **Tuesday, April 29, 2014, 24:00 hours** at the latest. Any comments on them by management will likewise be published under the above Internet address. The company is not obliged to make a counter-motion and its reasons accessible in the case specified in Section 126 (2) Sentence 1 AktG.

Apart from in the cases specified in Section 126 (2) AktG in conjunction with Section 127 AktG, the Executive Board does not need to make nominations by shareholders accessible if they do not contain the details stipulated by Section 124 (3) Sentence 3 AktG (name, occupation and place of residence of the proposed independent auditor or candidate for the Supervisory Board) and by Section 125 (1) Sentence 5 AktG (details on membership of the candidate for the Supervisory Board on other legally mandated Supervisory Boards).

A counter-motion or a nomination can also be submitted at the General Meeting if it has not already been sent to the company within the deadline specified by Section 126

(1) AktG. In contrast, a counter-motion or nomination sent previously to the company must be expressly moved (again) at the General Meeting, even if it has previously been made accessible.

3. Right to obtain information in accordance with Section 131 (1) AktG

At the General Meeting, any shareholder or shareholder representative can demand from the Executive Board information on matters relating to the company, the company's legal and business relations with affiliated companies and the position of the Group and the companies included in the consolidated financial statements if that information is required to permit proper assessment of an item on the agenda. The request for information must be submitted in German. The requested information must be an essential element for enabling proper assessment of the item on the agenda; this is judged on the basis of the standpoint of an objective shareholder who is aware of the circumstances of the company only on the basis of generally known facts. Since, among other things, the consolidated financial statements and group management report are submitted at the 2014 General Meeting of euromicron AG, the obligation on the Executive Board to provide information also extends to the position of the Group and the companies included in the consolidated financial statements. Shareholders have the right to information on matters concerning affiliated companies if, because of their importance, they become a matter for the company.

The Executive Board can refrain from answering individual questions for the reasons stated in Section 131 (3) AktG.

Shareholders can exercise their right to obtain information at the General Meeting without prior announcement or other notification on their part.

Frankfurt/Main, March 2014

euromicron AG

– The Executive Board –