

INVITATION

to the 2017 Annual General Meeting
of GRAMMER AG
(Non-binding translation of the German original)



KEY FIGURES ACCORDING TO IFRS

GRAMMER GROUP

IN EUR M

	2016	2015
Group revenue	1,695.5	1,425.7
Automotive revenue	1,270.8	1,008.1
Seating Systems revenue	473.6	458.4
Income statement		
EBITDA	120.2	83.2
EBITDA-margin (in %)	7.1	5.8
EBIT	73.0	42.7
EBIT-margin (in %)	4.3	3.0
Operating EBIT	68.1	39.0
Profit/loss (-) before income taxes	62.7	35.7
Net profit/loss (-)	45.2	23.8
Statement of financial position		
Total assets	1,050.6	992.1 ²
Equity	271.2	253.4
Equity ratio (in %)	26	26
Net financial debt	139.1	155.5
Gearing (in %)	51	61
Investments (without M & A)	56.2	47.9
Depreciation and amortization	47.2	40.5
Employees (December 31)	12,250	11,397
Key share data		
Share price (Xetra closing price in EUR)	47.55	27.32
Market capitalization (in EUR m)	548.9	315.4
Dividend (in EUR)	1.30 ¹	0.75
Earnings per share (in EUR)	4.01	2.10

¹ Proposal.

² Figures for the previous year adjusted in accordance with IFRS 3.49. See also Note 4 of the Notes to the Consolidated Financial Statements on business combinations.

GRAMMER AKTIENGESELLSCHAFT AMBERG

GERMAN SECURITIES ID (WKN): 589540

ISIN: DE0005895403

Invitation to the Annual General Meeting

We hereby invite the shareholders of our Company to
the Annual General Meeting

at 10:00 a.m. on Wednesday, May 24, 2017

at

ACC – Amberger Congress Centrum,
Schießstätteweg 8,
D-92224 Amberg, Germany

MEETING AGENDA

- 1 Presentation of the approved GRAMMER AG annual financial statements and the approved consolidated financial statements, the management report of GRAMMER AG and the GRAMMER Group, the explanatory report of the Executive Board with respect to the disclosures in accordance with sections 289 (4) and 315 (4) of the German Commercial Code (Handelsgesetzbuch – HGB) and the report of the Supervisory Board for fiscal year 2016**

No resolution will be passed on this item 1 of the agenda. Section 175 (1) sentence 1 of the German Stock Corporation Act (Aktengesetz – AktG) merely requires Executive Board to convene the Annual General Meeting for the presentation of the approved annual financial statements and management report as well as, in the case of a parent company, the presentation of the consolidated financial statements and group management report approved by the Supervisory Board. In accordance with section 175 (2) and section 176 (1) sentence 1 AktG, the Executive Board must submit to the Annual General Meeting documentation including the annual financial statements, the management report, the report of the Supervisory Board, the Management Board's proposal concerning the appropriation of net retained profits and – in the case of a company listed on a stock exchange – an explanatory report on the disclosures provided in accordance with sections 289 (4) and 315 (4) HGB and, in the case of a parent company, the consolidated annual financial statements, the group management report and the related report of the Supervisory Board.

- 2 Resolution on the appropriation of net retained profits as of December 31, 2016**

The Executive Board and Supervisory Board propose the following appropriation of GRAMMER AG's net retained profits, totaling EUR 51,245,730.33 as of December 31, 2016:

- a) distribution of EUR 14,579,011.20 as a dividend of EUR 1.30 per dividend-entitled share, and
- b) carry-forward of the balance of EUR 36,666,719.13.

The above proposal for the appropriation of the Company's profit takes into account that, at the time of convocation of the Annual General Meeting, the company holds 330,050 own shares which are

not dividend-entitled. The number of dividend-entitled shares may change by the time the Annual General Meeting takes place. In this case, the dividend proposal will be adjusted accordingly to result in an unchanged dividend of EUR 1.30 per dividend-entitled share and submitted to the Annual General Meeting.

In accordance with section 58 (4) sentence 2 of the German Stock Corporation Act (Aktiengesetz – AktG) as amended with effect from January 1, 2017, the dividend will become due for payment on the third business day following the date on which the resolution is passed at the Annual General Meeting, i.e. on May 29, 2017.

3 Resolution on the ratification of the actions of the members of the Executive Board in fiscal year 2016

The Executive Board and Supervisory Board propose that the actions of the members of the Executive Board in fiscal year 2016 be ratified.

4 Resolution on the ratification of the actions of the members of the Supervisory Board in fiscal year 2016

The Executive Board and Supervisory Board propose that the actions of the members of the Executive Board fiscal year 2016 be ratified.

5 Resolution on the selection of the auditor and the group auditor as well as the auditor of the interim financial statements for fiscal year 2017

Based on the recommendation of the Audit Committee, the Supervisory Board proposes the appointment of

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Wirtschaftsprüfungsgesellschaft
Nuremberg

as auditor and group auditor for fiscal year 2017, and to review, as needed, the abridged financial statements and interim management report contained in the semi-annual financial report as of June 30, 2017.

Report by the Executive Board on the utilization in February 2017 of authorization granted at the Annual General Meeting of May 28, 2014 to issue mandatory convertible bonds subject to the exclusion of the shareholders' preemptive subscription rights.

The Executive Board was authorized at the Annual General Meeting on May 28, 2014 to issue subject to the Supervisory Board's approval bearer option bonds or convertible bonds in a total nominal amount of up to EUR 300,000,000.00 (say: three hundred million euros) with a term of no more than 20 years (hereinafter referred to as the "**Bonds**") once or repeatedly on or before May 27, 2019 and to grant the holders of option bonds option rights or, as the case may be, the holders of convertible bonds conversion rights for up to 5,772,337 (say: five million seven-hundred and seventy-two thousand three-hundred and thirty-seven) new bearer shares in the Company with a proportionate share of the Company's share capital of a total of up to EUR 14,777,182.72 (say: fourteen million seven-hundred and seventy-seven thousand one hundred and eighty-two euros and seventy-two euro-cents) in accordance with the specific terms and conditions of the issue of the bonds. Different durations may be agreed for the bonds and, hence, the related conversion and option rights. The terms and conditions applicable to the option bonds or convertible bonds may also provide for an option or conversion obligation at the end of the term or on any other date.

In particular, the Executive Board is authorized subject to the Supervisory Board's approval to fully exclude the shareholders' preemptive subscription rights in respect of the bonds issued on a cash basis provided that the Executive Board is satisfied after due and proper consideration that the issue price of the bonds is not materially less than their hypothetical market value as calculated in accordance with acknowledged methods, particularly those which apply the principles of financial mathematics. However, this authorization to exclude the shareholders' preemptive subscription rights applies only to bonds with an option or conversion right or obligation with respect to shares representing a proportionate amount of the Company's share capital which does not exceed a total of 10% of the Company's share capital either on the date on which the authorization takes effect or – if this value is lower – on the date on which it is exercised.

Reference should be made to the resolution passed at the Annual General Meeting of May 28, 2014 for further details of this authorization.

Contingent capital has been created for the purposes of issuing the bonds. Under article 5 (4) of the Company's Articles of Association, the Company's share capital may be increased on a contingent basis by up to EUR 14,777,182.72 (say: fourteen million seven-hundred and seventy-seven thousand one hundred and eighty-two euros and

seventy-two euro-cents) through the issue of up to 5,772,337 (say: five million seven-hundred and seventy-two thousand three-hundred and thirty-seven) new bearer shares with profit participation entitlement from the beginning of the year in which they are issued (“**contingent capital 2014/I**”). The contingent capital has been created so that shares can be granted to the bearers of bonds issued by the Company under the authorization granted at the Annual General Meeting of May 28, 2014 in accordance with item 8 of the agenda of that meeting. It will be utilized only as far as the conversion rights are exercised or the conversion obligations are settled under the aforementioned bonds.

On February 14, 2017, the Company made partial use of the authorization granted at the Annual General Meeting of May 28, 2014 and issued non-secured, non-subordinated mandatory convertible bonds with a total nominal amount of EUR 60,000,000.00 (hereinafter jointly referred to as the “**Mandatory Convertible Bonds 2017**”), divided into individual bonds with a nominal value of EUR 100,000.00 each, which may be converted into new and/or existing bearer shares of the Company. The Mandatory Convertible Bonds 2017 were issued to JAP Capital Holding GmbH. The preemptive rights of the Company’s shareholders to subscribe to the Mandatory Convertible Bonds 2017 were excluded with the Supervisory Board’s consent.

The Mandatory Convertible Bonds 2017 were issued at 100% of their nominal amount. They expire on February 14, 2018. Upon expiry, the Mandatory Convertible Bonds 2017 must be converted into shares in the Company unless the bond creditor exercises its conversion right at an earlier date. The coupon stands at 1.625% p.a. The initial conversion price is EUR 56.4734 per share.

The Company has made use of the possibility provided for by section 221 (4) sentence 2 AktG in connection with section 186 (3) sentence 4 AktG in the authorization granted at the Annual General Meeting of May 28, 2014 to exclude the shareholders’ preemptive subscription rights. The Executive Board and the Supervisory Board were satisfied that the conditions for excluding the shareholders’ preemptive subscription rights were fulfilled:

The Mandatory Convertible Bonds 2017 will initially be convertible into up to 1,062,447 new and/or existing bearer shares of the Company. This is equivalent to a proportion of around 9.2% of the Company’s share capital at the date on which the authorization takes effect and also on the date on which the authorization is

exercised. The restriction provided for in the authorization granted at the Annual General Meeting of May 28, 2014 to the effect that the number of shares granted through the exercise of the Mandatory Convertible Bonds 2017 issued subject to the exclusion of the shareholders' preemptive subscription rights must not exceed 10% of the Company's share capital has thus been observed.

Similarly, the requirements provided for in the authorization granted at the Annual General Meeting of May 28, 2014 with respect to the determination of the issue price of the Mandatory Convertible Bonds 2017 have been fulfilled. After due and proper consideration, the Executive Board is satisfied that the issue price of the Mandatory Convertible Bonds 2017 is not materially less than their theoretical market price calculated in accordance with generally acknowledged principles of financial mathematics as defined in sections 221 (4) sentence 2 and 186 (3) sentence 4 AktG. This has been confirmed in a corresponding statement by the underwriting bank.

The shareholders' interests have been duly taken into account as the price of the Mandatory Convertible Bonds 2017 comes close to their theoretical market value and their convertibility into shares of the Company is subject to a restriction of 9.2% of the Company's share capital. This is because the availability of a liquid market means that shareholders are generally able to maintain the relative size of their share in the Company by buying additional shares via the stock exchange on comparable terms. The issue of the Mandatory Convertible Bonds 2017 did not result in any significant economic dilution of the shareholders' holdings.

The issue of the mandatory convertible bond 2017 to JAP Capital Holding GmbH was and remains in particular interests of the Company and its shareholders.

JAP Capital Holding GmbH is a subsidiary of JAP Capital Limited (Wanchai, Hong Kong), which in turn is a subsidiary of Wing Sing International Co., Ltd. with registered offices in Samoa ("**Wing Sing**"), which is affiliated with Ningbo Jifeng Auto Parts Co., Ltd. with registered offices in Ningbo, China ("**Jifeng**"). Jifeng specializes in producing headrests, central and door armrests for automotive OEMs. The decision to select Jifeng was preceded by an extensive and detailed process over an extended period of time to find a suitable strategic partner in China.

The Company, Wing Sing and Jifeng have signed a letter of intent providing for the establishment of a strategic partnership between

Jifeng and the Company, for the incorporation of a joint venture in the automotive segment in China and for the investor to enter the Company as a significant new shareholder. Under the future strategic alliance in China, it is intended that Jifeng will acquire a share in GRAMMER AG's subsidiaries in China via a joint venture. The planned alliance will allow both companies to additionally expand their presence in the crucial Chinese market and to gain improved access to local and international OEMs in China. China as the world's fastest-growing automotive market offers particular potential for GRAMMER AG. However, the Chinese automotive market contributes only 15% of the Company to the global revenue generated in the Automotive Division. The Executive Board and the Supervisory Board believe that the partnership with Jifeng will open up substantially broader access to the Chinese market for the Company. The parties have already signed a memorandum of understanding in which they have agreed on key elements of a future strategic alliance in the Chinese market.

The placement of the Mandatory Convertible Bonds 2017 with a company affiliated with Jifeng will form the basis for the establishment of a joint strategic alliance with Jifeng in the Chinese market. In addition, the Executive Board and the Supervisory Board believe that the issue of Mandatory Convertible Bonds 2017 will allow the Company to secure a principal strategic shareholder that will support and safeguard the Company's successful corporate strategy. The Executive Board and the Supervisory Board therefore believe that the issue of the Mandatory Convertible Bonds 2017 to JAP Capital Holding GmbH and the resultant exclusion of the shareholders' preemptive subscription rights are justified in the light of the Company's interests.

The issue of Mandatory Convertible Bonds 2017 constitutes a form of finance that is in the Company's interests. The structure of the funding instrument as a convertible bond with a duty of conversion at the end of the bond period at the latest will strengthen the equity ratio and thus optimize the Company's balance sheet structure. This will protect its "investment grade" rating and thus ensure that GRAMMER AG remains able to fund itself flexibly and inexpensively in the capital market. At the same time, this enhanced funding flexibility will permit the GRAMMER Group to continue its successful strategy of exogenous growth.

The gross proceeds from the issue of the Mandatory Convertible Bonds 2017 equal EUR 60,000,000.00. The Company will use the net proceeds from the issue to further its strategic goals and for

general business purposes. In particular, the issue of the mandatory convertible bond 2017 will strengthen the Company's equity base, allowing it to finance the GRAMMER Group's domestic and international strategic growth. In addition to its organic growth, the GRAMMER Group has been engaging in targeted acquisitions over the last few years to expand its product range and technology in its core product segments and thus to decisively enhance its technological competitiveness. With the acquisition of the REUM Group in 2015, the range of innovative interior products was widened and valuable skills gained in key processes such as high-end surface-finishing and injection mold technology. In order to continue this successful exogenous growth strategy, the equity gained from Mandatory Convertible Bonds 2017 will be specifically used to reinforce the Group's product range, innovativeness and profitability via acquisitions both nationally and internationally.

Among other things, the Company plans to use the proceeds from the issue of Mandatory Convertible Bonds 2017 for the following purposes:

- Acquisitions in the electronics segment to strengthen the GRAMMER Group's technological capabilities in this area and thus to secure a successful future for the Group against the backdrop of the growing importance of electronics in the automotive market and to widen its range and strengthen its global presence particularly in North America;
- Construction of a new development center and relocation of the Group headquarters to boost efficiency;
- Establishment of an R&D joint venture to strengthen expertise and efficiency in design, construction and project coordination activities.

In light of the factors outlined above, the exclusion of the shareholders' preemptive subscription rights in accordance with the requirements of the authorization granted at the Annual General Meeting of May 28, 2014 was objectively justified.

TERMS AND CONDITIONS OF ATTENDANCE

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 –
 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 countermotions 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.

Amberg, April 2017

The Executive Board

ORGANIZATIONAL REMARKS

OPENING OF THE ANNUAL GENERAL MEETING VENUE

Wednesday, May 24, 2017 at 09.00 a.m.

ORDER SERVICE

We will gladly send you the current Grammer AG Annual Report, additional copies of this invitation and documents regarding Agenda Item 1 free of charge. Orders can be addressed to us either in writing or by means of telephone or e-mail via the contact address cited overleaf.

Further information is available at our Internet website under the heading "Investor Relations", including annual reports and interim reports for download. There is also the opportunity of receiving corporate news regularly by e-mail. In order to make use of this information service free of charge, simply register on our website.

FREE PARKING

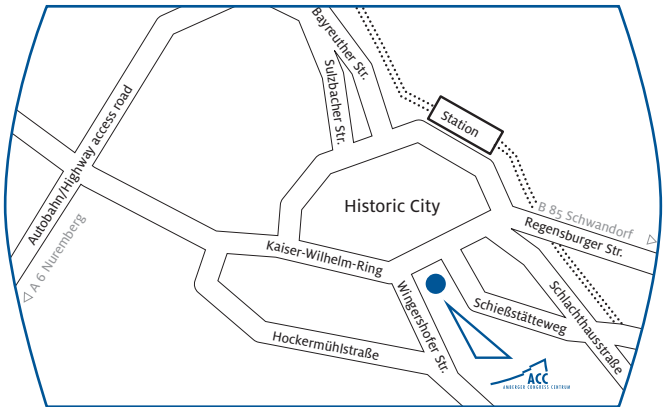
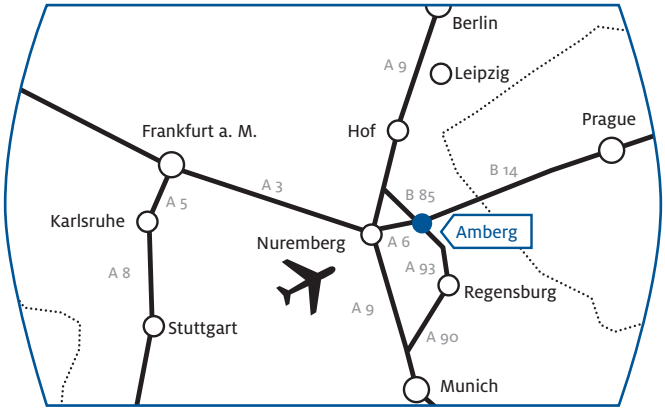
Free car parking is available for visitors to the Annual General Meeting in the "Kurfürstenbad" garage at the Amberger Congress Centrum.

DIRECTIONS

ACC – Amberger Congress Centrum

Schießstätteweg 8

92224 Amberg/Germany



GRAMMER AG

Georg-Grammer-Straße 2
D-92224 Amberg
Phone +49 9621 660

www.grammer.com