

GRAMMER AG

Annual General Meeting 2019

Frequently Asked Questions

1. When will the GRAMMER Annual General Meeting take place?

The ordinary Annual General Meeting 2019 of GRAMMER AG will be held on **July 12, 2019, 10.00 a.m.**

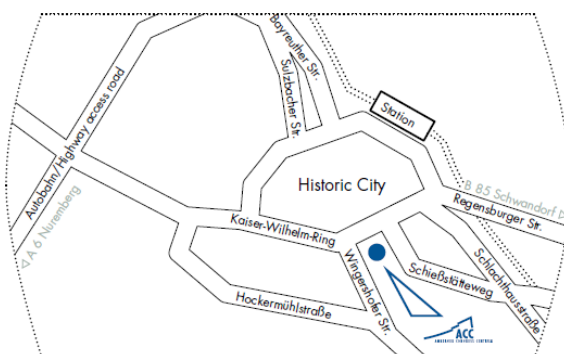
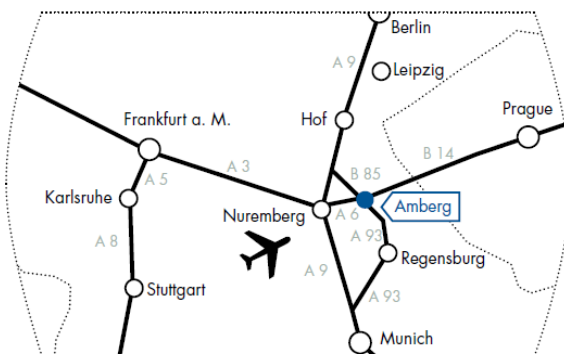
at the ACC – Amberger Congress Center, Schießstätteweg 8, 92224 Amberg, Germany.

Venue opens at 09:00 a.m.

Free car parking is available for visitors to the Annual General Meeting in the “Kurfürstenbad” garage at the Amberger Congress-Center

Directions

ACC - Amberger Congress Center, Schießstätteweg 8, 92224 Amberg, Germany



2. What are the items of the agenda?

The agenda of the Annual General Meeting 2019 of GRAMMER AG has been published on May 31, 2019 in the Federal Gazette (“Bundesanzeiger”) and is available on our website www.grammer.com.

Please find enclosed the link to the Annual General Meeting menu on our website:

<https://www.grammer.com/en/investor-relations/hauptversammlung/2019.html>

3. Who can participate at the Annual General Meeting?

In accordance with section 22 of the Articles of Association, only those shareholders shall have a right to participation in the Annual General Meeting and exercise of voting rights that register for the Annual General Meeting providing proof of share ownership. The proof of share ownership must relate to the situation at the beginning of the 21st day prior to the Annual General Meeting, which is June 21, 2019, 00.00 hours (“record date”). According to section 126b of the German Civil Code (BGB – Bürgerliches Gesetzbuch), the proof of share ownership provided by unification from the custodian must be in textform. The verification must be in German or English. Registration and the proof of share ownership must be received by the company at the latest by July 5, 2019 at the following address:

GRAMMER AG
c/o Computershare Operations Center
80249 München

Telefax: +49 89 30903-74675
E-Mail: anmeldestelle@computershare.de

4. What is the registration deadline?

Registration and the proof of share ownership must be received by the company at the latest by July 5, 2019 at the following address:

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c/o Computershare Operations Center
80249 München

Telefax: +49 89 30903-74675
E-Mail: anmeldestelle@computershare.de

After timely receipt of the registration and the proof of share ownership, the shareholders will be sent tickets for admission to the Annual General Meeting. In order to ensure timely receipt of the admission tickets, we would ask shareholders to please see to early sending of the registration and the proof of share ownership to the above address.

Significance of the record date

In relation to the company, only those shareholders shall have a right to participation in the Annual General Meeting and exercise of voting rights that provide proof of share ownership. The right to participation and number of votes is determined exclusively by the number of shares held by the shareholder on the record date. There is no prohibition on sale of the shares in the period between the record date and the Annual General Meeting. Even if all or a portion of the shares are disposed of after the record date, the right of participation and the number of votes is based solely on the relevant share holdings on the record date, i. e. disposals of shares after the record date have no effect on the right to participate or the number of voting shares. The same applies to acquisitions of new and additional shares after the record date. Anyone, for example, 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 or vote. The record date also has no bearing on dividend rights.

5. How can shareholders register to attend the Annual General Meeting?

The invitation to the GRAMMER Annual General Meeting together with the agenda will be sent to the shareholders via their custodian banks automatically.

The shareholder may request from his custodian bank the admission ticket for himself or his proxy representative by using the response letter sent to him together with the invitation by his custodian bank. The response letter must be filled out and timely, i.e. until the date printed on the response letter, sent back to the custodian bank.

Thereafter, the shareholder or his proxy representative will receive the admission ticket by mail.

6. What can a shareholder do who has not received an invitation to the Annual General Meeting?

GRAMMER AG shares are bearer shares, invitations to the Annual General Meeting are sent to the shareholders via their custodian banks.

If you have not received an invitation, please contact your custodian bank as soon as possible.

7. What is the procedure for voting by a proxy?

Shareholders may have their voting rights exercised at the Annual General Meeting by an authorized proxy voting representative, e.g. a bank or an association of shareholders or other person of their choosing. In this case as well, timely registration and proof of share ownership are obligatory. If the shareholder provides more than one person with a voting authorization, the company has the right to reject one or more of them in accordance with section 134 (3) sentence 2 AktG.

The granting of the voting authorization, its revocation and the proof of authorization to the company require text form.

Shareholders intending to authorize a bank, an association of shareholders or any of the 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 these must retain a record of the authorization in accordance with section 135 AktG. We thus 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 on the day of the Annual General Meeting at the meeting venue. Moreover, the proof of authorization to the company, or the revocation of authorization may be submitted via the following address, fax number or e-mail address:

GRAMMER AG
c/o Computershare Operations Center
80249 München

Telefax: +49 89 30903-74675
E-Mail: anmeldestelle@computershare.de

Procedure for exercising voting rights by a voting representative of the company

The company also offers shareholders the ability to exercise their voting rights by proxy through a voting representative of the company subject to shareholder instructions. The granting of the voting authorization, its revocation and the proof of authorization to the company require text form. The form sent to shareholders with their admission tickets may be used to authorize and instruct a company voting representative. This form is also available for download at <https://www.grammer.com/en/investor-relations/hauptversammlung/2019.html>.

Please note that, in the case of voting through a company voting representative, proper registration and proof of share ownership are obligatory. The authorization and instructions to the voting representative must be received by July 11, 2019, 24.00 hours, exclusively at the following address:

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c/o Computershare Operations Center
80249 München

Telefax: +49 89 30903-74675

E-Mail: anmeldestelle@computershare.de

We also offer attending shareholders who have registered properly by the deadline the option of authorizing voting representatives named by the company at the time of the meeting to exercise their voting rights.

8. What is the 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 voting form with the admission ticket to the meeting, which is sent to them upon proper and timely registration as described above. This form is also available for download at www.grammer.com/en under Investor Relations and Annual General Meeting. Please note that, in the case of voting via absentee ballot, proper registration and proof of share ownership are obligatory.

Absentee ballots may be submitted, changed or withdrawn until July 11, 2019, 24.00 hours, using the following address

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c/o Computershare Operations Center
80249 München

Telefax: +49 89 30903-74675

E-Mail: anmeldestelle@computershare.de

Personal participation in the Annual General Meeting shall also be deemed a withdrawal of submitted absentee ballots.

If absentee ballots and proxies/voting instructions are received, absentee ballots will always be deemed to take precedence. If contrary declarations are received via different channels and if it is not evident which one has the most recent date, they will be assumed to have been received in the following order: 1. by e-mail, 2. by telefax, 3. in paper form.

Further details are available to shareholders in the instructions on the admission ticket or on the form available at <https://www.grammer.com/en/investor-relations/hauptversammlung/2019.html>.