

**RECHTSANWÄLTE**  
**BUB, GAUWEILER & PARTNER**  
Partnerschaftsgesellschaft mit beschränkter Berufshaftung

RAe Bub, Gauweiler & Partner PartGmbH Promenadeplatz 9 80333 München

To the Executive Board  
of Grammer AG  
- Annual General Meeting -  
Georg-Grammer-Strasse 2

92224 Amberg

**advance notice by facsimile:  
09621/66-32000**

**PROF. DR. WOLF-RÜDIGER BUB**  
Honorarprofessor an der Universität Potsdam  
**DR. PETER GAUWEILER**  
Bayerischer Staatsminister a. D.  
**FRANZ ENDERLE**  
**WOLFGANG BUB**  
**DR. HENNING KRAUSS, LL.M (Duke)**  
**DR. ANDREAS STRENKERT, M.Jur. (Oxford)**  
**VOLKER EMMINGER**  
**SELIHA TEMUCIN**  
**DR. STEFANIE RABENAU**  
**DR. DÖRTHE KORN**  
**THOMAS MEYER\***  
**ISABEL BALLAUF**  
**DR. STEFANIE MUHR**  
**DR. MICHAEL KNOTT**  
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**Countermotion re: agenda item 3, no. 1**

Ladies and Gentlemen:

Dear Executive Board members:

Permit us to inform you that we provide services to and represent Cascade International Investment GmbH, Zeilweg 44, 60439 Frankfurt, in a legal capacity. An original power of attorney issued in our name is attached in the Annex hereto.

On May 24, 2017, the ordinary general meeting of the company is scheduled to be held, to which you expressed an invitation by promulgation in the German Federal Gazette of April 11, 2017 and the agenda of which you amended on May 24, 2017. Our client will attend this annual general meeting itself as a shareholder of your company or represented by proxy and thus meet the prerequisites for exercising its right to vote. Our client will contest the proposal by the Executive Board and Supervisory Board on agenda item 3 and submit the following countermotion:

Partnerschaftsgesellschaft mit beschränkter Berufshaftung PR München Nr. 46  
Partner: RAe Prof. Dr. Bub, Dr. Gauweiler, Bub, Enderle  
Die Rechtsanwälte in München sind bei der Rechtsanwaltskammer für den Oberlandesgerichtsbezirk München,  
die Rechtsanwälte Meyer und Dr. Muhr sind bei der Rechtsanwaltskammer Berlin  
zur Rechtsanwaltschaft zugelassen.

**"Ratification of the actions by CEO Hartmut Müller is denied."**

REASONS:

Not only did the Executive Board and you personally, Mr. Müller, violate your obligations to the Company on a number of occasions during and after the period of ratification; you also committed several evident, serious statutory violations that may certainly give rise to an assessment of breach of duty or as an accessory thereto. One of your "inappropriate acts" is set forth in the countermotion to agenda item 4.

In an interview published in the German business daily *Handelsblatt* on May 3, 2017, you, Mr. Müller, claimed in response to the question concerning the failure to arrange a meeting that you "***always*** wanted meetings without any conditions precedent"; you failed to mention, however, that you canceled the meeting scheduled for November 23, 2016, citing reasons we believe to be rather threadbare after you had previously coordinated the appointment by telephone on October 27, 2016 as previously arranged in the presence of attorney-at-law Dr. Sacher (for which Dr. Sacher had to drive from Munich to Amberg and back again in order to listen to your telephone conversation with Prof. Dr. Bub).

In supplementation of the agenda on April 24, 2017, you (addressing the Executive Board collectively) claim that you had legal reservations concerning the "*predominantly absent motions proposed and substantiations for the items of the agenda*". In fact, the motions set forth in agenda items 6 and 8 have been known to you since December 22, 2016; we attach the relevant letter as an **Annex**. Allegations of lacking substantiations are absolutely out of the question. In a letter dated April 12, 2017, we provided the following reasons for agenda items 6 – 8: "*The development of the Company and the behavior of the Executive Board and Supervisory Board concerning the request to convene a meeting dated December 22, 2016 render the replacement of a substantial number of Supervisory Board members elected to the Supervisory Board as well as the Executive Board indispensable. Evidently you and the other members of the Executive Board and a substantial number of Supervisory Board members assign priority to protecting your benefits rather than safeguarding the interests of the Company, accepting the support especially of Volkswagen AG to "secure" large-scale customers at the expense of a massive deterioration of the future bargaining position, with Volkswagen not only providing advice and active support in "combating the hostile investors". Additional factors are the dissemination of untrue claims, the dilatory*

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*treatment of the request for convening a meeting and, perhaps especially, massive breaches of duty by management bodies with relevance not only to company law."* We had already submitted reasons for agenda item 9 in our letter of March 6, 2017 to the effect *"that the placement of a mandatory convertible bond issue with a competing company acting as a "white knight" is obviously unlawful as the purpose announced at the time of adopting the resolution to convene the AGM does not even cover, let alone justify, such a placement at this time. Neither are there any liquidity needs, nor has a major corporate acquisition been announced. In this context, we expect information from you on the status of the cooperation negotiations and the measures envisaged – and, in particular, on the question concerning the current competitive situation – in this context, in particular on the question as to which segments our company engaged in joint bidding with Ningbo Jifeng Auto Parts for the same contract awards and to what extent Ningbo Jifeng Auto Parts realized any sales revenues at all on the domestic market in the years 2015/2016 as well as in the current fiscal year."* Furthermore, notwithstanding your duties as Executive Board members, you have neither issued a statement to date in response to the attached request for convening a meeting, nor have you fully explained the legal reservations existing from your point of view. Instead, we have always received avowedly incomplete statements in letters from the Company's lawyers which were evidently intended to obstruct and prevent our client from obtaining authority from a court of law.

A further issue is the highly damaging public relations work controlled by you on behalf of the Company. Almost in unison, you, the Supervisory Board members and employees continue to raise fresh bad news items from the order front. Specific customer relations and success stories / failures in the acquisition of contract awards are justifiably among the most strictly kept secrets of an enterprise. Disclosure of such order losses as have been attributed to our client must inadvertently lead to this issue being addressed at the AGM due to this kind of public relations work. And it certainly makes the question of a punishable criminal offense – the disclosure of company and trade secrets - quite plausible. All this rules out the option of you remaining in your position in office and makes a vote of non-confidence at the AGM indispensable.

[signature]

Franz Enderle, attorney-at-law

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