

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

PROP. 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 TÊMUCIN
DR. STEFANIE RABENAU
DR. DÖRTHE KORN
THOMAS MEYER*
ISABEL BALLAUF
DR. STEFANIE MUHR
DR. MICHAEL KNOTT
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Munich, May 9, 2017
00387-16/FE/NW

Countermotion on agenda item 3, No. 2

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 to the countermotion re: agenda item 3, No. 1. 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.

*Büro Berlin: Koenigsallee 26 14193 Berlin Tel. 030 / 8973540 - 0 Fax: 030 / 8973540 - 20

"Ratification of actions taken is denied to the members of the Executive Board, Mr. Gérard Cordonnier and Mr. Manfred Pretscher."

REASONS:

In your statement regarding the addendum to the agenda, you and your CEO Hartmut Müller expressed the untrue claim that our proposed resolution for the election of Supervisory Board members was in violation of Section 96 para. 2 of the German Stock Corporation Act (*AktG*). You failed to mention that you had amended agenda item 7 of your own volition, amending the requested agenda item "Election of Supervisory Board members" to read as follows: "Resolution regarding the new election of three Supervisory Board members" and including it as such on the agenda. In addition, you neglected to mention that our client intends to discharge five and not only three Supervisory Board members; the reasons for this are stated in our countermotion on agenda item 4. The reason for this maneuver is quite obvious: Quite evidently, in case five Supervisory Board members are discharged pursuant to Section 104 of the German Stock Corporation Act (*AktG*) the Executive Board plans to have the incomplete Supervisory Board filled by court appointment, due to the legally disallowed restriction of the agenda item, with candidates acceptable to the Executive Board. In actual fact, our client had and still has two suitable candidates at its disposal whom it will nominate in supplementation at the Annual General Meeting, namely Ms. Esada Karovic and Ms. Franziska Jaensch. We attach their resumes in the **Annex**. The "clandestine" attempt to prevent the decision concerning the full membership of the stockholder side at the Annual General Meeting and to continuing to "reign" together with the employee representatives on the Supervisory Board in this way is not only obviously unlawful but will inevitably lead to an extraordinary general meeting to be convened at short notice, the costs of which you and Mr. Müller will have to bear personally because you made this additional extraordinary general meeting necessary by unilaterally amending the agenda item we requested. This rules out the ratification of your actions and renders this countermotion inevitable.

[Signature]

Franz Enderle
Attorney-at-law

Resume

Name	Karovic
First name	Esada
Date of birth	02.02.1979
Place of residence	Bistrik Basamacı 18, Sarajevo
Email	esada.karovic@asa.ba
Nationality	Bosnian-Herzegovinian
Marital status	Single, no children

Vocational and advanced training

-2007	Graduate in Economics (Business School of Sarajevo; study courses: business finance and accounting; diploma thesis in the field of accountancy)
-2008	Certificate: Bookkeeper
-2011	Certificate: Internal auditor
-2016	Certificate: Appraiser for corporate valuations

Professional experience

-2011 -2014	Head of Finance and Controlling, Internal Audits and Process Controls Head of Accounting and Finance Prevent Group in BiH Consolidation of financial reports according to the IFRS
- since 2016	Managing Director of Establish GmbH; over 100 highly trained specialists of the professional groups Business Administration and IT

Other functions

-2011-2015	Member of the Audit Committee of Prevent FAD d.o.o.
- since 2015	Chair of the Audit Committee of Prevent FAD d.o.o.

-2013-2015	Member of the Audit Committee of Moja banka_ASA Group
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Wolfsburg, May 8, 2017

Resume

Name Jaensch
First name Franziska
Date of birth 12.08.1982

Nationality German
Marital status single

Ausbildung

- 2003 - 2008 Studied Business Administration
(Majored in production management & Logistics,
corporate governance & organization), Otto-von-
Guericke University, Magdeburg
Qualification: "*Diplom-Kauffrau*"

Professional experience

-2008-2010 Project Manager, Supply Chain Management &
Contract Logistics,
Hellmann Worldwide Logistics, Osnabrück

-2010-2012 Head of Logistics, Prevent Group,
Prevent DEV GmbH, Wolfsburg

-2012-2013 Management of Prevent Spare Parts d.o.o.,
Slovenj Gradec, Slovenia

-2013-2016 Management of Eybl Austria GmbH,
Krems-on-Danube, Austria

- since 2016 Management
Prevent Foamtec GmbH, Stendal

- since 2016 Project: S CM Optimization, ALNO AG, Pfullen-
dorf