

**2013 General Meeting
on May 17, 2013**

**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)**

I. Explanatory report in accordance with Section 289 (4) and Section 315 (4) HGB

We hereby explain the disclosures required pursuant to Section 289 (4) HGB in the management report of euromicron Aktiengesellschaft and the disclosures required pursuant to Section 315 (4) HGB in the group management report of euromicron Aktiengesellschaft

The capital stock of the company is €17,037,017.44 and is divided into 6,663,799 no-par value registered shares.

No shareholder held more than ten percent of the voting rights in euromicron Aktiengesellschaft directly or indirectly at December 31, 2012.

The provisions in the company's Articles of Association on the appointment and removal of members of the Executive Board correspond to the statutory stipulations.

The provisions in the Articles of Association on amending the Articles of Association correspond in principle to the statutory stipulations, although resolutions to amend the Articles of Association by the General Meeting require a majority of at least three quarters of the capital stock represented in adoption of the resolution only if the law makes this mandatory.

The power of the Executive Board to issue or buy back shares, in particular the authorization granted to the Executive Board by the General Meeting on June 9, 2011, to increase the capital stock of the company up to May 31, 2016, with the consent of the Supervisory Board ("authorized capital) and the authorization to acquire treasury shares, which was adopted by the General Meeting on June 9, 2011, and is limited in time up to June 9, 2016, are stated in the management report and in the group management report.

Explanations on matters in accordance with Section 289 (4) and Section 315 (4) HGB, namely

- No. 2 (restrictions on voting rights or transfer of shares),
- No. 4 (naming of the holders of shares with special rights that confer controlling powers and description of the special rights),
- No. 5 (nature of the voting right control if employees hold a capital interest and do not directly exercise their control rights),
- No. 8 (material agreements by the company that are subject to the condition of a change in control as the result of a takeover bid and the resultant effects) and
- No. 9 (compensation agreements by the company that are concluded with members of the Executive Board or employees in the event of a takeover bid)

are not necessary because such disclosures did not have to be made in the management report and group management report.

The Executive Board believes that the existing instruments are not suitable for impeding a takeover.

II. Explanatory report in accordance with Section 289 (5) HGB

In addition, we hereby explain the description – included in the management report of euromicron Aktiengesellschaft in accordance with Section 289 (5) HGB – of the salient features of the internal control and risk management system in relation to the accounting process, as follows:

The management report first states that the measures in the internal accounting control and risk management system at euromicron Aktiengesellschaft and the euromicron Group ensure that business transactions are recorded fully, promptly and in compliance with statutory provisions, and it is also ensured that stocktakes are carried out properly and assets and liabilities are reported accurately in the annual/consolidated financial statements.

The management report then specifies that the internal accounting control and risk management system comprises process-integrated and process-independent control measures, which ensures that Financial Accounting is informed promptly of the status of all documents. In addition, examination of the annual financial statements by the Supervisory Board and auditing of them by the independent auditor form another main process-independent control measure in relation to the accounting process.

The management also states that the risks are examined at regular intervals as part of risk monitoring using the internal control and risk management system to determine whether they still apply. This is supported by a centrally controlled MIS system that is used throughout the Group.

Finally, we describe that a Group-wide policy is in place to ensure compliance with consistent standards in the group accounting and risk management system.