



**euromicron Aktiengesellschaft
communication & control technology**

Frankfurt/Main

Securities identification number A1K030
ISIN DE000A1K0300

**INVITATION
to the 2012 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

**Friday, May 25, 2012, at 10:30 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, 2011, the management report, the report of the Supervisory Board, the approved consolidated financial statements and the group management report for the 2011 fiscal year, as well as the explanatory report by the Executive Board 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 (in the section: Investor Relations/General Meeting). They will be sent to shareholders free of charge upon request.

- 2. Resolution on appropriation of the net retained profits for fiscal year 2011**

The Executive Board and Supervisory Board propose to appropriate the amount of €10,249,044.04 (net retained profits of the Company for the fiscal year 2011) after inclusion of the accumulated profit of €2,308,619.77 to pay out a dividend of €1.15 a share (ISIN DE000A1K0300), corresponding to a total amount of €7,663,368.85, and to carry the remainder of €2,585,675.19 forward to a new account.

- 3. Resolution on discharge of the members of the Executive Board for fiscal year 2011**

The Executive Board and Supervisory Board propose granting discharge to the members of Executive Board for fiscal year 2011.

- 4. Resolution on discharge of the members of the Supervisory Board for fiscal year 2011**

The Executive Board and Supervisory Board propose granting discharge to the members of Supervisory Board for fiscal year 2011.

5. Appointment of the independent auditor and group auditor for fiscal year 2012

The Supervisory Board proposes electing PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as the auditor for the Company and the Group for fiscal year 2012. It will also participate in an inspection of financial reports during the year, where such examinations are conducted.

6. Amendment to Section 16 of the Articles of Association relating to absentee voting

The Law Implementing the Shareholders Rights Directive (“ARUG”) from 2009 makes it possible for the party drafting Articles of Association to provide for absentee voting or to authorize the Executive Board to provide absentee voting (cf. Section 118 (2) AktG (German Stock Corporation Law)). This option is to be applied. In accordance with the Articles of Association, the power to decide on whether to apply this option is to be conferred on the Executive Board.

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

“a) The heading to Section 16 of the Articles of Association shall be revised as follows:

“Section 16: Voting right, absentee ballot”

b) Section 16 of the Articles of Association is supplemented by the following Subsection 4:

“4. The Executive Board shall be authorized to permit shareholders to cast their vote in writing or by electronic communication, even without taking part in the meeting (absentee ballot). The Executive Board shall define the details

of the absentee ballot process and announce them when the General Meeting is convened.”

7. Approval to conclude a controlling and profit and loss transfer agreement with euromicron international services GmbH

euromicron Aktiengesellschaft holds all the shares in euromicron international services GmbH, Frankfurt/Main. euromicron Aktiengesellschaft and euromicron international services GmbH intend to conclude a controlling and profit and loss transfer agreement with the following wording:

“Controlling and profit and loss transfer agreement

between

euromicron Aktiengesellschaft communication & control technology, Frankfurt/Main

- hereinafter referred to as the **“controlling company”** -

and

euromicron international services GmbH - ein Unternehmen der euromicron Gruppe -, Frankfurt/Main

- hereinafter referred to as the **“controlled company”** -

Preamble

- (1) The controlled company, with registered offices in Frankfurt/Main, is entered in the commercial register of Frankfurt/Main Local Court under HRB 84373.
- (2) The sole shareholder of the controlled company is the controlling company, which has its registered offices in Frankfurt/Main and is entered in the commercial register of Frankfurt/Main Local Court under HRB 45562.

- (3) With regard to the financial integration of the controlled company into the controlling company's enterprise in order to create an integrated inter-company relationship within the meaning of Sections 14 and 17 KStG (German Corporation Tax Act) and Section 2 (2) Sentence 2 GewStG (German Trade Tax Act) and for the purpose of organizational integration of the controlled company into the controlling company's enterprise in accordance with Section 2 (2) No. 2 UStG (German Value-Added Tax Law), the Parties intend to conclude the following controlling and profit and loss transfer agreement.

Section 1 Management

The controlled company shall subordinate itself to management by the controlling company. The controlling company shall accordingly be authorized to issue instructions to the management of the controlled company as to how the controlled company must be managed. This right of the controlling company to issue instructions shall not extend to decisions relating to the continuation, amendment or termination of this agreement.

Section 2 Dispensability of a compensatory payment and cash compensation

A reasonable compensatory payment in accordance with Section 304 AktG (German Stock Corporation Law) and reasonable compensation in accordance with Section 305 AktG (German Stock Corporation Law) shall not be granted, since the controlling company is the sole shareholder of the controlled company (cf. Section 304 (1) Sentence 3 and 305 (1) AktG (German Stock Corporation Law)).

Section 3 Transfer of profits and losses

- (1) The controlled company undertakes to transfer its entire profit determined in accordance with the provisions of the German Commercial Code (HGB) to the controlling company. The following shall be transferred, subject to the setup and reversal of other revenue reserves in accordance with Section 3 (2): The net income for the year generated without the profit transfer, minus any loss carried forward from the previous year and transfers to the other revenue reserves in accordance with Section 3 (2) and plus any amounts withdrawn from the other revenue reserves in accordance with Section 3 (2).
- (2) The controlled company can, with the consent of the controlling company, transfer amounts from its net income for the year to the other revenue reserves (Section 272 (3) HGB (German Commercial Code)) if this is permitted under the German Commercial Code and is economically justified in accordance with prudent business practice. If other revenue reserves in accordance with Section 272 (3) HGB (German Commercial Code) are set up during the term of this agreement, the controlling company can demand that these reserves are withdrawn and transferred as profit or used to compensate for a net loss for the year or a loss carryforward.
- (3) The obligation of the controlled company to transfer its entire profit shall also include the profit from the sale of all its assets, if and insofar as such transfer is legally permissible. This shall not apply to profits accruing after dissolution of the controlled company.
- (4) Amounts from the reversal of revenue reserves and accumulated profits which were set up or accrued before the term of this agreement commences and capital reserves set up before or during the term of this agreement in accordance with Section 272 (2) HGB (German Commercial Code) shall not be transferred. The distribution of amounts from the reversal of such other revenue reserves that existed prior to the agreement and such capital reserves set up before or during the term of this agreement in accordance with Section 272 (2) HGB (German Commercial Code) outside this controlling and profit and loss transfer agreement shall be permitted.

- (5) The provisions of Section 301 AktG (German Stock Corporation Law) (in its applicable version) shall always be observed analogously.

Section 4

Assumption of losses

The controlling company undertakes toward the controlled company to assume the latter's losses in accordance with the provisions of Section 302 AktG (German Stock Corporation Law) (in its entirety and in all its elements) in its applicable version (or provisions replacing it).

Section 5

Due date, payment of interest

- (1) The obligation to transfer profits or offset losses shall arise on the balance sheet date of the controlled company and shall be due at that time. At the request of the controlling company, the controlled company shall be obliged to transfer the estimated profit in full or in part before the balance sheet date, provided there are sufficient indications for a positive earnings forecast.
- (2) Interest of 5 percent as of the balance sheet date (due date) shall be payable on the entitlement to offsetting of a loss.

Section 6

Effectiveness

This agreement shall be concluded subject to the approval of the General Meeting of the controlling company and the shareholders' meeting of the controlled company. As regards the appropriation of net income (transfer of profits and assumption of losses), the agreement shall become effective upon its entry in the commercial register of the controlled company and shall apply retroactively as of the beginning of the fiscal year of the controlled company in which it is entered in the commercial register of the controlled company. As regards controlling of the controlled company, the agreement shall become effective upon being entered in the commercial

register of the controlled company. However, the agreement shall not become effective before midnight on December 31, 2011, as regards the appropriation of net income and controlling.

Section 7

Term and termination of the agreement

- (1) The agreement shall be concluded for an indefinite period of time. It can be terminated by either Party with a period of notice of six months to the end of each fiscal year of the controlled company. It can be terminated for the first time at the earliest to the end of the fourth fiscal year of the controlled company following the fiscal year as of which the agreement takes effect and insofar as at least 5 years in time (60 months) have elapsed from when this agreement took effect. Notice of termination shall be issued by registered post. The date on which the notice of termination is received by the other company shall be authoritative in defining whether the deadline has been complied with.
- (2) This agreement can be terminated prematurely without a period of notice only for an important reason. Section 297 (1) AktG (German Stock Corporation Law) shall remain unaffected. An important reason shall be in particular the cases specified in Directive 60 (6) of the German Corporation Tax Directives (2004), relocation of the registered offices of the controlling company to abroad, a change in form of the controlled company, relocation of the registered offices of the controlled company to abroad, and transfer of shares in the controlled company resulting in a cessation of the financial integration in accordance with Section 14 (1) Sentence 1 No. 1 KStG (German Corporation Tax Act).
- (3) If the requirements for tax recognition of the integrated inter-company relationship under German corporation tax law and trade tax law or its proper execution are, contrary to all expectations, not met during the five-year period as defined in Section 7 (1) Sentence 3, the five-year period shall not commence, contrary to Section 7 (1) Sentence 3,

until the first day of the fiscal year following the year in which the requirements for recognizing the integrated inter-company relationship under tax law or for its execution were not met.

Section 8
Final provisions

- (1) If individual provisions of this agreement are or become void or invalid, this shall not affect the remaining provisions of the agreement. In this case, a provision which corresponds as closely as possible to the intended purpose of the void or invalid provision in legal and economic terms shall be agreed. The same shall apply to any additional interpretation of the agreement if it contains a gap. If a provision is unfeasible or invalid due to the scope of performance or in relation to a date or time, a legally permissible arrangement which corresponds as closely as possible to the invalid or unfeasible scope of performance or date/time shall be deemed as having been agreed.
- (2) Any amendments to or modifications of this agreement shall only be valid when given in writing, unless another form is prescribed. This shall also apply to this Section 8 (2).

Frankfurt/Main, _____

On behalf of euromicron Aktiengesellschaft communication & control technology

by _____
Dr. Willibald Späth

by _____
Thomas Hoffmann

On behalf of euromicron international services GmbH - ein Unternehmen der euromicron Gruppe -

by

Frank Walter”

The Executive Board and Supervisory Board propose approving the conclusion of the controlling and profit and loss transfer agreement.

Before the General Meeting is convened and up to when it ends, the following will be available for inspection by shareholders at the offices of euromicron Aktiengesellschaft (Speicherstraße 1, 60327 Frankfurt/Main, Germany):

- The draft of the controlling and profit and loss transfer agreement between euromicron Aktiengesellschaft and euromicron international services GmbH;
- The annual financial statements and management reports of euromicron Aktiengesellschaft and the annual financial statements of euromicron international services GmbH for the fiscal years 2009, 2010 and 2011;
- The consolidated financial statements and group management reports of euromicron Aktiengesellschaft for the fiscal years 2009, 2010 and 2011;
- The joint report of the Executive Board of euromicron Aktiengesellschaft and management of euromicron international services GmbH on the controlling and profit and loss transfer agreement in accordance with Section 293a AktG (German Stock Corporation Law).

Every shareholder will be sent a copy of these documents immediately and free of charge 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

The documents will be available for inspection at the General Meeting. They can also be downloaded from the Internet at www.euromicron.de (in the section: Investor Relations/General Meeting).

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

The total number of registered shares (no-par value shares) in the Company issued at the time the General Meeting was convened is 6,663,799, of which 6,663,799 registered shares (no-par value shares) grant their holder a voting right at the time the General Meeting was convened. The total number of shares and voting rights at the time the General Meeting was convened is therefore 6,663,799.

Conditions for participation

Under Section 15 of the Articles of Association, shareholders who are entered in the share register and register with the Company in text form under the address below are eligible to take part in the General Meeting and exercise their voting rights:

euromicron Aktiengesellschaft
c/o Computershare HV-Services AG
Prannerstraße 8
80333 Munich
Germany
Fax: +49 (0) 89 30903-74675
E-mail: anmeldestelle@computershare.de

This registration must be received by the Company at the latest by

May 18, 2012, 24:00 hours.

The registration may be in German or English.

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 May 19, 2012, 0:00 hours to the end of the General Meeting (block on changes to entries). Consequently, the status of the entries in the share register on the day of the General Meeting corresponds to the status after the last day on which changes can be made, i.e. Friday, May 18, 2012.

The block on changes to entries in the share register 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 and regardless of the block on entries in the share register. Even if the shareholding is sold completely or partly after the block on entries in the share register commences, 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; that means the sale of shares after the block on entries in the share register commences will not have any effect on eligibility to participate in the General Meeting, exercise voting rights, submit motions and exercise other shareholder rights. However, 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 block on entries in the share register commences 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.

The shareholder can request an admission ticket to the General Meeting along with the registration. 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.

Proxy

Shareholders who cannot or do not wish to participate in the General Meeting themselves can have their voting 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 is sent to shareholders together with the registration documents for the General Meeting, along with further information on issuing the power of attorney. In addition, the form can also be downloaded from the Internet at www.euromicron.de (in the section: Investor Relations/General Meeting) or requested from the Company free of charge. 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-HV2012@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 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 institute, 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. 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 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.

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 registration documents along with further information on issuing the power of attorney and instructions. In addition, the form can also be downloaded from the Internet at www.euromicron.de (in the section: Investor Relations/General Meeting) or requested from the Company free of charge. 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

The power of attorney and instructions must be sent to the following address and received by **May 24, 2012, 12:00 hours**:

euromicron AG
c/o Computershare HV-Services AG
Prannerstraße 8
80333 Munich
Germany
Fax: +49 (0) 89 30903-74675
E-mail: euromicron-HV2012@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 in time in accordance with the above provisions.

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. The request must be sent in writing to the Executive Board and received by the Company by Tuesday, **April 24, 2012, 24:00 hours** at the latest. We ask you to send such requests to the following address:

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) 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 Thursday, **May 10, 2012, 24:00 hours** at the latest.

In accordance with Section 127 AktG (German Stock Corporation Law), 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) 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 Thursday, **May 10, 2012, 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 (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

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 AktG (German Stock Corporation Law), 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) AktG (German Stock Corporation Law)). 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) AktG (German Stock Corporation Law) are available to shareholders on the Company's Internet site at 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 (in the section: Investor Relations/General Meeting).

Frankfurt/Main, April 2012

euromicron Aktiengesellschaft communication & control technology,

Frankfurt/Main

– The Executive Board –