

# Invitation

2019 General Meeting

euromicron

## Invitation to the 2019 Annual General Meeting

We hereby invite our shareholders to this year's Annual General Meeting of euromicron AG.

It will be held on

**Thursday, August 29, 2019, at 10:00 a.m.,  
in the Deutsche Nationalbibliothek  
(German National Library),  
Adickesallee 1, 60322 Frankfurt/Main**

## Agenda

### 1. Submissions to the General Meeting in accordance with Section 176 (1) Sentence 1 of the German Stock Corporation Law (AktG)

As required by Section 176 (1) Sentence 1 of the German Stock Corporation Law (AktG), the Executive Board makes the following submissions, as well as the explanatory report on the disclosures in accordance with Sections 289a (1) and 315a (1) of the German Commercial Code (HGB), available to the General Meeting:

- the adopted annual financial statements of euromicron AG at December 31, 2018, and the management report,
- the approved consolidated financial statements at December 31, 2018, and the group management report, and
- the report of the Supervisory Board.

All the above documents are also available from the time the General Meeting is convened at the Internet address

<https://www.euromicron.de/en/investor-relations/general-meeting>

The Supervisory Board has approved the annual financial statements prepared by the Executive Board and the consolidated financial statements in accordance with Section 172 of the German Stock Corporation Law (AktG). The annual financial statements have thus been adopted pursuant to their approval by Supervisory Board. Adoption of the annual statements or approval of the consolidated financial statements by the General Meeting in accordance with Section 173 of the German Stock Corporation Law (AktG) is therefore not necessary. The submissions relating to item 1 on the agenda must be made available to the General Meeting and are to be explained to it, without the need for a resolution to be adopted on them under the German Stock Corporation Law (AktG).

### 2. Resolution on discharge of the members of the Executive Board for fiscal year 2018

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

“The members of the Executive Board who served in fiscal year 2018 are granted discharge for that period of time.”

### 3. Resolution on discharge of the members of the Supervisory Board for fiscal year 2018

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

“The members of the Supervisory Board who served in fiscal year 2018 are granted discharge for that period of time.”

#### 4. Appointment of the independent auditor and group auditor for fiscal year 2019

The Supervisory Board proposes electing PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as the auditor for the Company and the Group for fiscal year 2019 and, if an inspection of them is carried out, of interim financial reports prepared before the 2020 Annual General Meeting.

#### 5. Resolution on amending the Articles of Association in relation to updating of references to laws in the provisions on the annual financial statements in the Articles of Association

Pursuant to amendments to the German Commercial Code (HGB) as a result of the German Accounting Directive Implementation Act (BilRUG) dated July 17, 2015 (Official Federal Gazette I, page 1245), which came into effect on July 23, 2015, and as a result of the German Act Implementing the CSR Directive dated April 11, 2017 (Official Federal Gazette I, page 802), which came into effect on April 19, 2017, the references to laws in Section 19 (1) of the Articles of Association must be updated.

The Executive Board and Supervisory Board therefore propose adopting the following amendment to the Articles of Association:

“Section 19 (1) Sentence 3 is amended and now reads:

‘Sections 298 (2) and 315 (5) of the German Commercial Code (HGB) shall remain unaffected.’”

#### 6. Resolution on amending the Articles of Association in relation to the venue of the General Meeting

The Company is to be given greater flexibility in choosing the venue of the General Meeting in the future. It is to be ensured that the venue offers good transport links, as well as a reasonable cost structure.

The Executive Board and Supervisory Board therefore propose adopting the following amendment to the Articles of Association:

“Section 14 (2) Sentence 3 is amended and now reads:

‘The General Meeting shall be held at the place of the Company’s headquarters, at the place of a German stock exchange, or within a radius of 100 km of one of said locations.’”

#### 7. Resolution on new elections to the Supervisory Board

The Chairwoman of the Supervisory Board, Evelyne Freitag, informed the company on July 19, 2019, that she would be resigning her Supervisory Board mandate prematurely with effect from the end of the Annual General Meeting on August 29, 2019. Ms. Evelyne Freitag explained the reasons for the resignation in a Letter to Shareholders, which is available on the company’s

website at <https://www.euromicron.de/en/news/letter-to-shareholders-2019> and is attached at the end of this notice of convening of the Annual General Meeting. The term of office of the Supervisory Board members who were then appointed by a court of law – Dr. Martina H. Sanfleber (appointed on June 5, 2018) and Mr. Klaus Peter Frohmüller (appointed on May 28, 2018) – ends as scheduled when the General Meeting ends on August 29, 2019. Therefore all members of the Supervisory Board have to be newly elected at the Annual General Meeting.

Pursuant to Section 8 (1) Sentence 1 of the Articles of Association, the Supervisory Board of euromicron AG has consisted of three members.

The elections to the Supervisory Board are to be held by way of votes on each individual person.

The Supervisory Board proposes that the following persons be elected as members of the Supervisory Board for the term of office specified below:

- a) Dr. Michael Radke, Dipl. Ing. Mechanical Engineering, CEO and Managing Director of Hörmann Holding GmbH & Co. KG, Kirchseeon
- b) Dr. Wolfram Römhild, Business Economist, Managing Director of GoetzPartners Unternehmensberatung, Munich
- c) Dr. Martina H. Sanfleber, doctorate in business administration; full-time member of the Supervisory Board of RWE/ Innogy Group, Meerbusch

The candidates Dr. Michael Radke and Dr. Wolfram Römhild shall be elected effective the end of the 2019 Annual General Meeting on August 29, 2019; the candidate Dr. Martina H. Sanfleber shall be elected effective the resignation of Evelyne Freitag as member of the Supervisory Board. In accordance with Section 8 (1) Sentences 2 and 3 of the Articles of Association of euromicron AG, the members shall be elected up to the end of the General Meeting that adopts a resolution to discharge the Supervisory Board for the fiscal year 2023.

The above nominations take into account the objectives the Supervisory Board has adopted as regards its composition and the competence profile for the Supervisory Board as a whole in accordance with Section 5.4.1, Paragraph 2, of the German Corporate Governance Code in the version dated February 7, 2017, applicable at the time this invitation to the General Meeting was published. Résumés of the proposed candidates can be found in the Internet at [www.euromicron.de](http://www.euromicron.de) (in the section: Investor Relations/General Meeting).

Dr. Michael Radke is a member of the following legally mandated Supervisory Boards or other comparable German or foreign supervisory bodies of business enterprises:

- Funkwerk AG, Kölleda (chairman of the supervisory board)

Dr. Wolfram Römhild is not a member of legally mandated Supervisory Boards or other comparable German or foreign supervisory bodies of business enterprises.

Dr. Martina H. Sanfleber is a member of the following legally mandated Supervisory Boards or other comparable German or foreign supervisory bodies of business enterprises:

- Essent N.V., Hertogenbosch, Netherlands
- Stadtwerke Duisburg AG, Duisburg
- Goodyear Dunlop Tires Germany GmbH, Hanau
- further mandates in facultative supervisory boards of municipal utilities

The Supervisory Board understands that at the time the invitation to the Annual General Meeting was published, the candidates named in a) to c) do not have personal or business relationships to euromicron AG, the group companies of euromicron AG, the governing bodies of euromicron AG and are not a shareholder with a material interest in euromicron AG, which would have to be made public in accordance with Section 5.4.1 of the German Corporate Governance Codex (DCGK). As published in the ad hoc announcement from July 10, 2019, the company intends on carrying out a second capital increase before the General Meeting, whereby Funkwerk AG committed itself to taking over further shares as a backstop investor. The Supervisory Board of the company expects Funkwerk AG to be a shareholder with a material interest in the company in accordance with Section 5.4.1 of the German Corporate Governance Codex at the time of the Annual General Meeting. The candidate named under a) is Chairman of the Supervisory Board of Funkwerk AG as well as CEO and Managing Director of Hörmann Holding GmbH & Co. KG, a shareholder with indirect control over Funkwerk AG.

#### **8. Resolution on creation of new authorized capital, authorization to exclude the subscription right, and amendment of the Articles of Association to this effect**

With its resolution dated July 10, 2019, the Executive Board has made use of the currently existing authorization to increase the capital stock of the Company until June 12, 2023, by up to €7,339,020 through the issue of up to 2,870,558 registered shares (authorized capital 2018; Section 5 (4) of the Articles of Association). The Executive Board is therefore to be granted a new authorization to increase the capital stock by €10,274,629.00. That corresponds to approximately 40% of the capital stock after utilization of the authorized capital 2018 under the resolution adopted on July 10, 2019.

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

#### **a) Authorization to issue shares in exchange for cash and/or non-cash contributions, exclusion of the subscription right, authorized capital**

The Executive Board is authorized, with the consent of the Supervisory Board, to increase the capital stock of the Company until August 28, 2024, by up to €10,274,629.00 through the issue of up to 4,018,707 new registered shares in exchange for cash and/or non-cash contributions (authorized capital 2019). The authorization can be exercised once or more times in partial amounts. The shares can be taken over by one or more financial institutes with the obligation to offer them for subscription to the shareholders (indirect subscription right). Companies that operate in accordance with Section 53 (1) Sentence 1 or Section 53b (1) Sentence 1 or (7) KWG (German Banking Act) are treated as equivalent to financial institutes.

In principle, the shareholders have a right to subscribe to the shares. However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the right of shareholders to subscribe to shares:

- for fractional amounts resulting from the subscription ratio;
- if the shares are issued in exchange for cash contributions and the issue price of the new shares is not significantly below the stock market price of the already listed shares in the Company with the same features at the time when the issue price is definitively set and the issued shares do not exceed a total of 10% of the capital stock the Company has at the time this authorization takes effect or – if lower – at the time this authorization is exercised; other shares and subscription rights to shares that have been issued, sold or created since the resolution on this authorization was adopted, with exclusion of the subscription right of shareholders in accordance with or in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), shall be counted toward said 10% limit; shares that have been issued or are to be issued to service cum-warrant, convertible and/or participating bonds and profit-sharing rights shall also be counted toward said 10% limit, provided the said bonds or profit-sharing rights have been issued during the term of this authorization with exclusion of the subscription right in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law);
- in the case of capital increases in exchange for non-cash contributions for the purpose of business combinations or the acquisition of companies, parts of companies, equity interests in companies (including increases in them) or other assets;

- if the new shares are to be issued to members of the Company's Executive Board or the representative body of an affiliated company or to employees of the Company or a company affiliated with it as part of stock ownership or other share-based programs, provided the employment relationship with or membership on a management or representative body of the Company or a company affiliated with it exists at the time the issue of shares is promised; the Company's Supervisory Board shall decide if members of the Executive Board are to be granted shares.

The Executive Board is authorized, with the consent of the Supervisory Board, to define the further content of the share rights and the terms for issuing the shares. The Supervisory Board is authorized to amend the Articles of Association accordingly if the authorized capital 2019 is used. The above authorizations to exclude the subscription right are granted independently of each other. They do not affect the authorization to issue the shares, with granting of a subscription right to the shareholders, to one or more financial institutes or equivalent financial services companies with the obligation to offer them for subscription to shareholders (indirect subscription right).

#### **b) Amendment of the Articles of Association**

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

"The Executive Board is authorized, with the consent of the Supervisory Board, to increase the capital stock of the Company until August 28, 2024, by up to € 10,274,629.00 through the issue of up to 4,018,707 new registered shares in exchange for cash and/or non-cash contributions (authorized capital 2019). The authorization can be exercised once or more times in partial amounts. The shares can be taken over by one or more financial institutes with the obligation to offer them for subscription to the shareholders (indirect subscription right). Companies that operate in accordance with Section 53 (1) Sentence 1 or Section 53b (1) Sentence 1 or (7) KWG (German Banking Act) are treated as equivalent to financial institutes.

In principle, the shareholders have a right to subscribe to the shares. However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the right of shareholders to subscribe to shares:

- for fractional amounts resulting from the subscription ratio;
- if the shares are issued in exchange for cash contributions and the issue price of the new shares is not significantly

below the stock market price of the already listed shares in the Company with the same features at the time when the issue price is definitively set and the issued shares do not exceed a total of 10% of the capital stock the Company has at the time this authorization takes effect or – if lower – at the time this authorization is exercised; other shares and subscription rights to shares that have been issued, sold or created since the resolution on this authorization was adopted, with exclusion of the subscription right of shareholders in accordance with or in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), shall be counted toward said 10% limit; shares that have been issued or are to be issued to service cum-warrant, convertible and/or participating bonds and profit-sharing rights shall also be counted toward said 10% limit, provided the said bonds or profit-sharing rights have been issued during the term of this authorization with exclusion of the subscription right in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law);

- in the case of capital increases in exchange for non-cash contributions for the purpose of business combinations or the acquisition of companies, parts of companies, equity interests in companies (including increases in them) or other assets;
- if the new shares are to be issued to members of the Company's Executive Board or the representative body of an affiliated company or to employees of the Company or a company affiliated with it as part of stock ownership or other share-based programs, provided the employment relationship with or membership on a management or representative body of the Company or a company affiliated with it exists at the time the issue of shares is promised; the Company's Supervisory Board shall decide if members of the Executive Board are to be granted shares.

The Executive Board is authorized, with the consent of the Supervisory Board, to define the further content of the share rights and the terms for issuing the shares. The Supervisory Board is authorized to amend the Articles of Association accordingly if the authorized capital 2019 is used. The above authorizations to exclude the subscription right are granted independently of each other. They do not affect the authorization to issue the shares, with granting of a subscription right to the shareholders, to one or more financial institutes or equivalent financial services companies with the obligation to offer them for subscription to shareholders (indirect subscription right)."

**c) Instruction to have the authorized capital 2019 entered in the commercial register**

The Executive Board is instructed to file for entry of the authorized capital 2019 in the commercial register only once the issue of up to 2,870,558 registered shares from the authorized capital 2018, as adopted by the Executive Board on July 10, 2019, has been carried out in full through the issue of the new shares.

**d) Amendment of the resolution proposed by the Executive Board and Supervisory Board contingent on the shares from the authorized capital 2018 being issued**

If, on the day of the Ordinary General Meeting, the issue of up to 2,870,558 new registered shares from the authorized capital 2018, as adopted by the Executive Board on July 10, 2019, has not been carried out or has not been carried out in full, the Executive Board and Supervisory Board reserve the right to amend the proposed resolution accordingly. If the proposed resolution is amended, the authorized capital 2019 shall also not exceed 40% of the Company's capital stock (with any amount of the authorized capital 2018 not yet issued being counted toward that limit) at the time the authorized capital 2019 is entered in the commercial register. The amendment can include the proposal to maintain or cancel the authorized capital 2018, if the issue of new shares adopted by the Executive Board on July 10, 2019, should not be carried out or not be carried out in full.

**Report of the Executive Board to the General Meeting on item 8 on the agenda in accordance with Section 203 (1) and (2) and Section 186 (4) Sentence 2 AktG (German Stock Corporation Law)**

With its resolution dated July 10, 2019, the Executive Board has made use of the currently existing authorization to increase the capital stock of the Company until June 12, 2023, by up to €7,339,020 through the issue of up to 2,870,558 registered shares (authorized capital 2018; Section 5 (4) of the Articles of Association). The Executive Board and Supervisory Board therefore propose granting the Executive Board a new authorization to increase the capital stock by €10,274,629.00 (authorized capital 2019). The authorization is to apply up to August 28, 2024. The authorized capital 2019 enables the Company to obtain new equity quickly, flexibly and at low cost in accordance with international standards. In addition, it is also to be able to be used to acquire companies or equity interests in companies. Creation of the authorized capital 2019 is intended to ensure that the Company – regardless of concrete plans to utilize it and regardless of the regular cycle at which its Ordinary General Meetings are held – always has the instruments it needs to obtain capital. There are not currently any concrete plans to utilize the authorized capital 2019.

In principle, the shareholders have a statutory subscription right if and when the authorized capital 2019 is utilized. However, the Executive Board is to have the possibility of excluding shareholders' subscription right in the cases stipulated in the authorization. The authorized capital 2019 to the amount of €10,274,629.00 proposed by the Executive Board and Supervisory Board corresponds to approximately 40% of the capital stock after utilization of the authorized capital 2018 under the resolution adopted on July 10, 2019. It is short of fully utilizing the limit of 50% of the capital stock permitted under the law. The Executive Board will utilize the authorization to exclude the subscription right in the case of capital increases in exchange for cash and/or non-cash contributions only if and insofar as the total proportional amount of the capital stock for the shares does not exceed 20%. If – during the term of the authorization proposed under item 8 on the agenda and until when it is utilized – use is made of other authorizations to issue or sell shares in the Company or to issue rights that enable or obligate subscription to shares in the Company and the subscription right is excluded as part of that, that shall be counted toward said limit. The Executive Board shall require the Supervisory Board's consent to exclude the subscription right.

The authorization to exclude the subscription right is envisaged for four case groups. The first case group relates to fractional amounts that may result from the subscription ratio. The authorization to exclude the shareholders' subscription right for free fractional shares makes it easier to handle a rights issue, if there are fractional amounts due to the issuance volume or to present a practicable subscription ratio. The Company will realize proceeds from the new shares for which the subscription right is excluded at normal market terms in a manner that minimizes any impact on the share price.

The second case group enables exclusion of the subscription right if the shares are issued in exchange for cash contributions and the issue price is not significantly below the stock market price. Under the authorization, the option of a simplified exclusion of subscription rights permitted by Section 203 (1) Sentence 1 in conjunction with Section 186 (3) Sentence 4 AktG (German Stock Corporation Law) is utilized. The Company can thereby exploit opportunities on the capital markets quickly and flexibly. It also saves time and costs involved in handling the subscription right. Setting the issue amount close to the market price will generate high proceeds. In the interests of enlarging the shareholder base, the Company is also given the possibility of offering shares in the Company to investors, in particular institutional investors in Germany and abroad. Due to the fact that the subscription period is a minimum of two weeks under law, the possibilities of responding to favorable market circumstances at short notice are restricted if shares are issued with a subscription round. If shares are issued with a subscription round, there are also additional risks to successful placement due to uncertainty about

the extent to which subscription rights will be exercised. Issuing new shares at a price close to that on the stock market helps protect shareholders against dilution of their stake, since every shareholder can acquire the shares necessary to maintain his or her stake on the stock market at approximately the same terms. Taking into account market circumstances at the time, the Executive Board will also endeavor to keep any markdown on the stock market price low. The authorization to exclude the subscription right is restricted to 10% of the Company's capital stock. Shares and subscription rights to shares that have been issued, sold or created since the resolution on this authorization was adopted, with exclusion of the subscription right of shareholders in accordance with or in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), are counted toward said 10% limit; shares that have been issued or are to be issued to service cum-warrant, convertible and/or participating bonds and profit-sharing rights shall also be counted toward said 10% limit, provided the said bonds or profit-sharing rights have been issued during the term of this authorization with exclusion of the subscription right in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law).

The third case group governs the exclusion of shareholders' subscription right in the case of capital increases in exchange for non-cash contributions. The Company is to be enabled to offer shares from the authorized capital as part of business combinations or the acquisition of companies, parts of companies, equity interests in companies (including increases in them) or other assets as a consideration instead of cash payments. The authorization is intended to give the Company the necessary freedom of action to seize opportunities to acquire companies, parts of companies, equity interests in companies and other assets, and to conduct business combinations, quickly and flexibly in the face of international competition, as and when such opportunities arise. The option of being able to offer shares as a consideration in acquiring companies or equity interests in companies is of considerable importance. However, it may also be in the Company's interests to be able to offer shares as a consideration in acquiring other assets. These will usually be property, plant and equipment or intangible assets. Granting shares reduces the strain on the Company's liquidity and can help optimize its financial structure. At present, there are no plans to acquire companies, parts of companies, equity interests in companies or other assets in exchange for the issue of new shares. The Executive Board will decide, on a case-by-case basis and after weighing up the possible alternatives, whether it – with the consent of the Supervisory Board – makes use of the possibility of issuing shares with the exclusion of the shareholders' subscription right in connection with any business combination or the acquisition of companies, parts of companies, equity interests in companies or

other assets. The Company does not suffer any disadvantage from that, since issuing new shares in exchange for non-cash contributions presumes that the value of the non-cash contribution is in reasonable proportion to the value of the new shares issued in exchange for it. In measuring the value of the shares issued as consideration, the Executive Board will usually be guided by the stock market price of euromicron AG's shares. However, no rigid linkage to the stock market price is envisaged, in particular so that negotiation results that have been achieved are not called into question by fluctuations in the stock market price.

The fourth case group allows the subscription right of shareholders to be excluded in order to issue new shares to members of the Company's Executive Board or a representative body of a company affiliated with the Company or to employees of the Company or a company affiliated with it. Although there are currently no concrete plans to introduce such participation models, there is to be the possibility of restricting the issue of shares to a specific group or specific persons from the above group of persons, taking into account requirements under employment law, as part of creation of the authorized capital 2019. If the new shares are to be issued to members of the Company's Executive Board, a decision on that within the framework of the authorization granted by the General Meeting shall not be taken by the Executive Board, but instead by the Company's Supervisory Board in accordance with the responsibilities assigned to it under the German Stock Corporation Law. Issuing shares to managers and/or employees fosters identification with the Company and acts as an incentive – especially in the current phase of repositioning – for them to assume coresponsibility at the Company. Share-based compensation also offers the possibility of gearing remuneration of managers and/or employees to the Company's sustainable development in suitable cases. So that new shares can be issued as compensation to managers and/or employees, the right of shareholders to subscribe to those shares must be able to be excluded. Apart from direct granting of new shares to members of the Company's Executive Board or the representative body of a company affiliated with the Company or to employees of the Company or a company affiliated with it, it is to be possible for the shares to be taken over by a financial institute or another company meeting the requirements specified in Section 186 (5) Sentence 1 AktG (German Stock Corporation Law), with the obligation to use them solely for the purpose of granting shares to the persons from the above-mentioned group of persons or repaying a securities loan raised solely for this purpose. Handling of the process for granting shares as compensation can be simplified by this approach. In all cases, the Executive Board or, respectively, the Supervisory Board will ensure that the new shares are issued economically and solely as part of the granted authorization to members of the Company's Executive Board or the

representative body of a company affiliated with the Company or to employees of the Company or a company affiliated with it.

In order to simplify handling of the statutory subscription right, the new shares can – in accordance with the customary practice in corporate financing – also be taken over by one or more financial institutes with the obligation to offer them for subscription to the shareholders (indirect subscription right within the meaning of Section 186 (5) AktG (German Stock Corporation Law)). Companies that operate in accordance with Section 53 (1) Sentence 1 or Section 53b (1) Sentence 1 or (7) KWG (German Banking Act) are treated as equivalent to financial institutes. In this case, the statutory subscription right is not restricted materially, but is serviced by the financial institute or financial institutes, and not by the Company, to help make handling easier.

The Executive Board will inform the General Meeting of every exercise of the authorized capital 2019.

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

At the time the General Meeting is convened, the Company's capital stock is divided into 7,894,037 no-par registered shares, each of which confers one vote on the holder. The total number of voting rights is thus 7,894,037. The Company does not hold any own shares at the time the General Meeting was convened.

#### **Conditions for participation**

Under Section 15 of the Articles of Association, shareholders who are entered in the share register and register in time are eligible to take part in the General Meeting and exercise their voting rights. Registration must be received by the Company at the latest by

**August 22, 2019, 24:00 hours,**

in text form in German or English at the address:

**euromicron AG**

c/o Computershare Operations Center

80249 Munich

Germany

Fax: +49 89 30903-74675

E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The Company also offers you the option of registering online using the shareholder portal, which you can access under the Internet address

<https://www.euromicron.de/en/agm-2019>

You can obtain online access by entering your shareholder number and associated personal password, which you can find in the documents sent to you. You can find information on the registration process on the registration form sent together with the letter of

invitation, which can also be used to grant power of attorney and for casting absentee ballots, as well as on the above-mentioned website. Our Internet service is available to you after you register in time.

We ask you to register for the General Meeting as follows:

- a) You can register by returning the reply form sent together with the invitation (notification in compliance with Section 125 (2) AktG (German Stock Corporation Law)). You can register using the reply form by ordering an admission ticket for yourself or a third party, casting your votes by absentee ballot or issuing a power of attorney and instructions to the Company's proxies. In the above cases, please send the reply form only to the above-stated address or fax number. If you wish to use the reply form to grant power of attorney and, if applicable, instructions to a financial institute, an association of shareholders or another legal person or institution equal to these in accordance with Section 135 AktG (German Stock Corporation Law), please send the reply form to the address stated by the proxy. Please make use of this option in good time so as to ensure that you or the proxy can register your shares before the deadline.

- b) You can also register electronically using the password-protected shareholder portal on the Company's website at <https://www.euromicron.de/en/agm-2019>

or grant a power of attorney or cast your votes by absentee ballot. Shareholders who wish to make use of these options for registering by means of the shareholder portal require personal access data. Shareholders can find this access data in the documents sent to them by post together with the invitation.

If shareholders are registered on time, they can always exercise their rights at the General Meeting – in person or through a proxy – even after they have cast absentee ballots or granted a power of attorney. Participation in the General Meeting shall constitute revocation of previously cast absentee ballots or previously granted power of attorney. Unlike with registration for the General Meeting, the admission ticket is not required for participation, but merely serves to facilitate the process for controlling admission to the General Meeting.

Vis-à-vis the Company, in accordance with Section 67 (2) Sentence 1 AktG (German Stock Corporation Law), a shareholder is only a person who has been entered as such in the share register. Accordingly, the status of the entry in the share register on the day of the General Meeting shall be authoritative as regards the right to participate and the number of voting rights to which a shareholder is entitled. For technical processing reasons, however, no changes to

the entries in the share register shall be made in the period from **August 23, 2019, 0:00 hours** to the end of the General Meeting. Consequently, the status of the entries in the share register on the day of the General Meeting corresponds to the status at 24:00 hours on the closing date for registrations. The technical record date is therefore **August 22, 2019, 24:00 hours**.

Registration for the General Meeting does not mean a block on selling or disposing of the shares. Consequently, shareholders can still freely dispose of their shares after registering for the General Meeting. Even if the shareholding is sold completely or partly after registration for the General Meeting, solely the status of the entries in the share register on the day of the General Meeting will be authoritative as regards eligibility to participate in the General Meeting and to exercise voting rights. Since a shareholder in the eyes of the Company is only a person who is entered as such in the share register on the day of the General Meeting, persons who acquire shares and whose applications for a change in the share register are received by the Company after the technical record date cannot exercise a right to participate in the General Meeting or voting rights or other rights conferred by these shares there, unless they are authorized by the person who sold the shares.

### Procedure for casting absentee ballots

Shareholders and shareholder representatives can also cast their votes without taking part in the General Meeting (absentee ballot).

The same requirements for participation as for personal participation in the General Meeting apply to casting an absentee ballot.

Votes cast by absentee ballot can be sent to the Company to the following address and must be received by **August 28, 2019, 12:00 hours**:

#### euromicron AG

c/o Computershare Operations Center  
80249 Munich

Germany, or

Fax: +49 89 30903-74675, or

E-mail: [anmeldungstelle@computershare.de](mailto:anmeldungstelle@computershare.de)

The form sent to shareholders together with the invitation to the General Meeting can be used to cast absentee ballots (notification in compliance with Section 125 (2) AktG (German Stock Corporation Law)). In addition, a form can also be downloaded from the Internet at [www.euromicron.de](http://www.euromicron.de) (in the section: Investor Relations/General Meeting) or requested from the Company free of charge. The request must be addressed to:

#### euromicron AG

Investor Relations

Zum Laurenburger Hof 76

60594 Frankfurt/Main

Germany, or

Fax: +49 69 631583-17, or

E-mail: [euromicron-HV2019@computershare.de](mailto:euromicron-HV2019@computershare.de)

You can also cast absentee ballots electronically using the password-protected shareholder portal on the Company's website at

<https://www.euromicron.de/en/agm-2019>

Votes cast by absentee ballot can be revoked (or changed) using the respective means by which they are sent up to the time by which they can be cast by that means. In addition, personal participation in the General Meeting also constitutes revocation of votes already cast by absentee ballot.

If a vote on each individual person is conducted on item 2 and/or item 3 of the agenda (discharge of the Executive Board and Supervisory Board respectively) or another item on the agenda, an absentee ballot cast on these items on the agenda shall apply accordingly to the votes on each individual person.

### Proxy

Shareholders who cannot or do not wish to participate in the General Meeting themselves can have their voting rights exercised by a proxy, for example a financial institute or 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 invitation to the General Meeting (notification in compliance with Section 125 (2) AktG (German Stock Corporation Law)), along with further information on issuing the power of attorney. In addition, a form can also be downloaded from the Internet at [www.euromicron.de](http://www.euromicron.de) (in the section: Investor Relations/General Meeting) or requested from the Company free of charge. The request must be addressed to:

#### euromicron AG

Investor Relations

Zum Laurenburger Hof 76

60594 Frankfurt/Main

Germany, or

Fax: +49 69 631583-17, or

E-mail: [euromicron-HV2019@computershare.de](mailto:euromicron-HV2019@computershare.de)

The address (as well as the fax number and e-mail address) can also be used from the time the General Meeting is convened for issuing a power of attorney to the Company, sending proof

of a power of attorney issued to the proxy and revoking powers of attorney.

The password-protected shareholder portal is likewise available for that on the Company's website at

<https://www.euromicron.de/en/agm-2019>

If you do not use the reply form to grant power of attorney to a financial institute, an association of shareholders or another legal person or institution equal to these in accordance with Section 135 AktG (German Stock Corporation Law), powers of attorney must be sent only to the above-stated address or fax number. You can also grant power of attorney on the admission ticket and on the proxy cards included for this purpose on the voting sheet.

- b) If a financial institute, an association of shareholders or another legal person or body equal to these in accordance with Section 135 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 institutes, associations of shareholders or another legal person or body equal to these in accordance with Section 135 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 AktG (German Stock Corporation Law). 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 AktG (German Stock Corporation Law) should therefore consult with them on whether there is a special requirement for form for the power of attorney. We also ask shareholders in these cases to clarify whether the party who is to act as proxy is willing to take part in the General Meeting and to exercise the voting rights. However, a violation of the requirements stated in this section b) and specific other requirements specified in Section 135 AktG (German Stock Corporation Law) 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 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. If a vote on each individual person is conducted on item 2 and/or item 3 of the agenda (discharge of the Executive Board and Supervisory Board respectively) or another item on the agenda, an instruction on how to vote on these items on the agenda shall apply accordingly to the votes on each individual person.

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 invitation (notification in compliance with Section 125 (2) AktG (German Stock Corporation Law)) along with further information on issuing the power of attorney and instructions. In addition, a form can also be downloaded from the Internet at [www.euromicron.de](http://www.euromicron.de) (in the section: Investor Relations/General Meeting) or requested from the Company free of charge. The request must be addressed to:

**euromicron AG**

Investor Relations

Zum Laurenburger Hof 76

60594 Frankfurt/Main

Germany, or

Fax: +49 69 631583-17, or

E-mail: [euromicron-HV2019@computershare.de](mailto:euromicron-HV2019@computershare.de)

The power of attorney and instructions to the proxies named by the Company must be sent to the following address and received by **August 28, 2019, 12:00 hours**:

**euromicron AG**

c/o Computershare Operations Center

80249 Munich

Germany, or

Fax: +49 89 30903-74675, or

E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The password-protected shareholder portal is likewise available for that on the Company's website at

<https://www.euromicron.de/en/agm-2019>

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 in time in accordance with the above provisions. If powers of attorney and instructions are issued to the Company's proxies on time, the instructions can be changed up to the end of the shareholders' debate on

the day of the General Meeting.

If a vote on each individual person is conducted on item 2 and/or item 3 of the agenda (discharge of the Executive Board and Supervisory Board respectively) or another item on the agenda, an absentee ballot cast on these items on the agenda shall apply accordingly to the votes on each individual person.

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

#### **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. Each new item must be accompanied by a statement of the reasons for it or a proposed resolution. The request must be sent in writing or electronic form (Section 126a BGB (German Civil Code)) to the Executive Board of the Company and must be received by the Company by **July 29, 2019, 24:00 hours** at the latest. We ask you to send such requests to the following address:

#### **euromicron AG**

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

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 **August 14, 2019, 24:00 hours** at the latest.

In accordance with Section 127 AktG (German Stock Corporation Law), any shareholder can also send the Company nominations. 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 **August 14, 2019, 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](http://www.euromicron.de) (in the section: Investor Relations/General Meeting), 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  
Zum Laurenburger Hof 76  
60594 Frankfurt/Main  
Germany, or  
Fax: +49 69 631583-17, or  
E-mail: IR-PR@euromicron.de

#### **c) Right to obtain information**

In accordance with Section 131 (1) AktG (German Stock Corporation Law), 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. The obligation to provide information also covers matters relating to the Company's legal and business relations with affiliated companies, as well as the position of the Group and the companies included in the consolidated financial statements. 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**

The information in accordance with Section 124a AktG (German Stock Corporation Law) can be found on the Company's Internet site at [www.euromicron.de](http://www.euromicron.de) (in the section: Investor Relations/General Meeting).

### **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 AktG (German Stock Corporation Law) can be found on the Company's Internet site at [www.euromicron.de](http://www.euromicron.de) (in the section: Investor Relations/General Meeting).

Frankfurt/Main, July 2019  
**euromicron AG,**  
**Frankfurt/Main**  
**- The Executive Board -**

## Letter from the Chairwoman of the Supervisory Board, Evelyne Freitag, to shareholders

Dear Shareholders,

As Chairwoman of the Supervisory Board, I am contacting you personally today in advance of the Annual General Meeting to ask for your continued trust and support.

As you all know, in the challenging last few years, we have succeeded in maintaining stability in both the Supervisory Board and the Executive Board and in acquiring additional technical and commercial expertise in both bodies. The company's strategic orientation towards the three main pillars of "Intelligent Building Technology," "Critical Infrastructure" and "The Internet of Things" was pursued just as consistently. By initiating a noticeable portfolio streamlining and targeted re-structuring measures, a solid basis for growth was created so that the financing of the company was not only secured, but also a new anchor and backstop investor was successfully gained in Funkwerk AG. Following the related capital increase, the respective funds are thus now available to make the necessary investments in the future. The expert and strategic complementarity of the new shareholder, who is a leading provider of innovative communication, information and security systems, is at least as valuable as the capital increase. In this respect, Funkwerk AG and Funkwerk AG can also develop holistic new solutions for our customers and achieve positive synergies in the markets.

In order to create the opportunity to staff the Supervisory Board in accordance with the new ownership structure in this promising initial situation, I have decided to resign from my Supervisory Board mandate, which was transferred to me for five years (until 2021) at the Annual General Meeting on July 28, 2016, prematurely at the end of the next Annual General Meeting. I have advised the new strategic anchor investor to take on the appropriate role on the Supervisory Board. Dr. Michael Radke, Chairman of the Supervisory Board of Funkwerk AG and CEO of the Hörmann Group, has fortunately agreed to assume responsibility for the Supervisory Board in the future.

Accordingly, the Supervisory Board must be reelected in its entirety at the Annual General Meeting on August 29, 2019, as the terms of office of the members Dr. Martina H. Sanfleber and Klaus Peter Frohmüller also expire on this date.

I would ask you to support my decision and strongly recommend that you elect Dr. Michael Radke to the Supervisory Board so that he can assume responsibility for the strategic direction there. The other candidates, Dr. Wolfram Römhild and Dr. Sanfleber, also enjoy my fullest confidence and, with their proven commercial background and broad market and industry experience, optimally complete the Supervisory Board's competencies.

I am grateful that you have entrusted me with the supervision of your company in times of crisis, and I am proud to be able to pass on the control of the Supervisory Board at a time when the company is stabilized and prepared for the future.

My special thanks go to my two Supervisory Board colleagues, the Executive Board and the workforce of the euromicron Group for their trust, support and good cooperation.

I wish you all, your company and your current and future management continued peace, strength and determination for sustainable development – also and especially in these still exciting times of technical digitalization and economic disruption.

Kind regards,  
Frankfurt/Main, July 19, 2019

**Evelyne Freitag**  
Chairwoman of the Supervisory Board

## Information on data protection as part of the General Meeting of euromicron AG

The following is to inform you as a shareholder, proxy or guest about processing of your personal data by euromicron AG, Zum Laurenburger Hof 76, 60594 Frankfurt/Main, Germany:

The Company is the controller, i.e. the party responsible for processing personal data in connection with the General Meeting, in accordance with Article 4 No. 7 of the EU General Data Protection Regulation (GDPR). You can contact the Company's Data Protection Officer at: euromicron AG, Der Datenschutzbeauftragte, Zum Laurenburger Hof 76, 60594 Frankfurt a. M., Germany, phone: +49 69 631 58 30, e-mail: [datenschutz@euromicron.de](mailto:datenschutz@euromicron.de).

The Company processes your personal data, and that of any persons representing you, that you disclose when registering for the General Meeting so that you can exercise your rights at the General Meeting. This data comprises in particular your name, place of residence and address, any e-mail address, your shareholding, your admission ticket number and any proxy voting authorizations you may have granted. Further personal data may be processed, depending on the case. Processing of your personal data is absolutely necessary so that you can participate in the General Meeting and is carried out to ensure compliance with the statutory requirements stipulated by Sections 118 et seq. AktG (German Stock Corporation Law). The Company also documents your participation in the General Meeting for reasons required under the German Stock Corporation Law. The legal basis for processing your personal data is Article 6 (1) sentence 1 point (c) GDPR.

The Company engages various service providers and consultants in connection with the General Meeting. These service providers and consultants, which help the Company prepare and hold the General Meeting, are provided by the Company only with that personal data they require to perform the commissioned service and process the data solely subject to the Company's instructions. In addition, personal data is made available to the shareholders and shareholder representatives within the framework of the statutory provisions, namely by means of the list of participants.

The personal data is stored for as long as is required by law or the Company has a legitimate interest in storing it, such as in the event of legal or out-of-court disputes in connection with the General Meeting. The personal data is then erased.

In accordance with Chapter III GDPR, you have – if certain statutory requirements are met – the right vis-à-vis the Company to obtain information on and access to the personal data stored, the right to its rectification, the right to restriction of its processing, the right to object to its processing and to demand that it be erased, as well as the right to data portability. You can exercise these rights vis-à-vis the Company free to charge by sending an e-mail to [datenschutz@euromicron.de](mailto:datenschutz@euromicron.de) or contacting: euromicron AG, Der Datenschutzbeauftragte, Zum Laurenburger Hof 76, 60594 Frankfurt/Main, Germany, phone: +49 69 631 58 30. You also have a right to lodge a complaint with the data protection supervisory authorities in accordance with Article 77 GDPR.

### The data protection supervisory authority responsible for euromicron AG is:

The Hessian Data Protection Commissioner  
Gustav-Stresemann-Ring 1  
65189 Wiesbaden / Postfach 31 63  
65021 Wiesbaden, Germany  
<https://www.datenschutz.hessen.de/ueber-uns/kontakt>

**Securities identification number: A1K030**  
**ISIN: DE000A1K0300**

**Securities identification number: A2NBTK4**  
**ISIN: DE000A2NBTK4**

**Securities identification number: A2YPJN6**  
**ISIN: DE000A2YPJN6**

**euromicron AG**

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60594 Frankfurt/Main  
Germany

Phone: +49 69 631583-0

Fax: +49 69 631583-17

[www.euromicron.de](http://www.euromicron.de)

**euromicron**