

Invitation

to the 2013
Ordinary General Meeting

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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 17, 2013, 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, 2012, the Management Report, the report of the Supervisory Board, the approved consolidated financial statements and the Group Management Report for the 2012 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 communication & control technology, Zum Laurenburger Hof 76, 60594 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 2012**

The Executive Board and Supervisory Board propose to appropriate the amount of €3,857,776.20 (net retained profits of the Company for the fiscal year 2012) after inclusion of the accumulated profit of €2,585,675.19 to pay out a dividend of €0.30 a share (ISIN DE000A1K0300), corresponding to a total amount of €1,999,139.70, and to carry the remainder of €1,858,636.50 forward to a new account.

- 3. Resolution on discharge of the members of the Executive Board for fiscal year 2012**

The Executive Board and Supervisory Board propose granting discharge to the members of Executive Board for fiscal year 2012.

- 4. Resolution on discharge of the members of the Supervisory Board for fiscal year 2012**

The Executive Board and Supervisory Board propose granting discharge to the members of Supervisory Board for fiscal year 2012.

- 5. Appointment of the independent auditor and group auditor for fiscal year 2013**

The Supervisory Board proposes electing PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, as the auditor for the Company and the Group for fiscal year 2013. It will also participate in an inspection of financial reports during the year, where such examinations are conducted.

6. Resolution on restructuring of the compensation for members of the Supervisory Board (amendment of the Articles of Association)

In view of the new recommendation on compensation for members of Supervisory Boards under the German Corporate Governance Code ("Code") in the version applicable as of June 15, 2012, compensation for members of the Supervisory Board is to be adapted to the new version of the Code's Section 5.4.6 (2). A performance-related payment for members of the Supervisory Board is no longer recommended by the Code.

The Executive Board and Supervisory Board are of the view that a fixed payment only for the members of the Supervisory Board is better suited than the existing form of compensation – which also comprises a variable component – to reflect the advisory and control tasks which the Supervisory Board has and which are generally not contingent on the Company's success. The compensation for members of the Supervisory Board is also intended to ensure in future that the Company is able to win Supervisory Board members who have great expertise and many years of experience in running and advising business enterprises in Germany and internationally.

In view of this, the compensation of the members of the Supervisory Board is to be changed to a pure fixed payment as of fiscal 2013. This will also simplify the compensation structure of the members of the Supervisory Board.

The Executive Board and Supervisory Board therefore propose amending Section 13 of the Articles of Association as follows:

"Section 13: Compensation

1. *The members of the Supervisory Board shall receive a fixed payment of €30,000.00 for each full fiscal year in which they have been a member of the Supervisory Board. The Chairman of the Supervisory Board shall receive two times the fixed payment amount and the Deputy Chairman one-and-a-half times the fixed payment amount. The members of the Supervisory Board shall also be reimbursed for all expenses and any value-added tax payable on their compensation and expenses.*
2. *The fixed compensation will be payable at the end of each fiscal year.*
3. *Members of the Supervisory who were not members of it for a full fiscal year shall receive the fixed payment pro rata temporis in accordance with their length of membership on the Supervisory Board in the fiscal year in question.*
4. *In its own interests, the Company shall maintain a directors' and officers' (D&O) insurance policy that also covers the members of the Supervisory Board and also insures them at the cost of the Company.*
5. *The provisions of this Section 13 shall apply for the first time to the compensation to be paid for fiscal year 2013."*

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 Operations Center
80249 Munich
Germany
Fax: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

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

May 10, 2013, 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 11, 2013, 0:00 hours to the end of the General Meeting. Consequently, the status of the entries in the share register on the day of the General Meeting corresponds to the status at 24:00 hours on the closing date for registrations. The technical record date is therefore May 10, 2013, 24:00 hours.

Registration for the General Meeting 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. Even if the shareholding is sold completely or partly after registration for the General Meeting, 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. 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 technical record

date 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) 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, a 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
Zum Laurenburger Hof 76
60594 Frankfurt/Main
Germany or
Fax: +49 69 631583-17, or
E-mail: euromicron-HV2013@computershare.de.

The address (as well as the fax number and e-mail address) can also be used from the time the General Meeting is convened for issuing a power of attorney to the company, sending proof of a power of attorney issued to the proxy and revoking powers of attorney.

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 institutes, 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, a 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
Zum Laurenburger Hof 76
60594 Frankfurt/Main
Germany or
Fax: +49 69 631583-17, or
E-mail: euromicron-HV2013@computershare.de.

The power of attorney and instructions must be sent to the following address and received by **May 16, 2013, 12:00 hours:**

euromicron AG

c/o Computershare Operations Center
80249 Munich
Germany or
Fax: +49 89 30903-74675, or
E-mail: euromicron-HV2013@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 16, 2013, 24:00 hours** at the latest. We ask you to send such requests to the following address:

euromicron AG

Investor Relations
 Zum Laurenburger Hof 76
 60594 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 2, 2013, 24:00 hours** at the latest.

In accordance with Section 127 AktG (German Stock Corporation Law), any shareholder can also send the Company nominations. 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 2, 2013, 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
 Zum Laurenburger Hof 76
 60594 Frankfurt/Main
 Germany or
 Fax: +49 69 631583-17, or
 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 2013

euromicron Aktiengesellschaft
communication & control technology, Frankfurt/Main

- The Executive Board -

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