



**2015 General Meeting
on July 16, 2015**

**Explanation on item 1 on the agenda in accordance with Section 124a Sentence 1
No. 2 of the German Stock Corporation Law (AktG)**

There is no proposed resolution on item 1 on the agenda "Submission of the adopted annual financial statements as of December 31, 2014, the management report, the report of the Supervisory Board, the approved consolidated financial statements and the group management report for the 2014 fiscal year, as well as the explanatory report of the Executive Board on the disclosures in accordance with Section 289 (4) and (5) and Section 315 (4) HGB (German Commercial Code)", for the following reasons:

1. Section 175 AktG requires that the adopted annual financial statements, the management report and, in the case of the parent company, the consolidated financial statements approved by the Supervisory Board and the group management report be submitted at the General Meeting. A resolution by the General Meeting of euromicron Aktiengesellschaft in relation to these documents is not required. The annual financial statements of euromicron Aktiengesellschaft for fiscal year 2014 have been approved by the Supervisory Board and thus adopted. A special case pursuant to Section 173 AktG, under which adoption of the annual financial statements is entrusted to the General Meeting if the Executive Board and Supervisory Board so decide, does not exist.
2. A resolution by the General Meeting is also not required for the report of the Supervisory Board. Section 171 (2) AktG stipulates that the Supervisory Board has to issue a written report to the General Meeting. The report is intended to inform the shareholders and public about the results of the examination of the financial statements by the Supervisory Board. In addition, the report is an account by the Supervisory Board of its own activities. The law does not envisage a resolution being adopted by the General Meeting on the report of the Supervisory Board. The Chairman of the Supervisory Board will explain the report of the Supervisory Board at the General Meeting.

3. Finally, a resolution does not have to be adopted by the General Meeting on the report of the Executive Board on the disclosures in accordance with Section 289 (4) and (5) and Section 315 (4) HGB. The law merely stipulates that such a document be made accessible by the Executive Board to the General Meeting (taking Section 176 (1) Sentence 1 AktG in the version of the Law Implementing the Shareholders Rights Directive (ARUG)) or be able to be viewed at the company's business premises as of when the General Meeting is convened (taking Section 175 (2) Sentence 1 AktG in the version of the Act to Modernize Accounting Law (BilMoG)).

Frankfurt/Main, May 2015

euromicron Aktiengesellschaft

– The Executive Board –