

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
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DR. ANDREAS STRENKERT, M.Jur. (Oxford)
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Munich, May 9, 2017
00387-16/FE/NW

Countermotion to agenda item 4

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 4, request individual ratification of the members' actions and submit the following countermotion:

"Ratification of the actions of the members of the Supervisory Board is denied, except for Dr. Hans Liebler."

REASONS:

[Note from the Company: The reasons for this countermotion will not be made accessible in accordance with Section 126 para. 2 sentence 1 no. 1 of the German Stock Corporations Act (AktG). For further particulars, please refer to the statement issued by the Executive Board on the countermotion re: agenda item 4.]

[Signature]

Franz Enderle
Rechtsanwalt