

**2011 General Meeting  
on June 9, 2011**

**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)**

**Explanatory report in accordance with Section 289 (4) and (5) and Section 315 (4) HGB**

As required by Section 176 (1) Sentence 1 of the German Stock Corporation Law (AktG) in the version given to it pursuant to the German Act Implementing the Shareholder Rights Directive dated July 30, 2009 (Official Federal Gazette I 2009, page 2479), we hereby explain the disclosures required pursuant to Section 289 (4) and (5) 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 €13,105,397.44 and is divided into 5,125,999 no-par value bearer shares.

No shareholder held more than ten percent of the voting rights in euromicron AG directly or indirectly at December 31, 2010.

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

Explanations on matters in accordance with Section 289 (4) and (5) 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.

Frankfurt/Main, April 2011  
euromicron Aktiengesellschaft  
– The Executive Board –

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Dr. Willibald Späth

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Thomas Hoffmann