

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

**Report of the Executive Board on item 7 of the agenda at the General Meeting**

**Report of the Executive Board on item 7 on the agenda in accordance with  
Section 203 (2) Sentence 2 in conjunction with Section 186 (4) Sentence 2 AktG  
(German Stock Corporation Law)**

Under item 7 on the agenda, the Executive Board requests to be able to exclude the subscription right of shareholders in the case of capital increases from authorized capital in three cases, Specifically:

1. Under item 7 on the agenda b), aa, the Executive Board requests to be allowed to exclude the subscription right of shareholders in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law) for shares to an arithmetic amount of up to 10% of the capital stock, as part of which the 10% limit as a whole, i.e. also with the addition of any other authorizations resulting in direct or indirect application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), must not be exceeded. The possibility of excluding the subscription right pursuant to this authorization will enable management to exploit favorable stock market situations at short notice and, by quickly placing new shares, achieve higher proceeds without the substantial time and cost involved in handling a subscription right. The requested exclusion of subscription rights serves the interests of the Company in being able to issue shares to institutional investors, for example. As a result, new shareholder groups can be acquired in Germany and abroad. In making use of the authorization, the Executive Board shall set the issue amount for each new share so that the markdown on the stock market price is expected to be no more than 3%, but shall be no more than 5% of the stock market price of the Company's shares at the time the authorization is utilized. This stipulation protects shareholders against impermissible dilution of their stake.
2. The authorization to exclude the subscription right requested under item 7 b), bb on the agenda, provides the Executive Board with shares in the Company to

up to a nominal amount of €2,621,079.48 (20% of the capital stock) to acquire companies or holdings in companies at short notice. The Company is in fierce competition with other companies nationally and internationally and must be able at all times to act quickly and flexibly in the interests of its shareholders. That also includes the possibility of acquiring companies or holdings in them to improve the Company's competitive situation. It can be expected that such an acquisition cannot be paid for in cash without jeopardizing the Company's liquidity in an individual case. Consequently, the consideration in comparable transaction is often shares in the acquiring Company. The authorization proposed here is intended to give the Company the necessary flexibility to seize opportunities to acquire companies or holdings in them quickly and flexibly when they arise.

3. The authorization to exclude the subscription right for fractional amounts requested under item 7 on the agenda, b), final paragraph, enables a capital increase with a clean subscription ratio. That makes it easier to handle the subscription right of shareholders. The new shares which are excluded from the subscription right of shareholders as free fractional shares will be sold on the stock market or utilized otherwise in the best possible way for the Company.

If the subscription right is not excluded in corresponding application of Section 186 (3) Sentence 4 AktG (German Stock Corporation Law), the Executive Board will set the issue amount of the new shares appropriately, taking into account the interests of the Company and its shareholders and the respective purpose.

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

---

Dr. Willibald Späth

---

Thomas Hoffmann