ON THE MOVE

Highlights 2016

Record Revenue for the 6th Consecutive Year

Highest Earnings in the Company‘s History

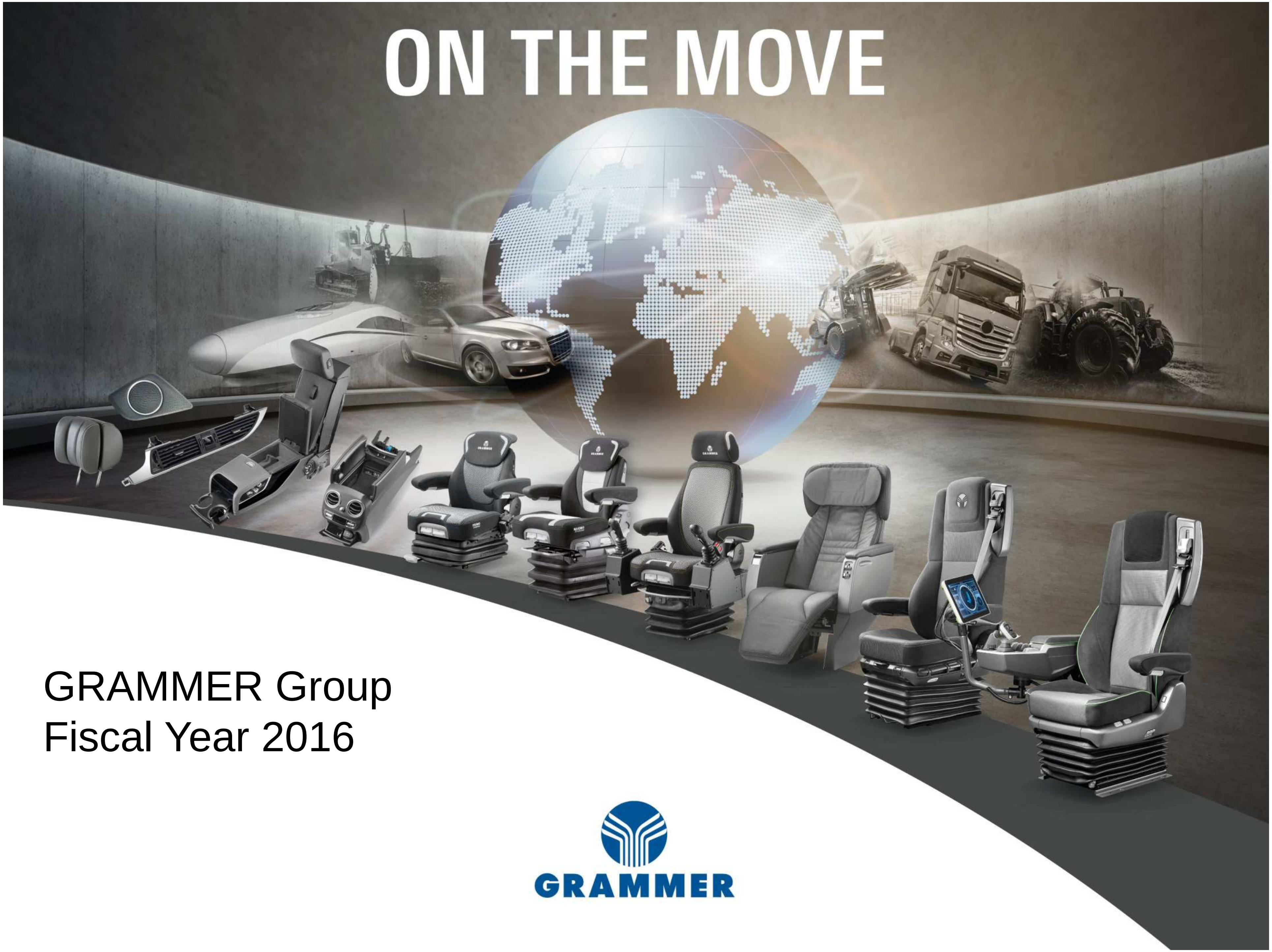
Record Dividend for Our Shareholders

GRAMMER Share Price Performance #1 in the SDAX

GRAMMER AG
Annual General Meeting 2017

Hartmut Müller
Chief Executive Officer

GRAMMER



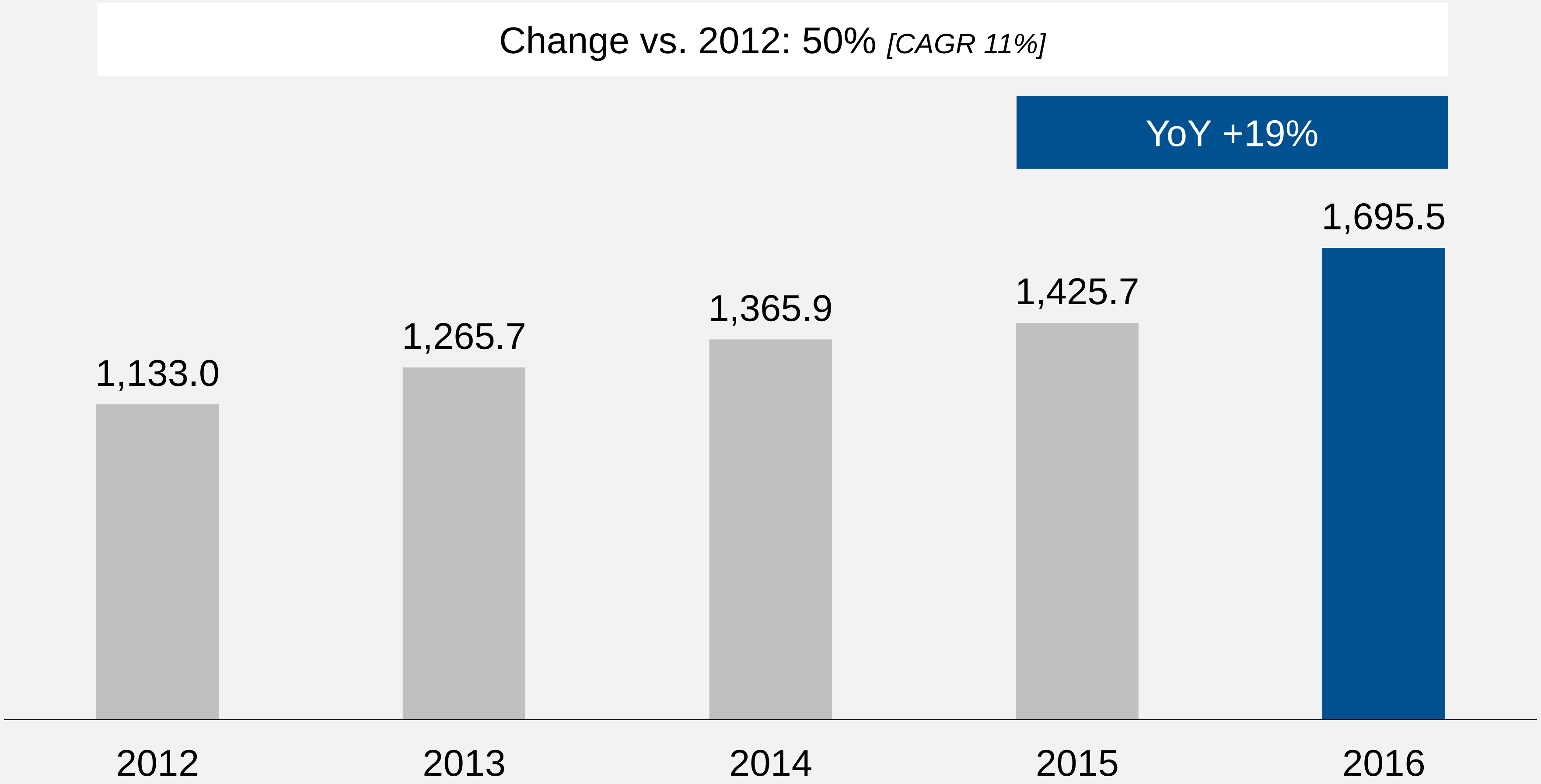
GRAMMER Group
Fiscal Year 2016

GRAMMER

GRAMMER GROUP – FISCAL YEAR 2016

High Growth and Record Sales for the 6th Consecutive Year

Revenue Development 2012 – 2016
[€ MM]

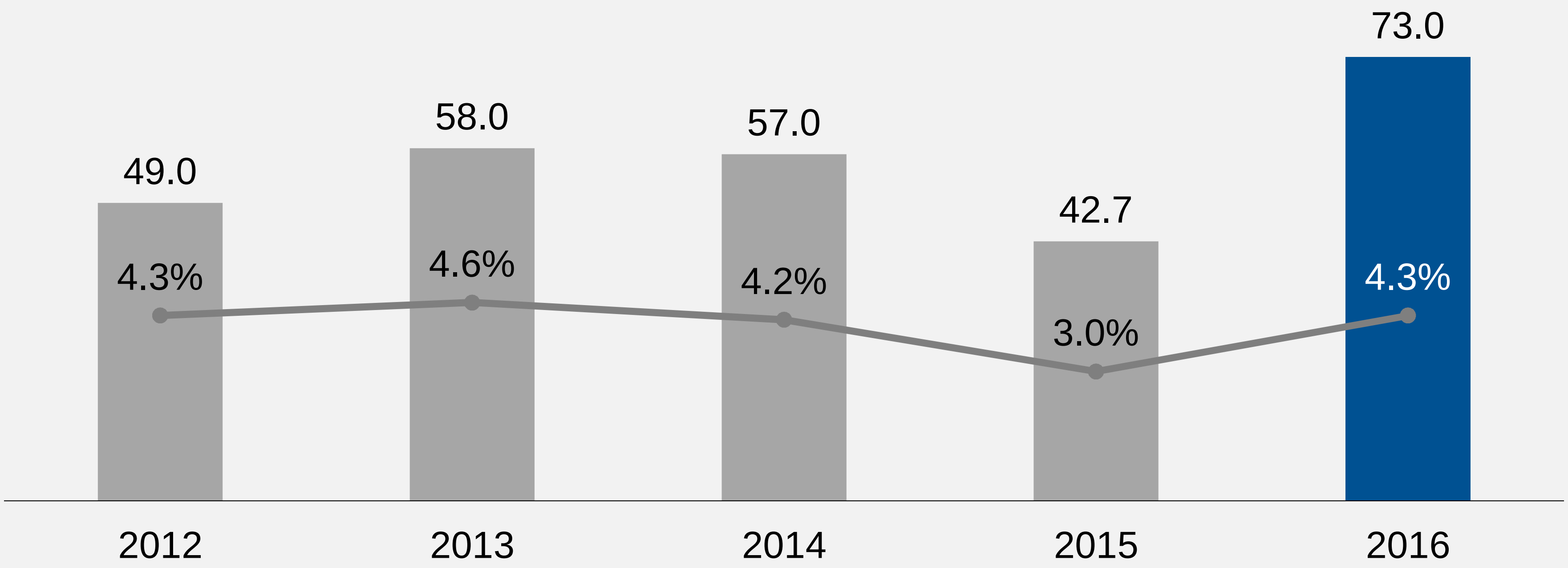


Strong Increase in Profitability in 2016

EBIT and EBIT Margin 2012 – 2016
[€ MM and %]

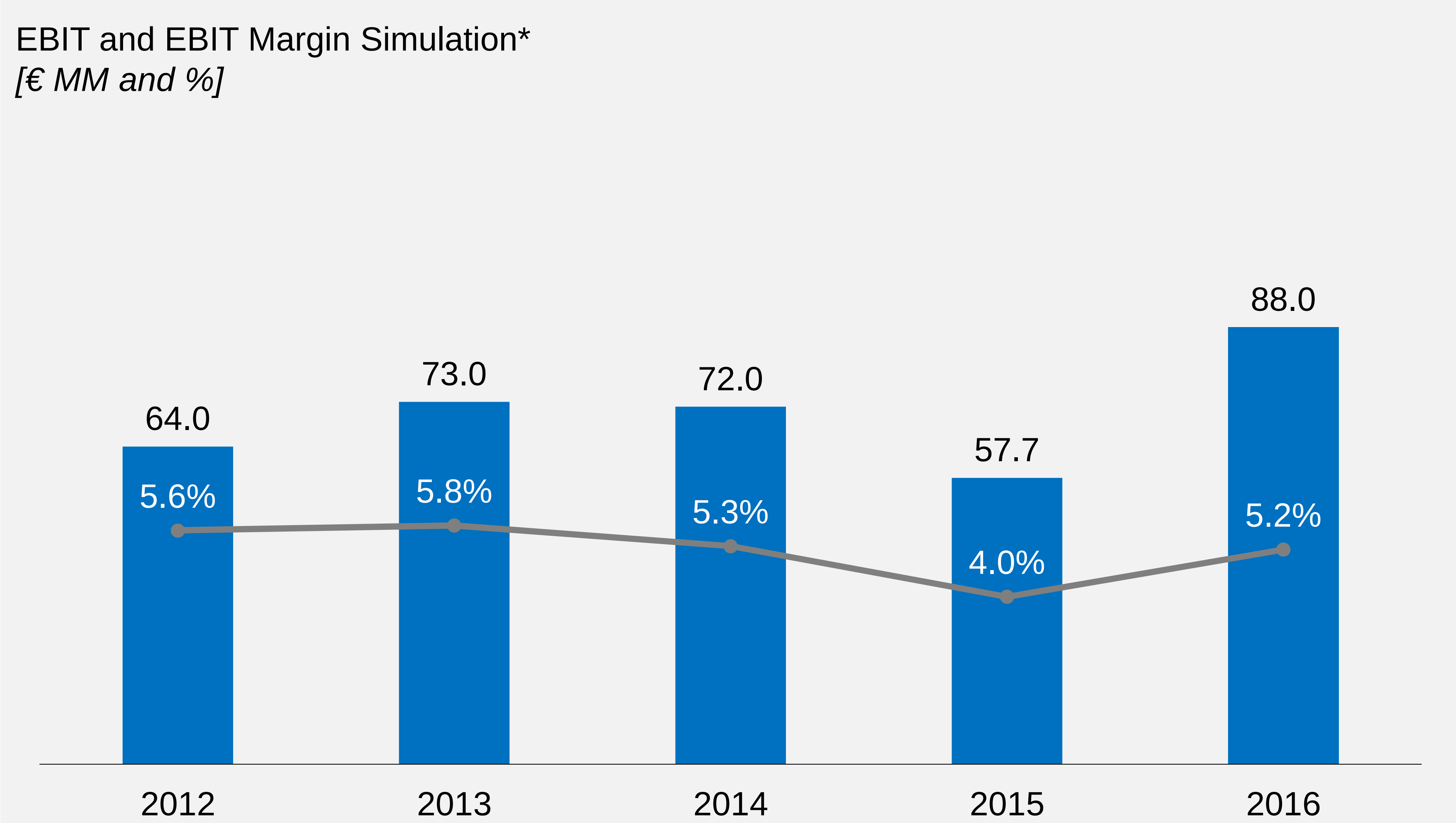
Change vs. 2012: 50% *[CAGR 11%]*

YoY +71%



GRAMMER GROUP – FISCAL YEAR 2016

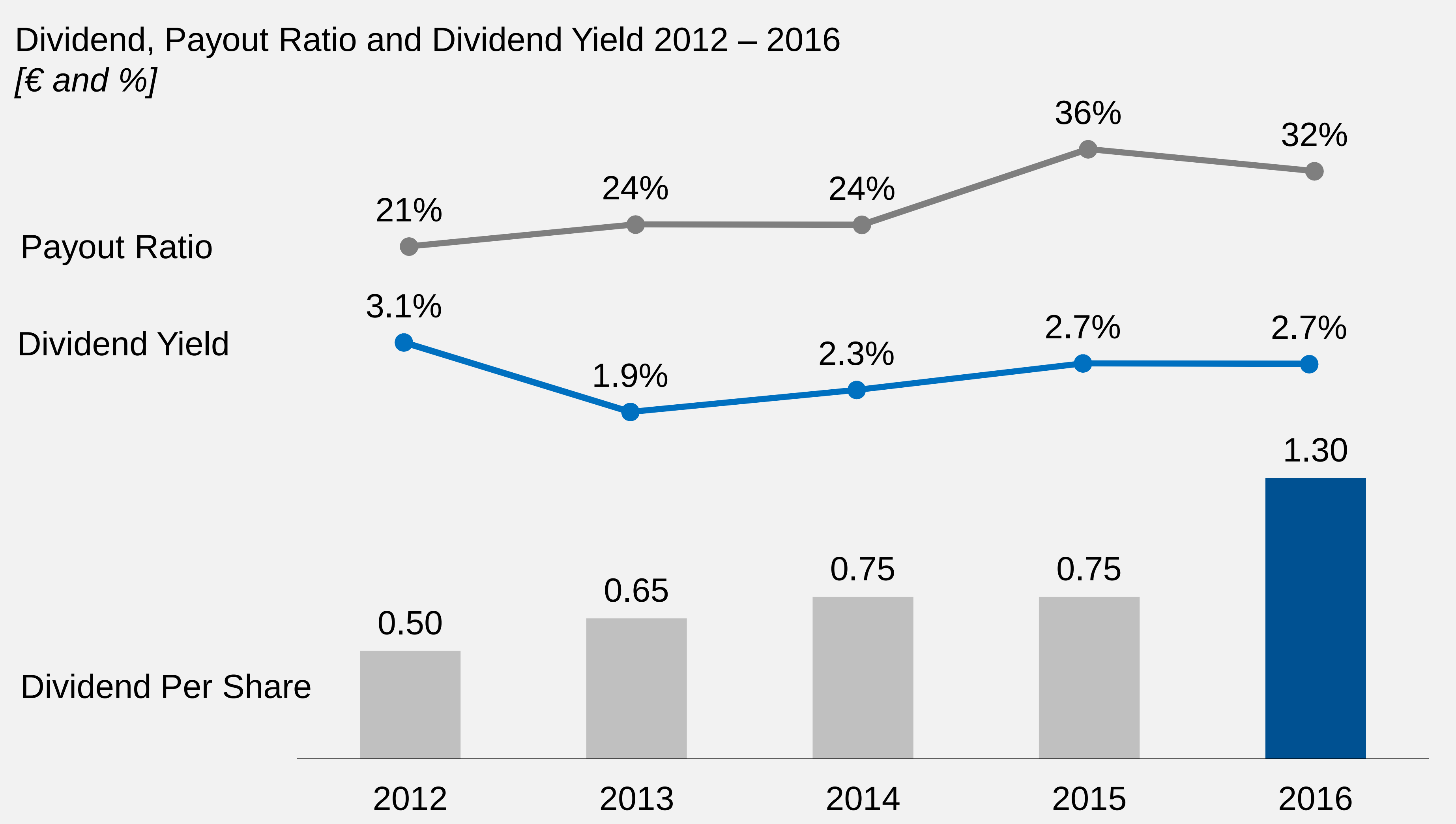
EBIT Simulation at Slower Pace of Growth and Innovation



*) IFRS EBIT adjusted for €10 MM R&D and €5 MM advance payments every year

GRAMMER GROUP – FISCAL YEAR 2016

Proposal of Record Dividend for the Successful Fiscal Year 2016

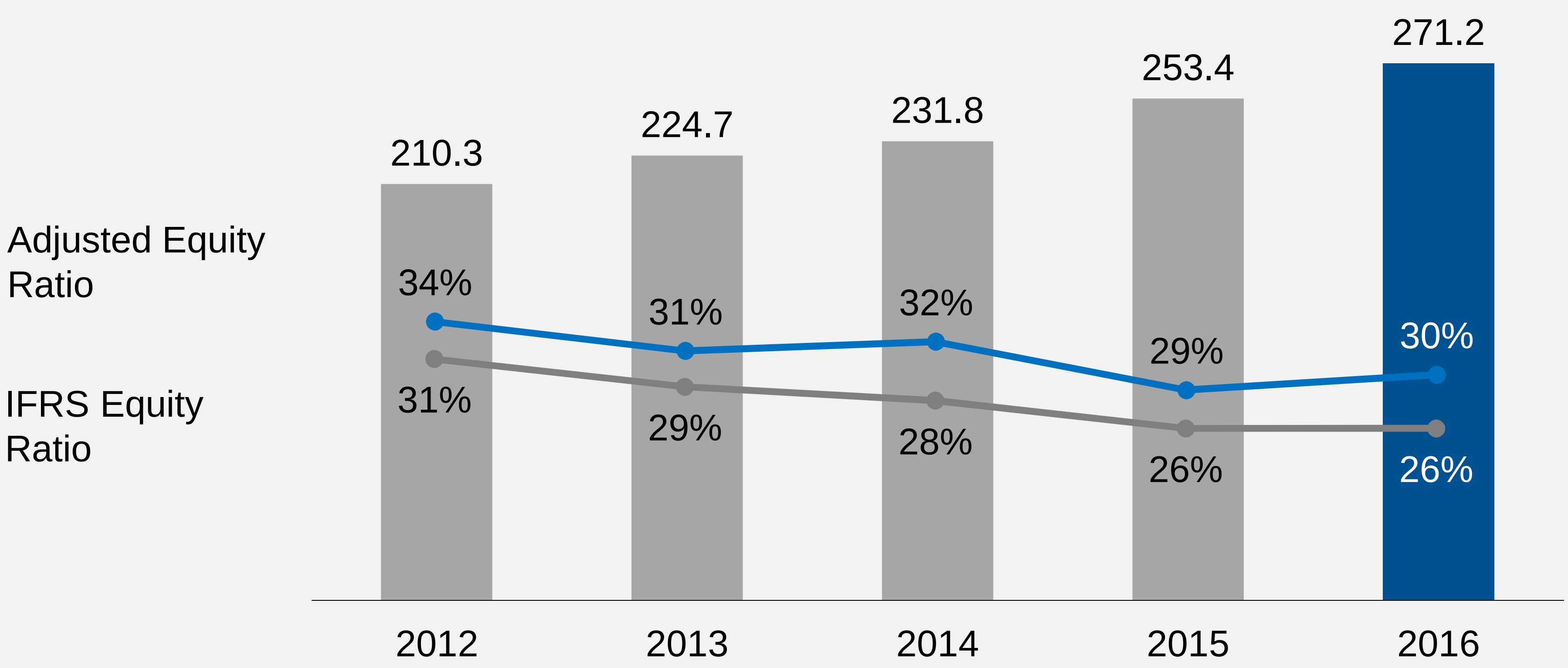


GRAMMER GROUP – FISCAL YEAR 2016

Higher Equity and a Solid Equity Ratio Demonstrate Financial Strength

Equity and Equity Ratio 2012 – 2016
[€ MM and %, as of 31/12]

Cumulative Pension Adjustments (IAS 19) in equity since 2012: €-41 MM



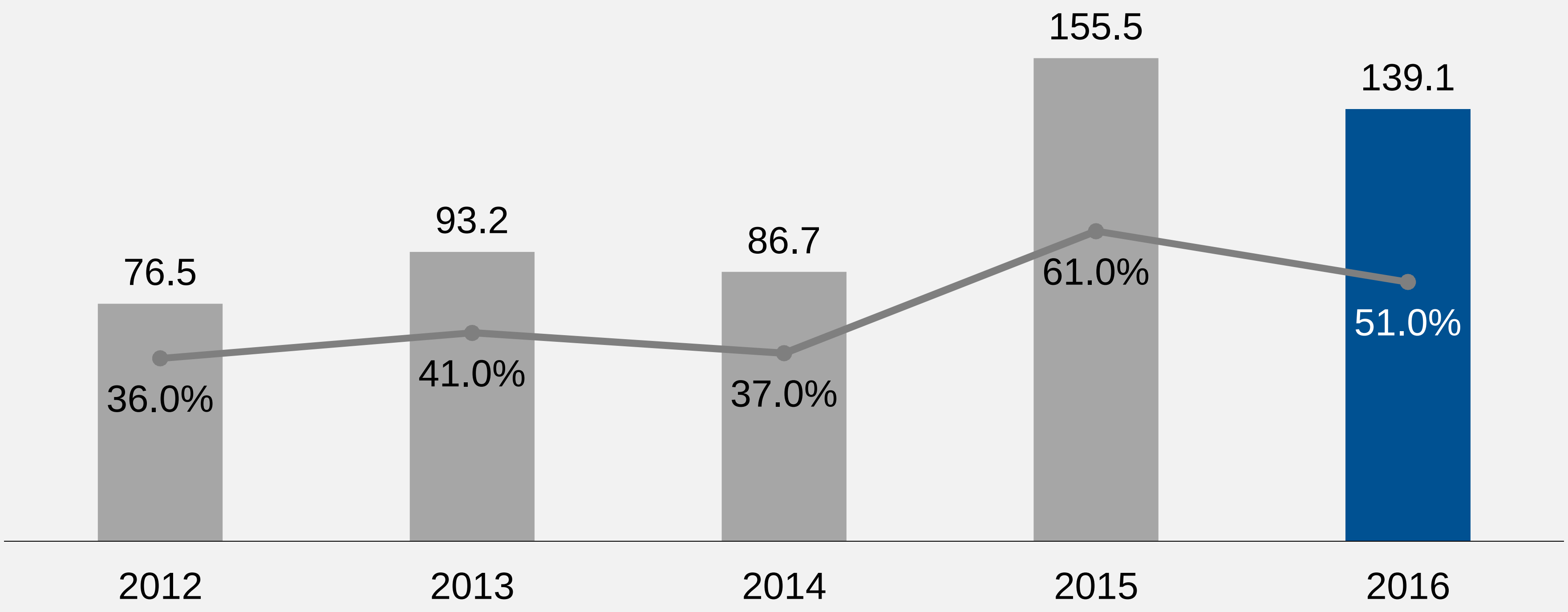
GRAMMER GROUP – FISCAL YEAR 2016

Significant Decrease in Debt Despite High Growth and Investments

Net Debt and Gearing Ratio 2012 - 2016

[€ MM and %, as of 31/12]

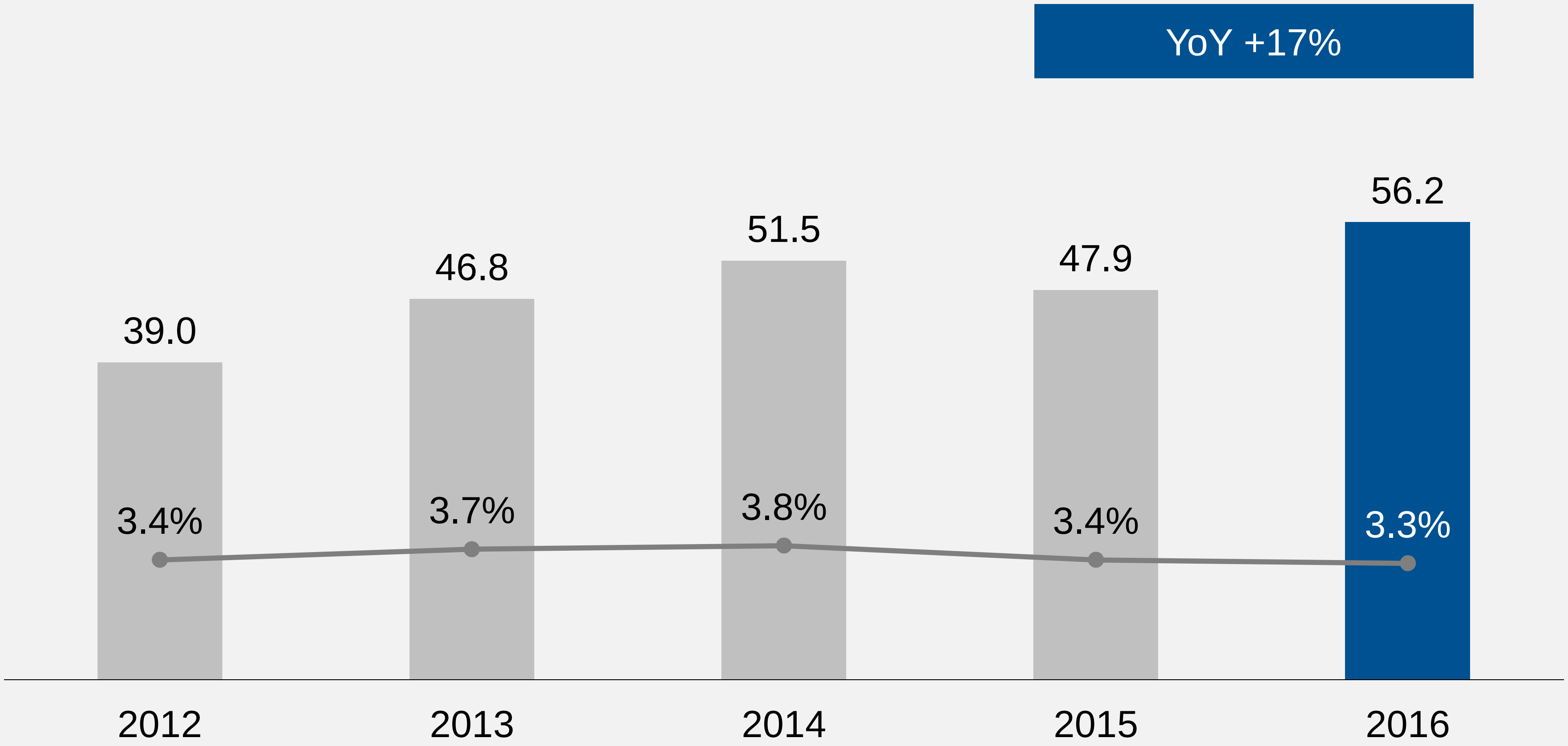
Net Debt vs. LY -11%
Gearing Ratio vs. LY -10 ppts



GRAMMER GROUP – FISCAL YEAR 2016

Increased Investments, Growth and Innovations

Investments and Investment Ratio 2012 – 2016
[excluding M&A, in € MM, in % of revenue]

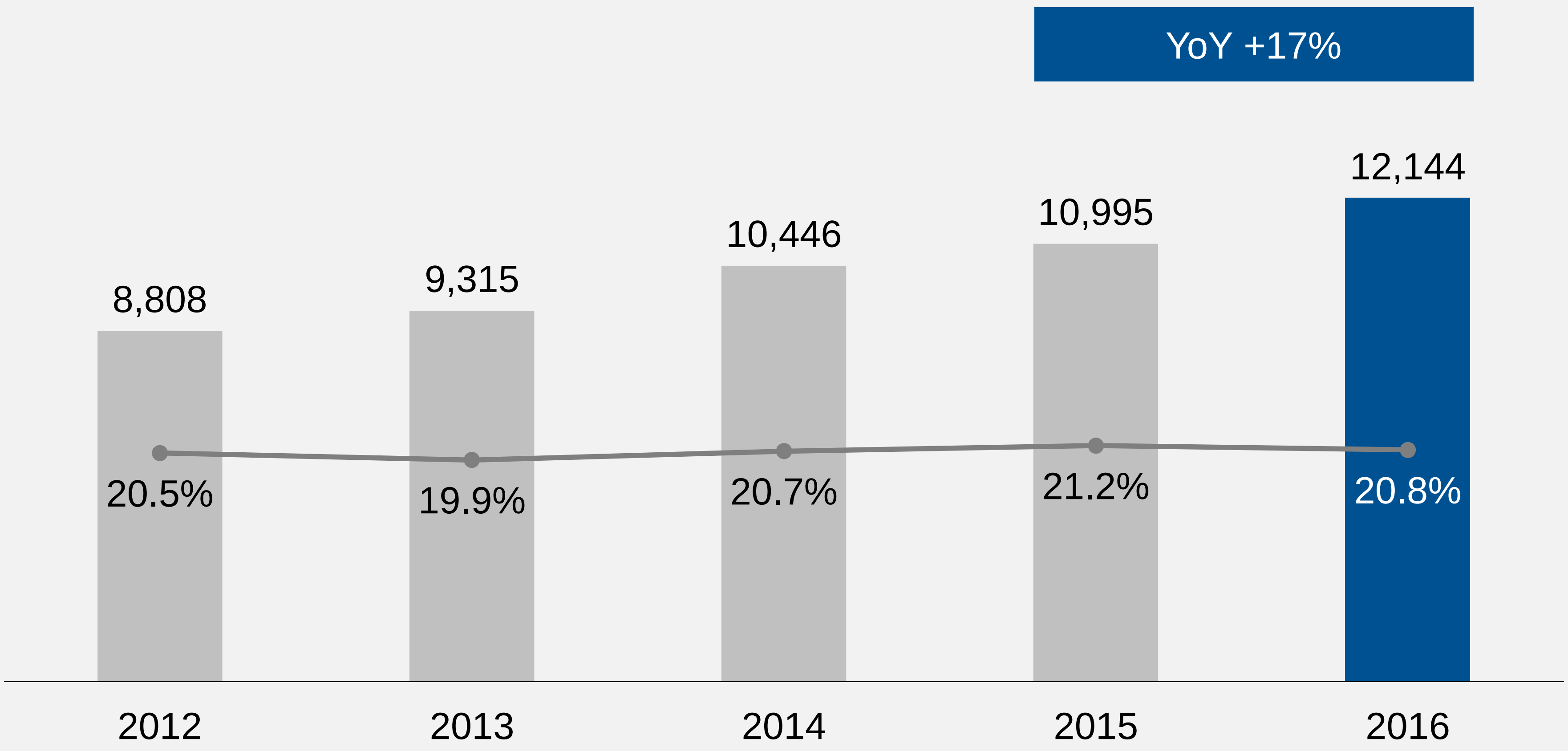


GRAMMER GROUP – FISCAL YEAR 2016

Increased Number of Employees due to REUM Consolidation. Labour Costs Stable

Employees and Labour Cost in % of Revenue 2012 - 2016

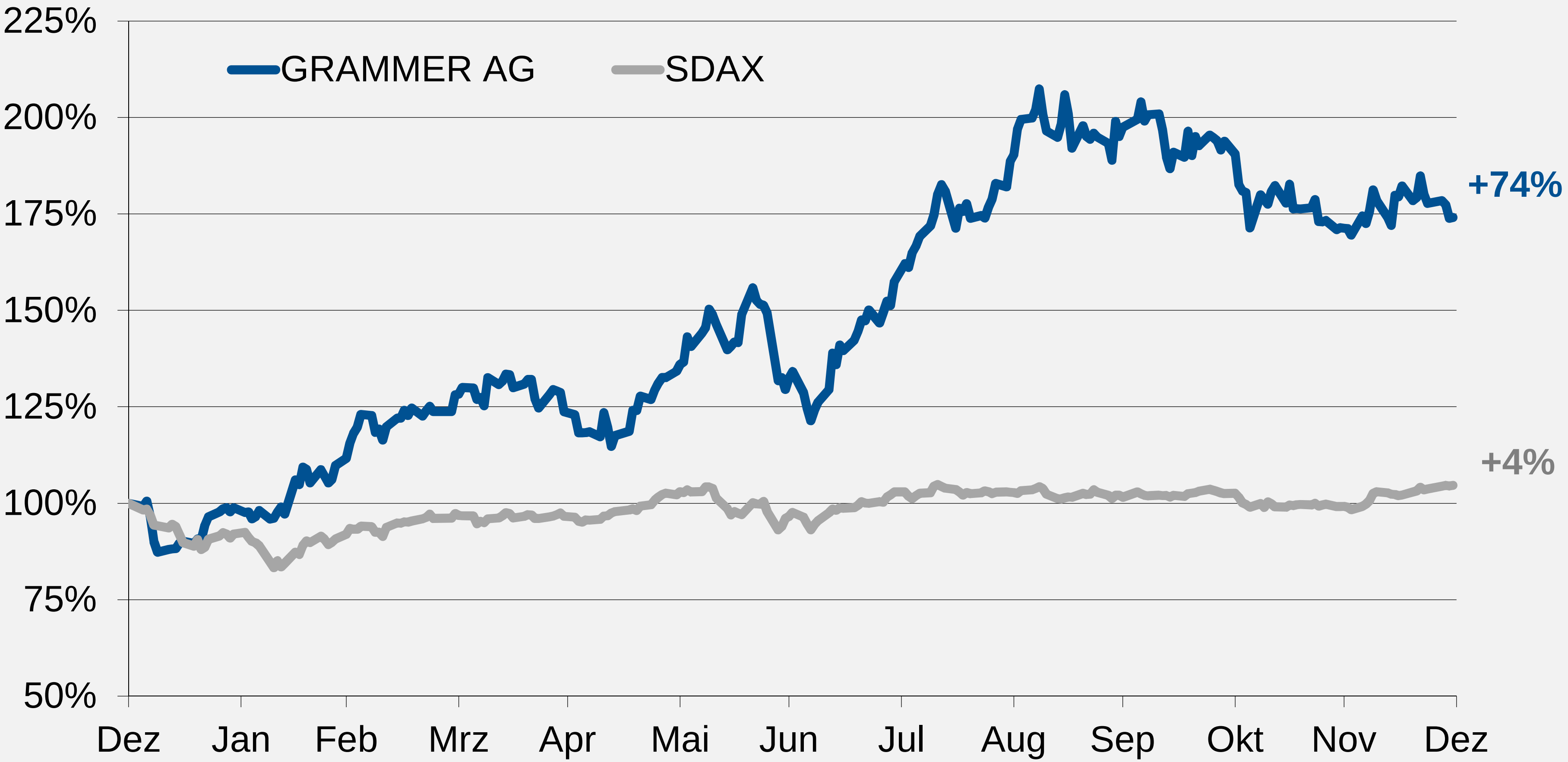
[Annual average]



GRAMMER GROUP – HIGHLIGHTS 2016

GRAMMER Share Increased by +74% and was the #1 in the SDAX in 2016

GRAMMER Share and SDAX Performance Index
[31/12/2015 = 100%]



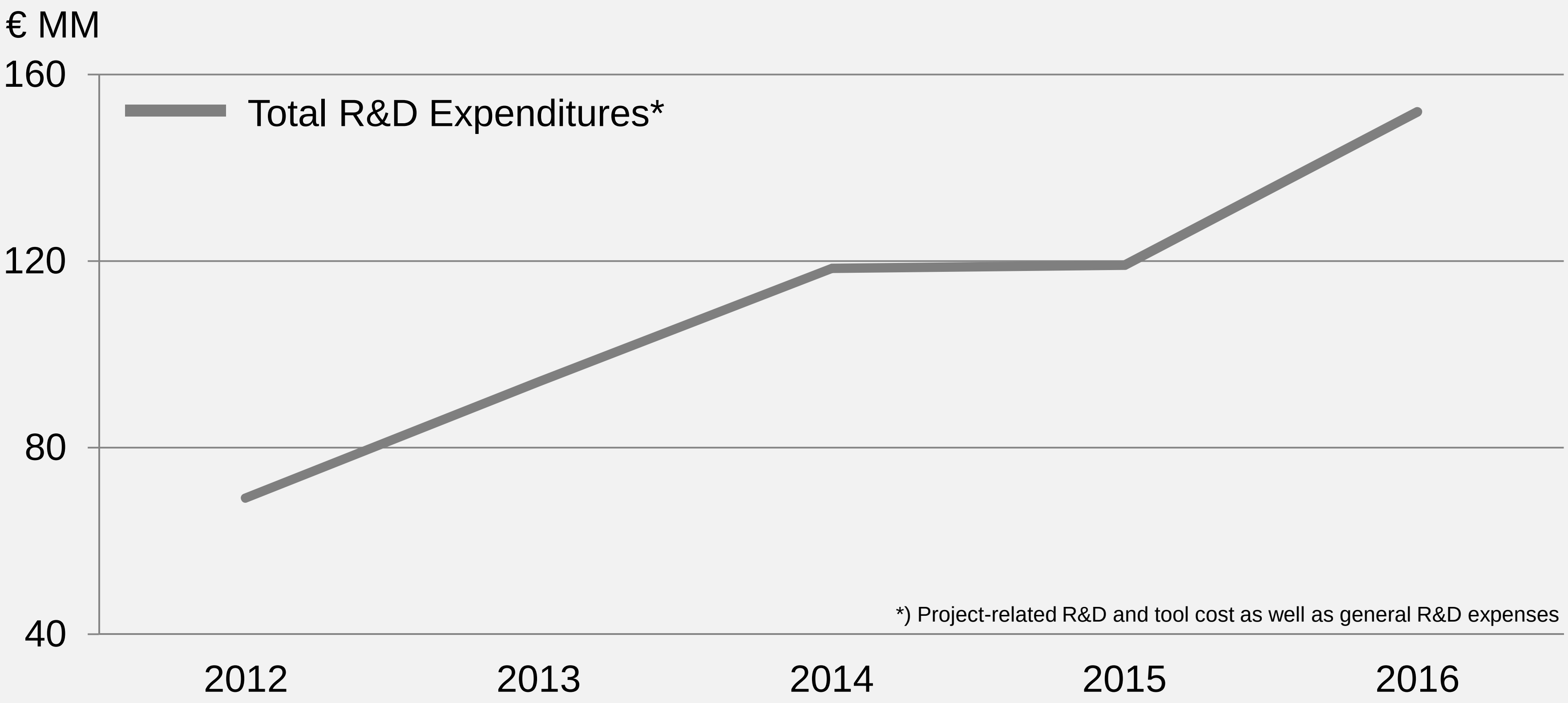
Focus on Expanding
Innovation Leadership

GRAMMER

Strong Focus on Product Development and R&D Investments

R&D Expenditures 2012 - 2016
[€ MM]

+120% increase in **R&D expenditures*** since 2012



*) Project-related R&D and tool cost as well as general R&D expenses

GRAMMER GROUP – DRIVING INNOVATIONS

Development Focus Secures Our Innovative Leadership in Interior & Seating

- HMI, Functional Surfaces & Ambient Lighting
- Comfort & Ergonomics + Health Solutions
- Elegant & Luxurious Appearance
- Digital Interfaces & Sensors
- Light Weight and “Green” Materials
- Active & Passive Safety

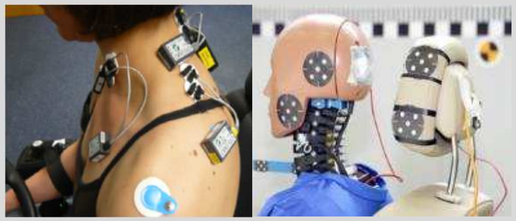
1. Interior as main differentiation factor for the OEM

Superb comfort & luxurious appearance

Genius Cab – innovative cabin interior

2. Interior defines well-being and comfort of driver/passenger

Optimized ergonomics & functionality



Scientific research for comfort & safety

3. Massive upgrade & expansion of interior functionality

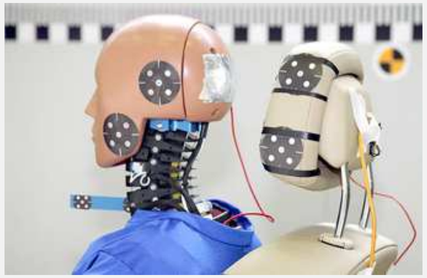
Intuitive HMIs on functional surfaces

Intelligent interior for all driving situations

GRAMMER GROUP – DRIVING INNOVATIONS

New Technology and Innovation Center Strengthens Innovation Performance

New Technology and Innovation Center for Automotive and Commercial Vehicle Products



New building in Ursensollen near Amberg

Total investment c.€35 MM

Commencement estimated late 2017

Completion scheduled for 2019

GRAMMER Compared to Interior and Seating Suppliers

GRAMMER

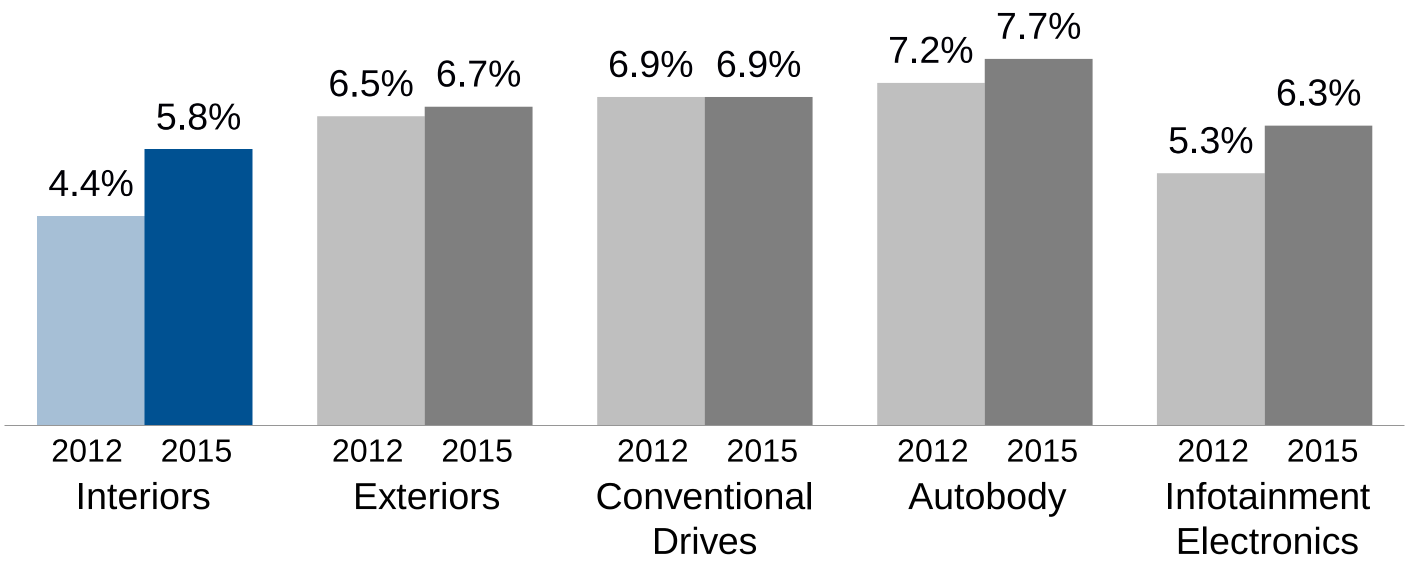
GRAMMER COMPARED TO ITS COMPETITORS

Interior Segment With High Potential for the Future

Profitability and Future Opportunities for Product Segments in the Automotive Sector

	Interiors	Exteriors	Conventional Drives	Autobody	Infotainment Electronics
Risk Factor	Very low	Very low	Very high	Low	Very low
EBIT Development 2012 - 2015	+1.4 pps	+0.2 pps	+0.0 pps	+0.5 pps	+1.0 pps

EBIT Margin*



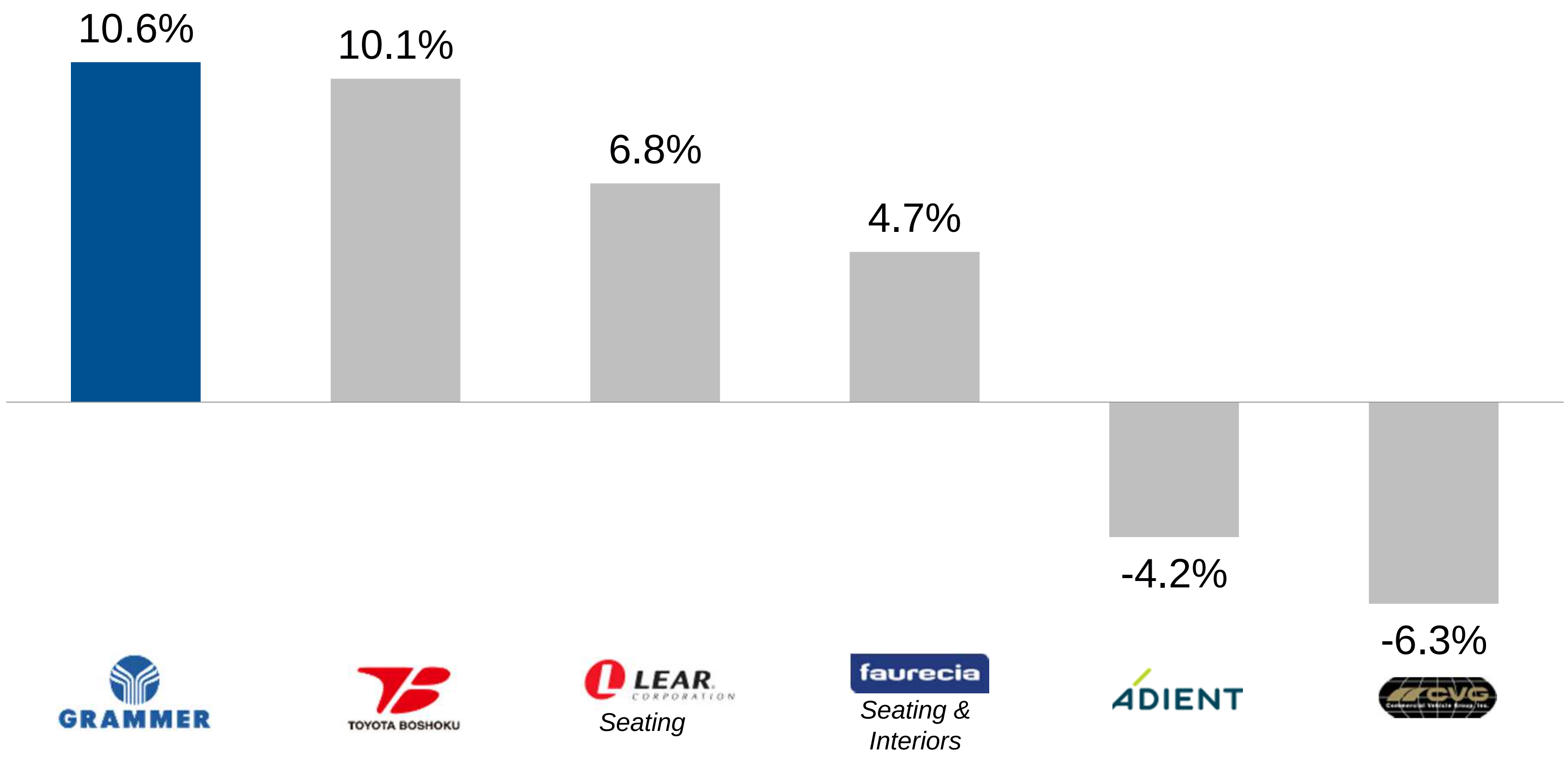
*) Source: Roland Berger

GRAMMER COMPARED TO ITS COMPETITORS

Highest Revenue Growth Among Peers

Revenue CAGR 2012 - 2016

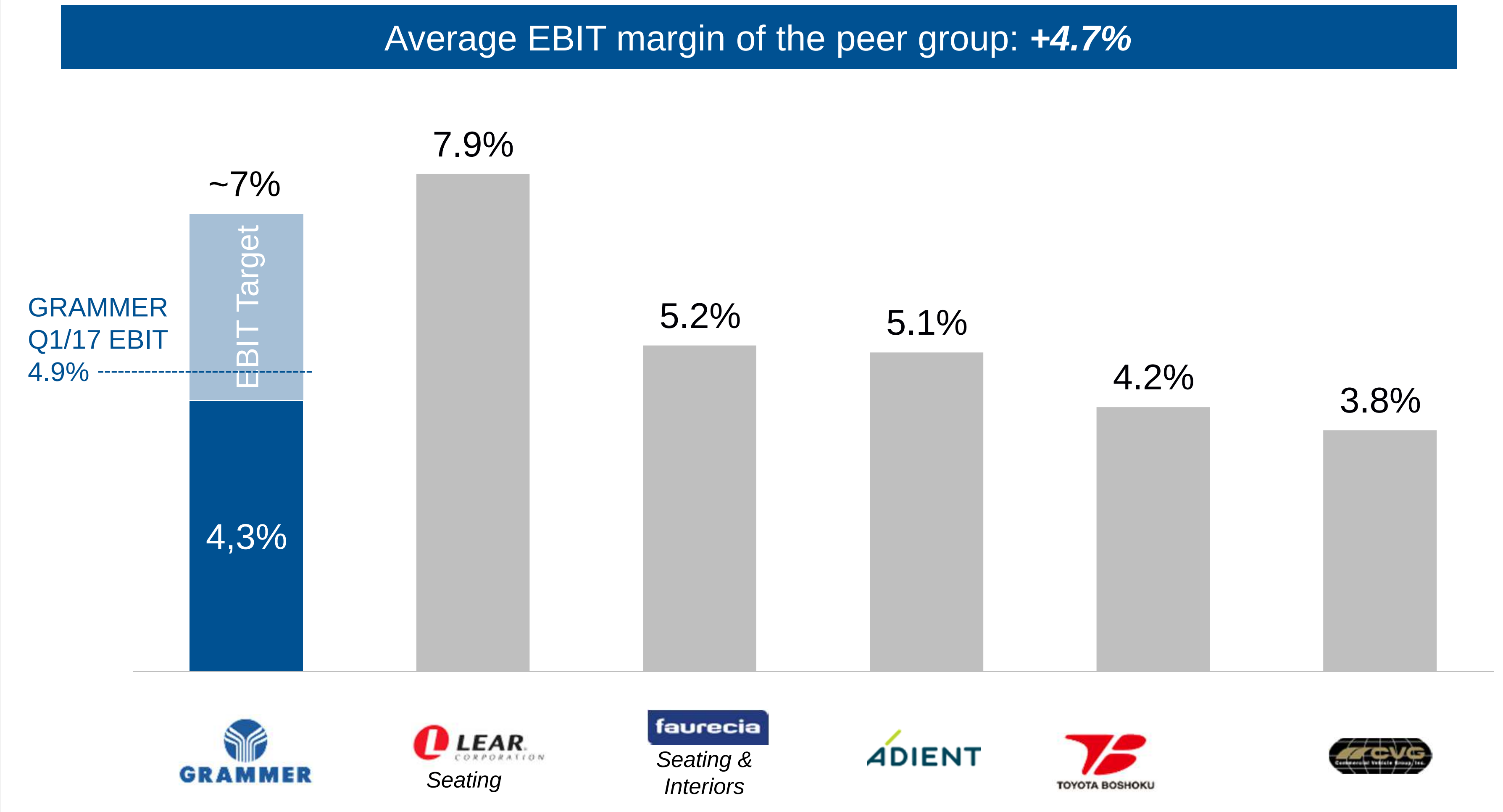
Median 2012-2016 revenue CAGR of the peer group: ***+5.7%***



GRAMMER COMPARED TO ITS COMPETITORS

Profitability in Line With Peers – Target EBIT at High End

EBIT Margin in Fiscal Year 2016



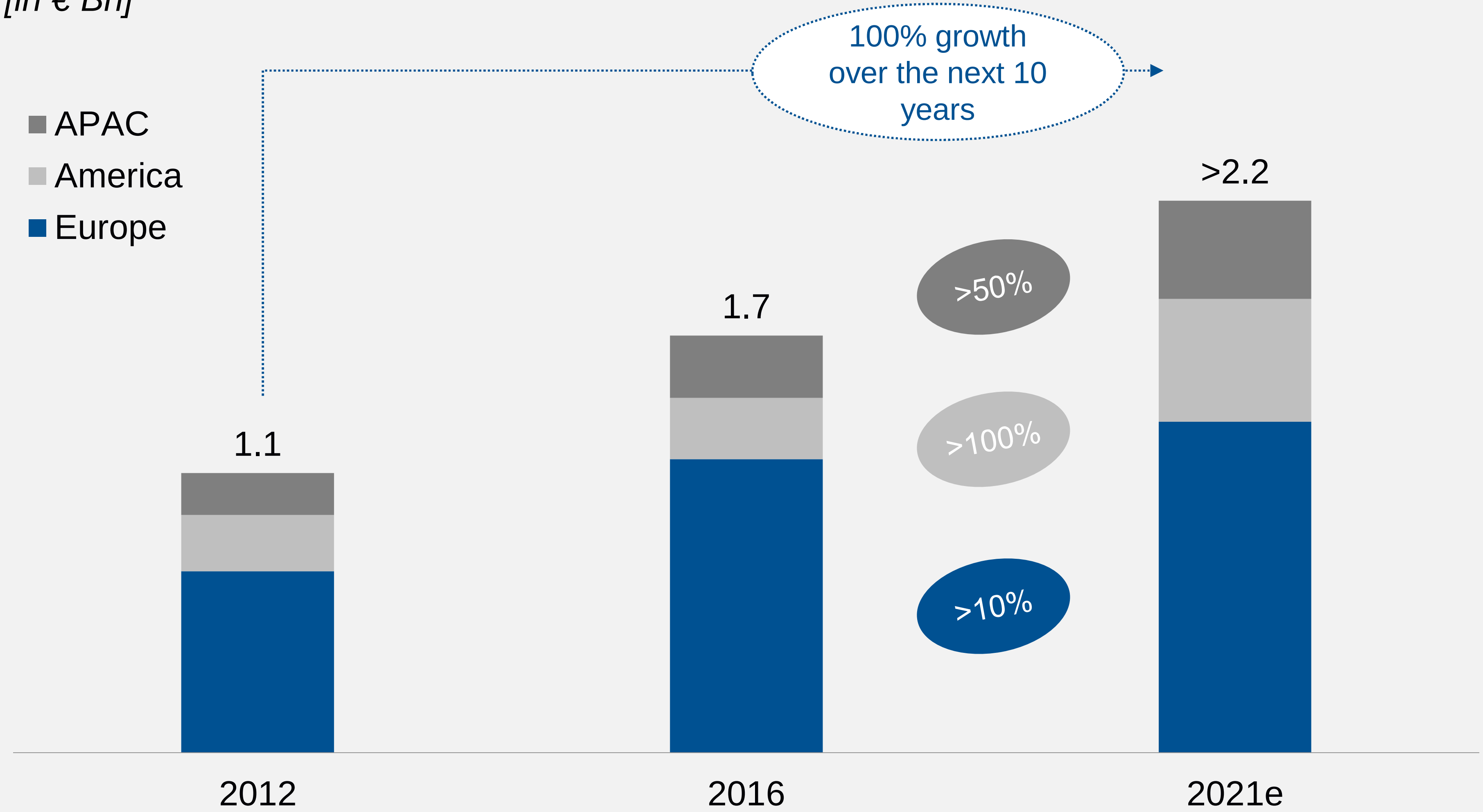
GRAMMER Group
Development Over the Next 5 Years

GRAMMER

GRAMMER GROUP – FUTURE DEVELOPMENT

Strong Revenue Growth to more than €2.2 Bn by 2021e is expected

GRAMMER Group – Revenue Development Until 2021e
[in € Bn]

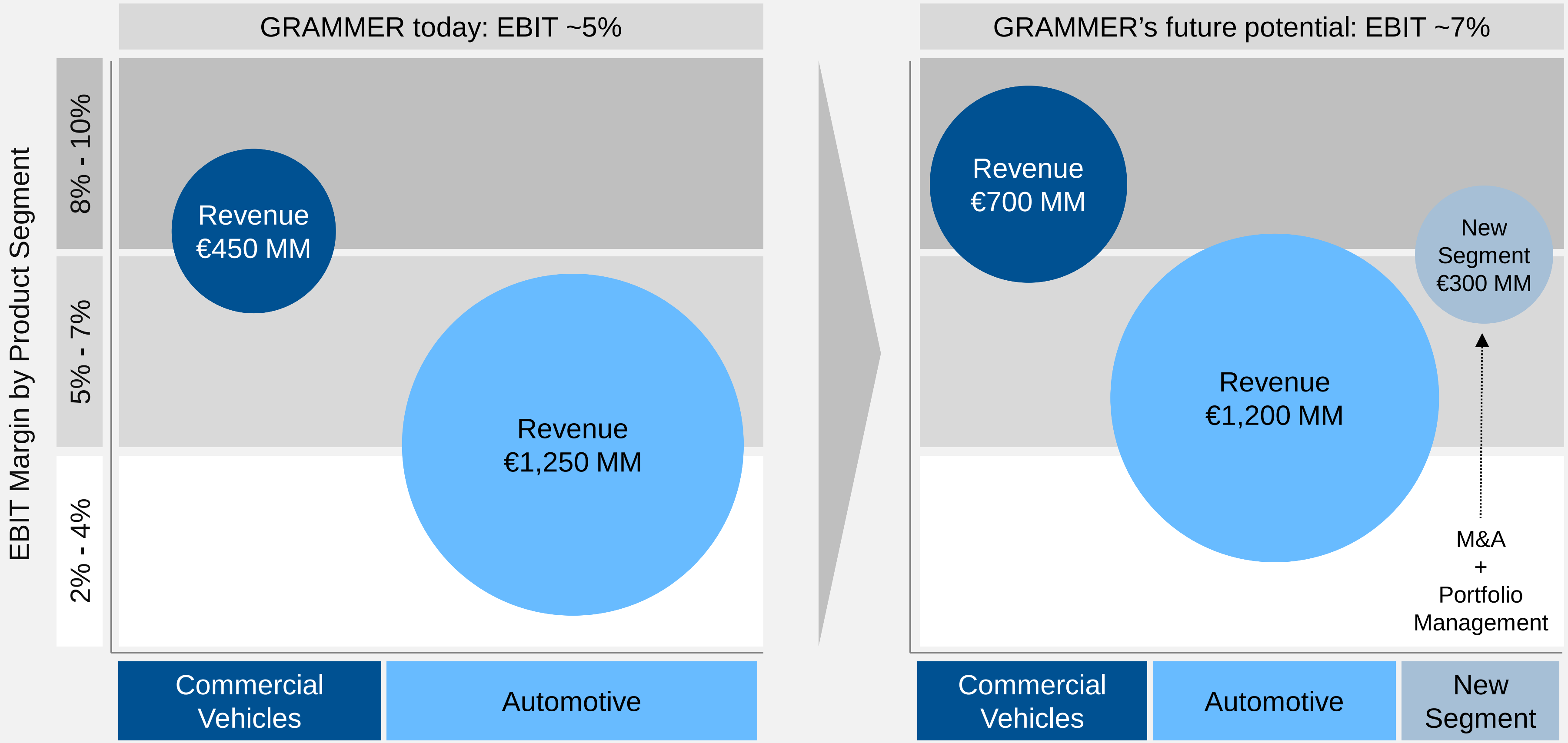


GRAMMER GROUP – FUTURE DEVELOPMENT

Higher Profitability Based on Cost Optimization & Active Portfolio Management

GRAMMER Revenues and Profitability Roadmap by Product Segment

[in € MM and %]



Strategic Partnership With Ningbo Jifeng

GRAMMER

GRAMMER GROUP – PARTNERSHIP WITH NINGBO JIFENG

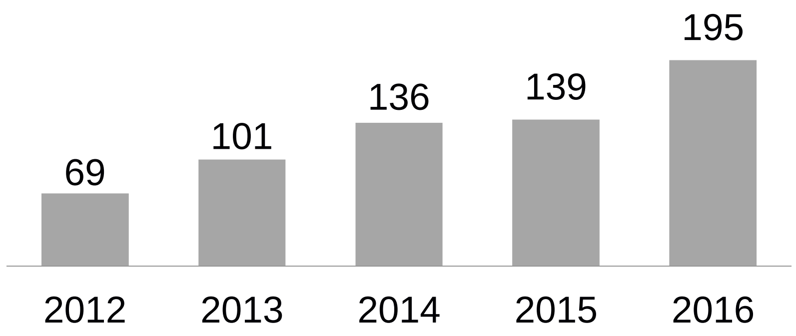
Convincing Industrial Logic Offers High Potential to Enhance Value

Ningbo Jifeng

Company Profile

- Founded in 1996 in Ningbo, China
- Development and manufacturing of headrests as well as seat and door armrests
- Approximately 2,600 employees
- 8 locations in China, Europe and North America
- Listed with a market capitalization c.€1.5 Bn

Revenue [€ MM]



This Strategic Alliance will:

1. Expand GRAMMER's market presence and customer penetration in the world' largest auto market
2. Support the continuation of GRAMMER's successful growth and innovation strategy
3. Secure GRAMMER's business relationships with key customers and shareholder structure
4. Secure future growth and increase the value of both companies

GRAMMER Group
Q1/2017 and 2017 Outlook

GRAMMER GROUP – MARKET OUTLOOK 2017

Global Car & Truck Markets With Solid Growth. Brazil to Recover in 2017

GRAMMER

Car Production – Actual 2016 & Forecast 2017

[in % yoy]

	Actual 2016	Forecast 2017
Europe	+3%	+2%
USA	+2%	-1%
Brazil	-11%	+10%
China	+14%	+3%
World	+5%	+2%

Source: IHS, Feb. 2017

Truck Production – Actual 2016 & Forecast 2017

[Trucks > 6t, in % yoy]

	Actual 2016	Forecast 2017
Europe	+3%	+1%
USA	-11%	+4%
Brazil	-20%	+10%
China	+24%	+7%
World	+6%	+4%

Source: IHS, Jan. 2017

Agricultural Market Outlook 2017 by Our Main Customers

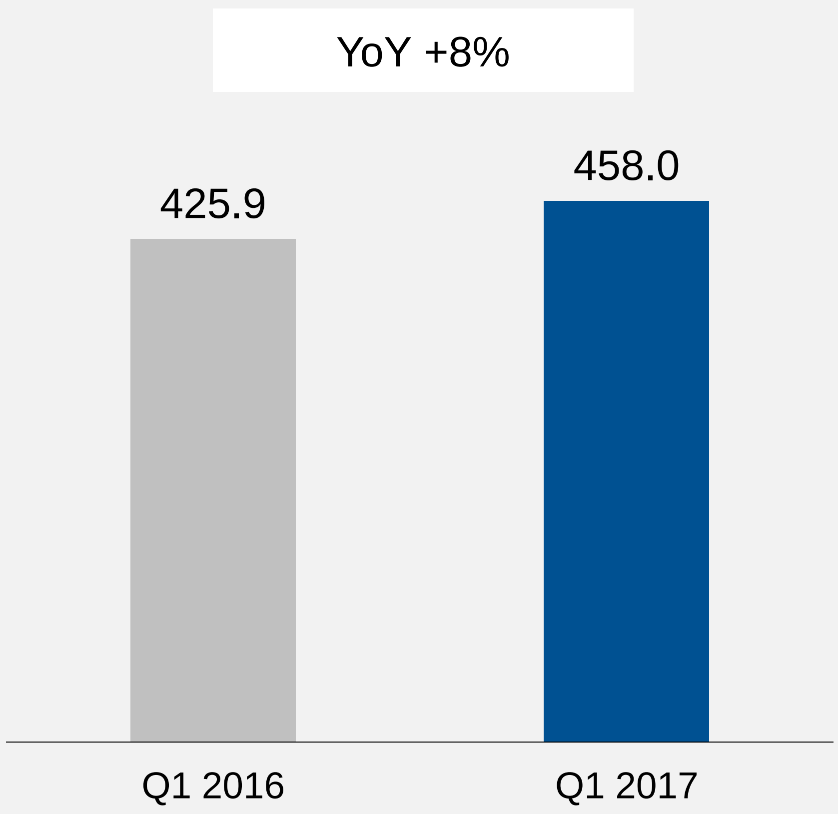
	Europe	North America	South America
John Deere*	0% to -5%	-5% to -10%	+15% to +20%
AGCO Group**	0% to -5%	-5% to -10%	+10%

Source: *) John Deere Q1 2017 (17/02/2017) **) AGCO Group Q4 2016 (07/02/2017)

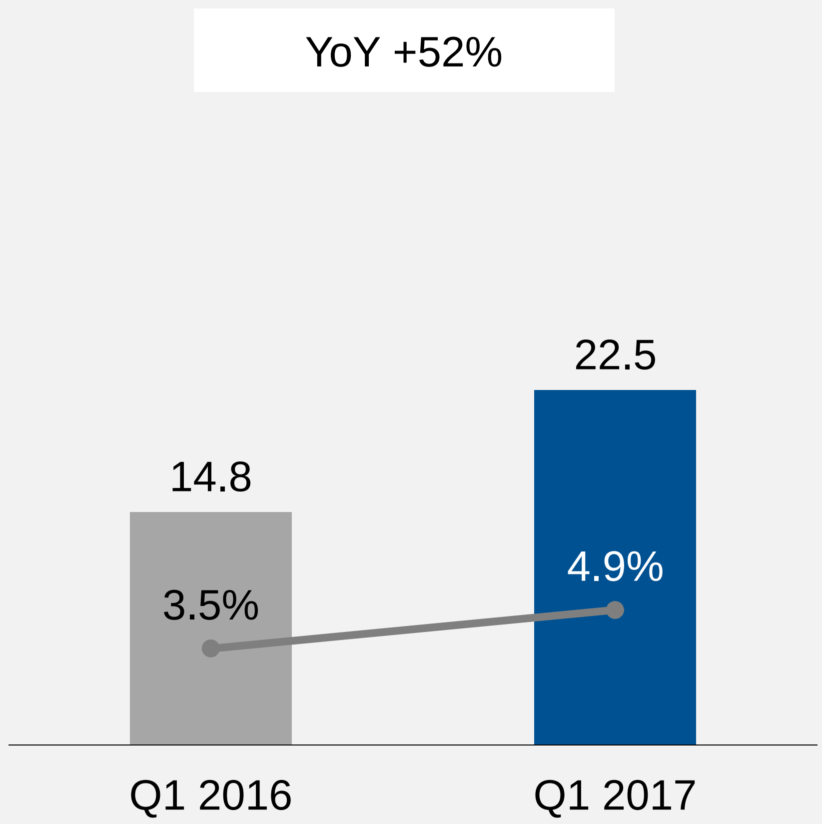
GRAMMER GROUP – Q1 2017

Positive Start to the New Fiscal Year Confirms Successful Development

Revenue
[€ MM]



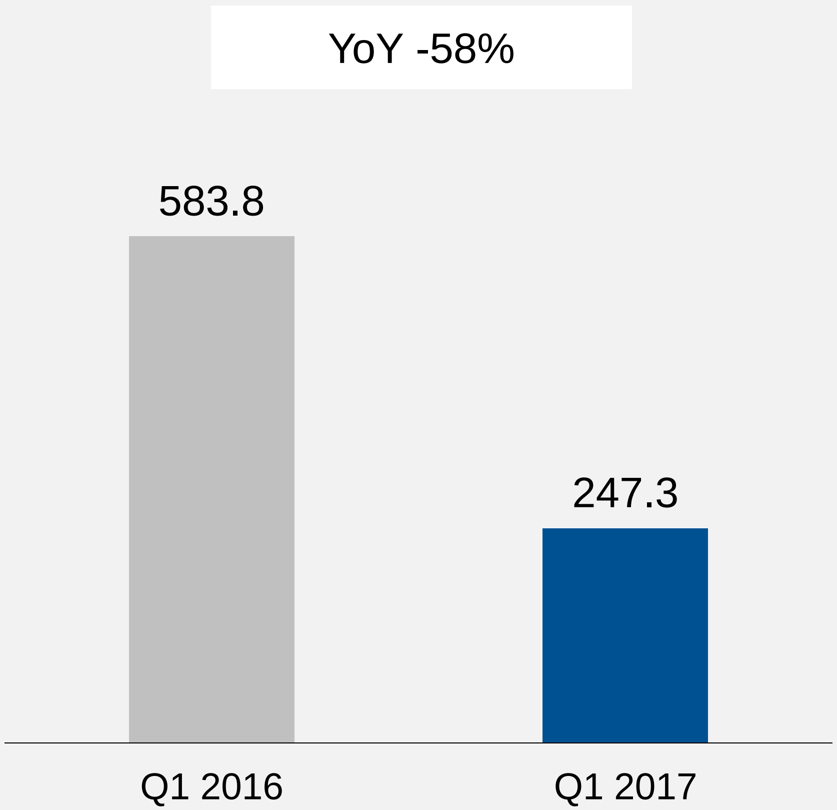
EBIT and EBIT Margin
[€ MM and %]



GRAMMER GROUP – Q1 2017

Noticeable Reluctance to Award New Contracts to GRAMMER

Automotive Order Intake
[€ MM]



GRAMMER GROUP – OUTLOOK 2017

Further Increase in Revenue & Profitability Expected. Operating EBIT c.5%

GRAMMER Group – Outlook 2017:

- Revenue growth of 5% is expected for GRAMMER Group
- GRAMMER expects a further significant increase in the operating EBIT margin to c.5% in 2017

Note on the outlook for 2017:

- It is not yet feasible to assess the possible consequences that could result from potential changes in the supervisory and management bodies of GRAMMER AG and therefore they do not affect the current outlook for the 2017 financial year

GRAMMER AG
Notes to the Agenda

GRAMMER AG – NOTES TO THE AGENDA

Mandatory Convertible Bond (TOP 9)

- The Management Board was authorized at the Annual General Meeting on May 28, 2014, with the approval of the Supervisory Board, to issue one or more convertible bonds with a maximum nominal amount of up to €300 MM (authorized capital, 2014/ I) until 27 May, 2019
- This authorization, with approval of the Supervisory Board, includes the exclusion of shareholder subscription rights up to a maximum of 10% of the share capital
- On 14 February, 2017, GRAMMER issued a mandatory convertible bond with a total amount of €60 MM, making partial use of this authorization
- The placement served as foundation to expand our joint strategic cooperation in the Chinese market with our new partner Ningbo Jifeng
- The €60 MM increase in equity further strengthened GRAMMER's equity base and financing structure, thus also securing our investment grade rating
- In addition, these funds support GRAMMER‘s successful non-organic growth strategy and further strengthen our innovation capacity

The mandatory convertible bond supports growth as well as value creation potential, thus is in the best interest of the Company and its shareholders

There are no indications that the Management or Supervisory Board are acting in breach of duty

The Management and Supervisory Board therefore recommend voting against the request in TOP 9

GRAMMER AG – NOTES TO THE AGENDA

No Confidence Vote in Members of the Management Board (TOP 8)

- There is no basis for Cascade's proposal to cast a vote of no confidence in members of the Management Board of GRAMMER
- Over the last years, actions of GRAMMER's Management Board have always been approved by an overwhelming majority of voting shareholders
- At the last AGM in May 2016, Halog GmbH, controlled by the Hastor Group, voted in favour of the full approval of the Management and Supervisory Boards' actions
- The Management and Supervisory Board have transformed GRAMMER into an innovative global supplier by consistently executing on the growth and globalisation strategy over the last years
- Now the Company is reaping the results of this consistent strategy implementation in the form of record results in fiscal year 2016 and Q1 2017
- This sets the course for further successful developments in terms of growth, profitability and a sustainable increase in shareholder value

Cascade's request to cast a vote of no confidence against members of the Management Board is non-transparent and lacks any solid justification

The request is part of the attempt to replace the successful current management of the Company and thereby take control of GRAMMER

The Management and Supervisory Board therefore recommend voting against the request in TOP 8

GRAMMER AG – NOTES TO THE AGENDA

Removal of Supervisory Board Members / Election of 3 New Members (TOP 6 & 7)

- The current shareholder representatives in the Supervisory Board were elected by the AGM by the vast majority until 2020 and also regularly approved for their successful work in the corporate organ of GRAMMER
- The current composition of the Supervisory Board guarantees qualified, efficient and independent supervision and advice to the Management Board of GRAMMER
- In contrast, all candidates proposed by Cascade have close, long-lasting business relationships with the associated Hastor Group and are managers or managing directors of corporations of the Prevent Group, which also belongs to the Hastor Group
- If these three candidates were to be elected, the independence and broad diversity of the Supervisory Board would be considerably restricted
- Important customers of GRAMMER have repeatedly emphasized the fact that the independence of the existing management bodies of GRAMMER and the successful continuation of the operational and strategic business direction is regarded as essential for the continuation of any business relationship

Dismissal of independent Supervisory Board members and election of “Prevent-Candidates“ would mean taking control at the expense of all remaining shareholders

The Management Board, Supervisory Board, trade unions, customers and politicians view taking control as an existential threat to the future development of the Company

The Management and Supervisory Board therefore recommend voting against the request in TOP 6 & 7

GRAMMER AG
Annual General Meeting 2017

Hartmut Müller
Chief Executive Officer

GRAMMER