

Terms and conditions of participation

1. Requirements for attending the Annual General Meeting and exercising voting rights

In accordance with article 22 of the Articles of Association, only those shareholders who register for the Annual General Meeting and provide proof of share ownership are entitled to participate in the Annual General Meeting and exercise their voting rights. Proof of share ownership shall be true as of the beginning of the 21st day prior to the date of the Annual General Meeting, i.e. 00.00 hours on May 3, 2017 (“record date”). In accordance with section 126b of the German Civil Code (BGB – Bürgerliches Gesetzbuch), the proof of share ownership must be provided in the form of written confirmation issued by the custodian bank at which the shares are held.

The confirmation must be in German or English. Registration and proof of share ownership must be received by the Company at the following address on or before the end of the day on May 17, 2017:

GRAMMER AG
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main
Telefax: +49 69 12012-86045
E-Mail: WP.HV@db-is.com

Significance of the record date

For the purpose of relations with the Company, only those persons who have provided proof that they hold shares in its share capital may attend the annual general meeting and exercise voting rights. Entitlement to attend the shareholder meeting and the extent to which voting rights may be exercised are determined solely on the basis of the shares held by the shareholder on the record date. The date of proof does not entail any block on the sale of the shares. Notwithstanding the fact that they may have been sold in full or in part after the record date, the shares held by the shareholder on the record date are solely decisive for determining eligibility for attending the annual general meeting and the scope of the voting rights accruing to the shareholder. In other words, the sale of shares after the record date does not prejudice eligibility to attend the annual general meeting and the extent to which voting rights may be exercised. This applies equally if shares are acquired after the record date. For example, anyone who is not a shareholder on the record date but purchases shares in the Company prior to the Annual General Meeting has no right to attend the Annual General Meeting or exercise any voting rights. The record date does not have any relevance for determining dividend entitlement.

2. Procedure for proxy voting

a) Procedure for voting by a proxy

Shareholders may also vote by proxy at the Annual General Meeting by authorizing an agent such as a bank, a shareholder association or any other person of their choice to exercise their voting rights on their behalf. In this case as well, it is necessary to register and provide proof of share ownership within the specified period. If the shareholder issues voting authorization to more than one person, the Company may reject one or more of them in accordance with section 134 (3) sentence 2 AktG. Proxies, notice of revocation of proxies and proof of authorization must be served on the Company in text form. Shareholders intending to authorize a bank, an association of shareholders or any institutions or persons within the meaning of section 135 AktG should note that in such cases the relevant institution or person may require a particular form of authorization as they must retain a record of the authorization in accordance with section 135 AktG. We therefore advise such shareholders to enquire with their chosen proxies as to the proper form of authorization. Proof of authorization may be submitted by the proxy representative at the meeting venue on the day of the Annual General Meeting. In addition, proof of authorization or notice of revocation of authorization may be submitted to the Company at the following address, fax number or e-mail address:

GRAMMER AG
– Annual General Meeting –
Georg-Grammer-Str. 2
92224 Amberg
Telefax: +49 9621 66-32000
E-Mail: hv@grammer.com

b) Procedure for proxy voting through a voting representative nominated by the Company

The Company also offers shareholders the option of exercising their voting rights by proxy through a voting representative nominated by the Company but bound by the shareholder's instructions. Proxies, notice of revocation of proxies and proof of authorization must be served on the Company in text form. The form sent to shareholders with their admission tickets may be used to authorize and instruct a voting representative nominated by the Company. A form is also available for downloading at www.grammer.com/en under Investor Relations and Annual General Meeting. Please note that, if a voting representative nominated by the Company is utilized, it is still necessary to register for the Annual General Meeting and to submit proof of share ownership. The authorization and instructions to the voting representative must be received by 24:00 hours on May 23, 2017, exclusively at the following address:

GRAMMER AG

Annual General Meeting 2017



GRAMMER AG
– Annual General Meeting –
Georg-Grammer-Str. 2
92224 Amberg
Telefax: +49 9621 66-32000
E-Mail: hv@grammer.com

We also offer attending shareholders who have duly registered within the requisite period the option of authorizing at the time of the meeting voting representatives nominated by the Company to exercise their voting rights.

3. Procedure for absentee voters

Shareholders who do not intend to take part in the Annual General Meeting have the option of voting by absentee ballot, using the appropriate form found on the back of their ticket. Shareholders receive the absentee ballot form with the admission ticket to the meeting, which is sent to them when they duly register within the requisite period. A form will also be available for downloading from www.grammer.com under Investors Relations and Annual General Meeting no later than on the record date (see 1. "Requirements for attending the Annual General Meeting and exercising voting rights"). Please note that, if an absentee ballot is utilized, it is still necessary to register for the Annual General Meeting and to submit proof of share ownership. Absentee ballots may be submitted, changed or withdrawn on or before 24:00 hours on May 23, 2017, using the address stated under section 2 a) (Procedure for proxy voting through an authorized voting representative). Personal attendance at the Annual General Meeting will also be deemed to constitute withdrawal of previously submitted absentee ballots. Further details are available to shareholders in the instructions on the admission ticket or on the form available for downloading via the Internet.

4. Information on shareholder rights under sections 122 (2), 126 (1), 127 and 131 (1) AktG

a) Additions to the agenda (section 122 (2) AktG)

Shareholders whose combined shares amount to at least one-twentieth of the Company's share capital, which equates to 577,234 shares as of the date on which the Annual General Meeting is convened, or a proportionate ownership of at least EUR 500,000 (195,313 shares as of the date on which the Annual General Meeting is convened) may request that items be placed on the agenda and published. Each new item must be accompanied by an explanation or a proposed motion. This request must be served on the Executive Board in writing. Requests for additions to the agenda must be received by the Company at least 30 days prior to the Annual General Meeting, i.e. by 24.00 hours on April 23, 2017 at the following address:

Executive Board of GRAMMER AG
– Annual General Meeting –

Georg-Grammer-Str. 2
92224 Amberg, Germany

The persons requesting such addition must prove that they have held the minimum required number of shares for at least 90 days prior to the date of receipt of the request and that they have continued to hold them up to and including the day on which the Executive Board makes a decision on such request. Immediately upon receipt of a request for publication of an addition to the agenda, the Company will publish it in the electronic Federal Gazette and forward the information to media sources that can be expected to disseminate it throughout the entire European Union. Such requests will also be made available and reported to shareholders at www.grammer.com/en under Investor Relations and Annual General Meeting.

b) Countermotions and voting proposals (section 126 (1), 127 AktG)

In accordance with section 126 (1) AktG, every shareholder may submit resolution proposals on the items in the agenda. Countermotions must be backed up by reasons. Countermotions must be received no later than 14 days prior to the Annual General Meeting, i.e. by 24:00 hours on May 9, 2017:

GRAMMER AG
– Annual General Meeting –
Georg-Grammer-Str. 2
92224 Amberg
Telefax: +49 9621 66-32000
E-Mail: hv@grammer.com

Countermotions and voting proposals sent to any other address will not be accepted.

Subject to section 126 (2) and (3) AktG, countermotions submitted by shareholders including the name of the shareholder and supporting information as well as any statements by the Executive Board will be made available at www.grammer.com/en under Investor Relations and Annual General Meeting. Under section 127 AktG, these provisions also apply to the proposal by a shareholder concerning the election of members to the Supervisory Board and the election of the statutory auditors. No grounds, however, must be given for such nominations. In addition to the reasons mentioned in section 126 (2) AktG, the Executive Board is not required to disclose any voting proposals that do not contain the name, current profession and place of residence of the candidate. Countermotions and voting proposals are only deemed to have been submitted if they are announced during the Annual General Meeting. This is without prejudice to the right of all shareholders to submit countermotions and voting proposals concerning the various items of the agenda during the Annual

General Meeting, notwithstanding their failure to submit them to the Company prior to the Annual General Meeting within the requisite period.

c) Right to receive information (section 131 (1) AktG)

At the Annual General Meeting, any shareholder or shareholder representative may request from the Executive Board information on the activities of the Company, its legal and commercial relationships with affiliated companies and the situation of the group and the consolidated companies provided that such information is necessary for a proper assessment of an item of the agenda and no statutory right to withhold the information applies. All requests for information must be submitted orally at the Annual General Meeting when the floor is open for discussion. The Executive Board may refuse the request under the conditions set forth in section 131 (3) AktG. In accordance with article 24 (3) of the Articles of Association, the chairman of the Annual General Meeting may set reasonable time limits for shareholders to exercise their right to ask questions and address the meeting. In particular, he may define the time constraints for conducting the meeting, opening the floor for discussion of any items of agenda and exercising the rights to address the assembly or ask questions on any items of the agenda or the rights of individual shareholders to address the assembly and ask questions. More detailed information on shareholder rights to submit proposals (section 122 (2), 126 (1), 127 (1) AktG) and to request information (section 131 (1) AktG) are available online at www.grammer.com/en under Investor Relations and Annual General Meeting.

d) Documents

The following information is available on the company website www.grammer.com/en under Investor Relations and Annual General Meeting and at the annual general meeting:

- The contents of this invitation,
- Report by the Executive Board on the utilization of the authorization granted at the Annual General Meeting of May 28, 2014 for the issue of mandatory convertible bonds subject to the exclusion of the shareholders' pre-emptive subscription rights in February 2017,
- The explanation of any items of the agenda on which no resolution is to be passed,
- The documentation to be made available to the shareholders,
- The total number of shares and rights on the date on which the meeting is convened,
- The forms for proxy authorization and absentee voting [available from the record date at the latest (see above)],
- Additional information on the shareholders' rights: right to make additions to the agenda, submit counter motions or voting proposals, information rights.

5. Total number of shares and voting rights

As of the date on which the Annual General Meeting is convened, the Company's share capital is divided into 11,544,674 no-par value shares with an equal number of voting rights. Accordingly, there are 11,544,674 voting rights. As of the date on which this meeting is convened, the Company's treasury stock comprises 330,050 shares, for which no voting rights arise.