

euromicron

**2017 General Meeting
on June 14, 2017**

**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 shares amount in aggregate to not less than 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 €917,377.74) 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 applicants have to prove that they own shares reaching the above mentioned quorum for a period of at least 90 days prior to the date on which the Company receives the demand that amendments be made to the agenda and that they will own the shares until the Executive Board of the Company decides upon their demand (Section 122 (2) in conjunction with (1) Sentence 3 AktG). To ascertain the deadline, the days are counted back whereby the day of the receipt of the demand by the Company is not included. There are specific criteria in Section 70 AktG to determine the period of share ownership, which are hereby referred to.

The request must be sent in writing or electronic form (Section 126a of the German Civil Code (BGB)) to the Executive Board of the Company and must be received by the Company by **May 14, 2017, 12:00 p.m. (midnight)** at the latest. We ask you to send such requests to the following address:

euromicron AG
Executive Board
Zum Laurenburger Hof 76
60594 Frankfurt am Main
Germany, or
E-mail: IR-PR@euromicron.de

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. They will also be made accessible at the Internet address www.euromicron.de (in the section: Investor Relations/General Meeting). Furthermore, the amended agenda will be communicated to the shareholders with the invitation to the General Meeting according to Section 125 (1) and (2) of the German Stock Corporation Law (AktG).

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”). Counter-motions and nominations must be sent 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, or
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 (in the section: Investor Relations/General Meeting) after they have been received, provided they reach the Company under the above address by **May 30, 2017, 12:00 p.m. (midnight)** at the latest. Any comments on them by the 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 (e.g. if the counter motion

would result in a resolution of the general meeting which would be illegal or would violate the articles of association).

Apart from 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 4 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 nomination for the election of members of the Supervisory Board should also include the information about their membership in comparable domestic or foreign supervisory committees of business enterprises.

The reasons for counter-motions and nominations (if they contain one) do not have to be made accessible if they have a total of more than 5,000 characters. If multiple shareholders submit counter-motions on the same item to be decided on or make identical nominations, the Executive Board may group together the counter-motions and nominations and the reasons for them.

A counter-motion or a nomination can also be made 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 made (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.

The Executive Board can refrain from answering individual questions for the reasons stated in Section 131 (3) AktG. Accordingly, the Board of Management may refuse to provide information,

1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
4. with regard to the accounting policies, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the Company's assets, financial position and profitability within the meaning of § 264 (2) of the Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;
5. if provision thereof would render the Board of Management criminally liable;
6. if in the case of a bank or financial services institution, information about the applied balance sheet and accounting policies made in the annual financial statements, the management report, the consolidated financial statements or the Group management report need not be given;
7. if the information is continuously available on the Company's internet page seven or more days prior to the shareholders' meeting as well as during the meeting.

The provision of information may not be denied for other reasons.

If a shareholder has been provided with information outside the General Meeting in his/her capacity as a shareholder, that information must be given to every other shareholder upon request at the General Meeting, even if it is not required to permit proper assessment of an item on the agenda. In this case, the Executive Board may not refuse to provide information in accordance with Section 131 (3) Numbers 1 to 4 AktG.

If a shareholder is refused information, he/she can demand that his/her question and the reason why the information is refused be included in the minutes of the meeting (Section 131 (5) AktG).

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

The person chairing the meeting shall be authorized to carry out measures with respect to chairing of, conduct and order at the General Meeting. This shall include the right to reasonably limit the time a shareholder has to ask questions and speak in

accordance with Section 131 (2) Sentence 2 AktG in conjunction with Section 17 (2) of the Company's Articles of Association.

Frankfurt/Main, May 2017

euromicron AG

– The Executive Board –