



**euromicron Aktiengesellschaft
communication & control technology
Frankfurt am Main**

Securities identification number: 566000
Securities identification number: A1EMGE
ISIN: DE 0005660005
ISIN: DE 000A1EMGE2

**INVITATION
to the 2010 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 17, 2010, at 11:00 a.m.,
in the auditorium of Commerzbank AG,
Entrance: Große Gallusstraße 19, 60311 Frankfurt/Main.**

Agenda

- 1. Submission of the adopted annual financial statements as of December 31, 2009, 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 2009 fiscal year, as well as the explanatory report on the disclosures in accordance with Section 289 (4) and (5) 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 2009

The Executive Board and Supervisory Board propose to the General Meeting to appropriate the amount of €11,044,909.23 (net retained profits) after inclusion of the accumulated profit of €4,213,570.24 to pay out a dividend of €1.00 a share for shares with the ISIN DE 0005660005, corresponding to a total amount of €4,502,766.00, and to carry the remainder of €6,542,143.23 forward to a new account.

Treasury shares of the Company, and the new shares issued this year with the ISIN DE 000A1EMGE2, 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 2009

The Executive Board and Supervisory Board propose granting discharge to the Executive Board for fiscal year 2009.

4. Resolution on discharge of the members of the Supervisory Board for fiscal year 2009

The Executive Board and Supervisory Board propose granting discharge to the Supervisory Board for fiscal year 2009.

5. Appointment of the independent auditor and group auditor for fiscal year 2010

The Supervisory Board proposes appointing BDO Deutsche Warentreuhand Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Hamburg, as the auditor for the Company and the Group for fiscal year 2010. It will also participate in an inspection of financial reports during the year, where such examinations are conducted.

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

Of the total of 5,125,999 no-par value shares in the Company issued at the time the General Meeting is convened, 4,968,765 no-par value shares – following the deduction of 157,234 treasury shares – are eligible for one vote each at the time this General Meeting is convened. The total number of voting rights at the time the General Meeting is convened is therefore 4,968,765.

Conditions for participation

Shareholders who register with the Company in text form under the address below and send the Company proof of their shareholding (“proof”) 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 Commerzbank 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 27, 2010, 00:00 hours** ("time of proof"). The eligibility specified above is defined solely in accordance with the stake held by the shareholder at the time of proof, without this constituting a block on the ability to sell the stake. Even if the stake is sold in full or in part after the time of proof, the stake of the shareholder at the time of proof alone is authoritative as regards the above eligibility, i.e. sales or acquisitions of shares after the time of proof do not affect eligibility to take part in the General Meeting, exercise voting rights and submit motions.

The proof, and registration, must be received by the Company at the above address at the latest by the end of **June 10, 2010, 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 cannot or do not wish to participate in the General Meeting themselves can have their voting right and other shareholder 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 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 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

Proof of the power of attorney can be submitted to the Company by e-mail and sent to the following e-mail address: Euromicron-HV2010@computershare.de. There is no need to furnish further proof of the power of attorney if proof of it is sent electronically as described above.

- 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, association 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 (7) of the German Stock Corporation Law (AktG).

- 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.

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 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: +49 (0) 69 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 16, 2010**:

euromicron AG

c/o Computershare HV-Services AG

Prannerstr. 8

80333 Munich

Germany

Fax: +49 (0) 89 30 90 3 - 74675

E-mail: Euromicron-HV2010@computershare.de

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 and proof of the shareholding must be furnished in time in accordance with the above provisions.

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

a) Requests for amendments to the agenda

In accordance with Section 122 (2) of the German Stock Corporation Law (AktG), 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. Such a request must be sent in writing to the Company at the following address and received by Monday, **May 17, 2010, 24:00 hours** at the latest:

euromicron AG

Investor Relations

Speicherstraße 1

60327 Frankfurt/Main

Germany

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) of the German Stock Corporation Law (AktG), 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) of the German Stock Corporation

Law (AktG), 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 Wednesday, **June 2, 2010, 24:00 hours** at the latest.

In accordance with Section 127 of the German Stock Corporation Law (AktG), any shareholder can also send the Company a nomination for the election of Supervisory Board members or appointment of independent auditors. In accordance with the details specified in Sections 127 and 126 (1) and (2) of the German Stock Corporation Law (AktG), 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 June 2, 2010, 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**, 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

Speicherstraße 1

60327 Frankfurt/Main

Germany

Fax: +49 (0) 69 63 15 83 17

E-mail: IR-PR@euromicron.de

c) Right to obtain information

In accordance with Section 121 (3) No. 3 of the German Stock Corporation Law (AktG), we point out that 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 (Section 131 (1) of the German Stock Corporation Law (AktG)). 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

More detailed explanations and information on the rights of the shareholders in accordance with Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Law (AktG) are available to shareholders on the Company's Internet site at **www.euromicron.de**.

Reference to the Company's Internet site and the information available there in accordance with Section 124a of the German Stock Corporation Law (AktG)

The information in accordance with Section 124a of the German Stock Corporation Law (AktG) can be found on the Company's Internet site at **www.euromicron.de**.

Frankfurt/Main, May 2010

euromicron AG
– *The Executive Board* –