



# Invitation

TO THE  
2017 ANNUAL  
GENERAL MEETING



**Manz AG**  
**Reutlingen**  
**ISIN DE000A0JQ5U3**

**2017 Annual General Meeting**

**Tuesday, July 04, 2017,**  
**10:00 a.m.**

**Location:**  
**FILharmonie Filderstadt**  
**Tuebinger Straße 40**  
**70794 Filderstadt**

## AGENDA

- 1. Presentation of the approved annual financial statements and the approved consolidated financial statements as at December 31, 2016, and of the management reports for Manz AG and the Group for the 2016 financial year, including the explanatory notes on the information provided pursuant to § 289 paragraph 4 and § 315 paragraph 4 HGB and the Supervisory Board report for the 2016 financial year**

The aforementioned documents must by law be made available at the Annual General Meeting and they can be downloaded from the company's website at: [www.manz.com](http://www.manz.com) under the "Investor Relations" heading by using the "2017 Annual General Meeting" link. The documents can also be viewed at the headquarters of Manz AG, Steigaeckerstraße 5, 72768 Reutlingen. Each shareholder will be provided with a copy of these documents, promptly and free of charge, upon request.

At the Annual General Meeting the Managing Board will comment on the documents which it presents, and the chairman of the Supervisory Board will comment on the Supervisory Board report. The shareholders will have the opportunity to ask questions on these matters at the Annual General Meeting in accordance with their right to be provided with information. In accordance with the legal provisions, no resolution will be voted on in relation to Item 1 of the agenda since the Supervisory Board has already approved the annual financial statements and consolidated financial statements drawn up by the Managing Board.

**2. Resolution concerning the formal approval of the action of the members of the Managing Board for the 2016 financial year**

The Managing Board and Supervisory Board propose to formal approve the action of the members of the Managing Board for the 2016 financial year.

**3. Resolution concerning the formal approval of the action of the members of the Supervisory Board for the 2016 financial year**

The Managing Board and Supervisory Board propose to formal approve the action of the members of the Supervisory Board for the 2016 financial year.

**4. Resolution concerning the election of the auditor of the annual financial statements and the consolidated financial statements for the 2017 financial year**

The Supervisory Board proposes to elect BEST AUDIT GmbH Wirtschaftsprüfungsgesellschaft, Reutlingen, as the auditor for the company and the Group for the 2017 financial year.

**5. Resolution concerning the enlarging of the Supervisory Board to four members and the change in the articles of association**

In accordance with § 8 paragraph 1 sentence 1 of the articles of association, the Supervisory Board of the company currently comprises three members elected by the General Meeting. In the light of the proposal set out in Item 6 of the agenda for Dieter Manz to be elected to the Supervisory Board, the Board shall be enlarged by one seat so that it comprises four members.

The Managing Board and the Supervisory Board propose to resolve:

a) Enlargement of the Supervisory Board

The Supervisory Board of the company will in future comprise four members to be elected by the General Meeting.

b) Changes in the articles of association

(1) § 8 paragraph 1 sentence 1 of the articles of association is amended as follows:

“The Supervisory Board consists of four members who are elected by the General Meeting”.

(2) § 10 paragraph 3 sentence 1 of the articles of association is amended as follows:

“The Supervisory Board is quorate if an invitation to attend the meeting has been sent to all the Supervisory Board members at their last known address and if at least three Supervisory Board members participate in its resolution, at which the casting of written votes is deemed to be a participation in the resolution.”

## **6. Election to the Supervisory Board**

According to the change to the articles of association that is proposed in agenda Item 5, the Supervisory Board of the company is to be enlarged from its current three members to four members. An election is therefore to be carried out to choose an additional Supervisory Board member.

After registering the change to the articles of association that is proposed under agenda Item 5 in the commercial register, the Supervisory Board of the company will comprise four members who are elected by the General Meeting, in accordance with § 96 paragraph 1 Alt. 6 and § 101 paragraph 1 of the German Stock Corporation Act (AktG) in conjunction with § 8 paragraph 1 sentence 1 of the articles of association. According to § 8 paragraph 1 sentences 2 through 4 of the articles of association, the member who is to be elected at this year's General Meeting can be elected at the most for a period until the termination of the Annual General Meeting which decides on the formal approval of the action for the 2021 financial year.

In view of the objectives specified by the Supervisory Board in relation to its composition, the Supervisory Board proposes to elect

Mr Dieter Manz, Schlaitdorf,  
Chief Executive Officer of Manz AG,

to the Supervisory Board for a term of office until the termination of the Annual General Meeting which decides on the formal approval of the action for the 2020 financial year, subject to the suspensive condition that the change to the articles of association that is decided upon according to Item 5 of the agenda of this General Meeting is registered in the commercial register.

Mr Dieter Manz will resign from the Managing Board of the company on the end of July 04, 2017.

The Supervisory Board's election proposal is based on a corresponding proposal in accordance with § 100 paragraph 2 sentence 1 no. 4 AktG made by the shareholders Dieter Manz and Ulrike Manz, who totalized hold more

than 25% of the company's voting rights, which the Supervisory Board has adopted.

The curriculum vitae of Dieter Manz can be downloaded from the company's website at [www.manz.com](http://www.manz.com) under "Investor Relations" by using the "2017 Annual General Meeting" link.

Mr Dieter Manz is a member of the Supervisory Board of TecInvest Holding AG, Puchheim. Otherwise Mr Dieter Manz does not hold any posts on other statutory supervisory boards or in comparable German or foreign supervisory bodies of business enterprises.

Mr Dieter Manz holds 24.66% of the voting shares of the company, and he consequently holds a material interest in the company. In the Supervisory Board's estimation, Mr Dieter Manz has no other personal or business relations with the Manz Group or the executive boards of Manz AG, or with a shareholder which holds a material interest in Manz AG within the meaning of number 5.4.1 paragraphs 5 to 7 of the German Corporate Governance Code, which are materially relevant to the General Meeting's election decision.



# NOTICES AND INFORMATION FOR THE SHAREHOLDERS

## **Participation in the Annual General Meeting and the exercise of voting rights**

### **Registration for the Annual General Meeting and verification of holdings**

In accordance with § 14 of the Articles of Incorporation, those shareholders who have registered with the company and have verified their holdings are entitled to participate in the Annual General Meeting and exercise their voting rights. Registration and verification of holdings must be submitted (§ 126b, German Civil Code) in writing, in either German or English, to the following address and must be received by those authorized to handle such information no later than at midnight on Tuesday, June 27, 2017:

Manz AG  
c/o Landesbank Baden-Wuerttemberg  
4035/H Hauptversammlungen  
Am Hauptbahnhof 2  
70173 Stuttgart  
Fax: +49 (0)711 127-79264  
Email: hv-anmeldung@LBBW.de

The specific verification of holdings must be provided in writing in either German or English by a depository institution and must apply to shares held before June 13, 2017 ("record date"). Only shareholders who have provided specific verification of their shareholdings will be deemed a shareholder of the Company for the purposes of attending the Annual General Meeting and exercising their voting rights. Authorization to participate in the Annual General Meeting and to exercise voting rights is based on verification of holdings by the record

date. Disposals and acquisitions of shares after the record date have no effect on the right to participate in the Annual General meeting or to exercise voting rights.

Once the company has received the registration and verification of holdings at the above address, tickets granting shareholders admission to the Annual General Meeting are sent out to ensure that tickets are received within plenty of time of the event, we ask that all shareholders send their registration and verification of holdings to the company at the above address as early as possible.

#### **Procedures for participation in the Annual General Meeting and the exercise of voting rights by a duly authorized person**

Shareholders who are authorized to participate in the Annual General Meeting and to exercise voting rights and who are unable to or do not wish to attend the Annual General Meeting can allow their voting rights to be exercised by a duly authorized person, financial institution or shareholders' association.

In the event that no financial institutions or shareholders' associations or other equivalent bodies pursuant to § 135 (8) or (10) of the German Stock Corporation Act (AktG) in combination with § 125 (5) of the German Stock Corporation Act (AktG) are not given authorization, the authorization must be made in writing (§ 126b German Civil Code). The same applies for the verification of authorization as well as to any necessary revocation of it.

The declaration of the assignment of proxy authorization can be made to the authorized person or to the company. The verification of proxy rights assigned to the authorized person can be carried out by presenting the verification of proxy rights at the entrance to the event on the day of the Annual General Meeting. The verification of proxy rights can also be sent to the

company in writing to the address below, by telex to the telefax number below or by email to the email address below.

Manz AG  
"2017 Annual General Meeting"  
Steigaeckerstraße 5  
72768 Reutlingen  
Fax: +49 (0) 7121 9000-99  
Email: hv@manz.com

The methods of transmission mentioned above are also available when the proxy rights will be made via declaration to the company or when proxy rights to the company need to be revoked.

The proxy form provided by the company can be used for the assignment and verification of proxy rights. The proxy form is also found on the back of the admission tickets which are provided to shareholders upon receipt of registration and verification of holdings. A form for the assignment of proxy rights can also be requested from the company for free at the company website at [www.manz.com](http://www.manz.com) under "Investor Relations" by selecting the link "2017 Annual General Meeting" or using the above mailing address, telefax number or email address.

The assignment of proxy rights to financial institutions or to shareholders' associations, persons, financial services companies or other companies who are equivalent to these according to § 135 (8) or (10) of the German Stock Corporation Act (AktG) in combination with § 125 (5) of the German Stock Corporation Act (AktG) must be recored in verifiable form and is further subject to the legal provisions under § 135 of the German Stock Corporation Act (AktG). In particular, presentation of a special verification issued by a depository institution is sufficient for verification of voting rights. The institutions and persons named may have additional requirements for the process for their own assignment of proxy rights.

If a shareholder authorizes more than one person, the company may refuse one or more of them.

We offer our shareholders the ability to authorize a proxy named by the company, who is bound by the instructions given to them, before the General Meeting to exercise their voting rights. Please bear in mind that the voting rights proxies named by the company can only exercise the voting rights for those items in the agenda to which the shareholders have issued instructions and that they cannot accept instructions concerning procedural motions either in advance of or during the Annual General Meeting. Those shareholders who wish to authorize the proxy named by the company require an admission ticket to the Annual General Meeting.

Authorizations and instructions for the proxies designated by the company can be submitted to the company to those authorized to handle such information either in writing to the address below, by telex to the telefax number below or by email to the email address below by midnight on June 30, 2017.

Manz AG  
c/o Computershare Operations Center  
80249 Munich  
Fax: +49 (0) 89 30903-74675  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The proxy and instruction form provided by the company can be used for the assignment and proxy and instruction rights. The proxy and instruction form is also found on the back of the admission tickets which are provided to shareholders upon receipt of registration and verification of holdings. A form for the assignment of proxy rights can also be requested from the company for free at the company website at [www.manz.com](http://www.manz.com) under "Investor Relations" by selecting the link "2017 Annual General Meeting" or using the above mailing address, telefax number or email address.

## **Total Number of shares and voting rights**

At the time the General Meeting was convened, the total number of company shares equaled 7,744,088 shares without par value, which grant a total of 7,744,088 votes.

## **Rights of shareholders**

### **Requests for addition to the agenda pursuant to § 122 (2) AktG**

Shareholders of the company whose shares jointly equal at least one-twentieth of share capital (387,205 company shares) can under § 122 (2) of the German Stock Corporation Act (AktG) request that additions be made to the agenda of the Annual General Meeting and that these additional items be announced. Every new agenda item must be accompanied by a statement of reasons or a proposed resolution. Requests for additions to the agenda must be directed to the Managing Board of Manz AG and must be received by the company no later than midnight on Saturday, June 3, 2017.

Requests for additions to the agenda must be sent to the following address:

Vorstand der  
Manz AG  
"2017 Annual General Meeting"  
Steigaeckerstraße 5  
72768 Reutlingen

Applicants must prove that they have held the shares for at least 90 days before the date of receipt of the request by the company and that they will continue to hold the shares until the decision of the Managing Board concerning the request.

Any additions to the agenda which require publication and were not published in the calling notice will be published in the German Federal Gazette immediately upon receipt of the request and will be forwarded for publication to media which can be expected to publish the information across the entire European Union. They will also be made available immediately upon receipt on the company website at the address [www.manz.com](http://www.manz.com) under "Investor Relations" by selecting the link "2017 Annual Meeting of Shareholders".

### **Counterproposals and election nominations pursuant to § 126 (1), § 127 of the German Stock Corporation Act (AktG)**

Under § 126 (1) of the German Stock Corporation Act (AktG) shareholders of the company can submit counterproposals to proposals by the Managing Board and/or Supervisory Board relating to particular items of the agenda and can under § 127 of the German Stock Corporation Act (AktG) submit proposals for the election of Supervisory Board members or auditors.

Counterproposals pursuant to § 126 (1) of the German Stock Corporation Act (AktG) must include a statement of reasons. A statement of reasons is not required for proposals for election pursuant to § 127 of the German Stock Corporation Act (AktG). The Managing Board also does not have to make a proposal for election of Supervisory Board members or auditors available in cases where the proposal does not include the name, profession or city of the proposed individual. The Managing Board further does not have to make a proposal for election of Supervisory Board members or auditors available when information concerning the membership of candidates in other statutory supervisory boards is not provided.

Counterproposals and proposals for election must be sent to the following address:

Manz AG  
"2017 Annual General Meeting"  
Steigaeckerstraße 5  
72768 Reutlingen  
Fax: +49 (0) 7121 9000-99  
Email: hv@manz.com

Counterproposals and proposals for election of shareholders of the Company, including the name of the shareholder, the statement of reasons and any statements of the administration are only published to the Company website at the address [www.manz.com](http://www.manz.com) under "Investor Relations" by selecting the link "2017 Annual Meeting of Shareholders" when they are received by the Company by midnight on June 19, 2017.

#### **Shareholders' right to information pursuant to § 131 (1) of the German Stock Corporation Act (AktG)**

Shareholders of the Company can demand information at the Annual General Meeting from the Managing Board under § 131 (1) of the German Stock Corporation Act (AktG) concerning the Company's affairs, the legal and business dealings of the Company with affiliated companies and the current situation of the Group and the companies included in the consolidated financial statements provided that the information is necessary for an accurate assessment of the agenda item.

The Managing Board may refrain from answering individual questions for the reasons specified in § 131 (3) of the German Stock Corporation Act (AktG), for example because on the basis of a prudent business assessment it is judged that the disclosure of the information in question would likely cause significant harm to the Company or to an affiliated company.

If a shareholder is given information outside the Annual General Meeting on the basis of being a shareholder, then it must be provided to any shareholder upon request during the An-

nual General Meeting, even when it is not necessary in order to make an accurate assessment of the item of the agenda.

The right of shareholders to information can be exercised during the Annual General Meeting. The chair of the Annual General Meeting may limit the time allowed for the stockholders' questions and statements within appropriate bounds and in particular can set limits on the time of the General Annual Meeting, the discussion of individual agenda items as well as limits on speaking times and time for asking questions.

### **Additional explanations**

Additional information on the rights of shareholders pursuant to § 122 (2), § 126 (1), § 127 and § 131 (1) of the German Stock Corporation Act (AktG) can be downloaded from the Company website at [www.manz.com](http://www.manz.com) under "Investor Relations" using the link "2017 Annual Meeting of Shareholder".

### **Information on the Company website**

Information relating to the Annual General Meeting pursuant to § 124a of the German Stock Corporation Act (AktG), in particular the documents that must be made available for the Annual General Meeting, can be downloaded from the Company website at [www.manz.com](http://www.manz.com) under "Investor Relations" by clicking the link "2017 Annual General Meeting".

Reutlingen, May 2017

Manz AG

The Managing Board





## DIRECTIONS

### **By plane**

From the Stuttgart airport, take the S 2 commuter train line to the end of the line at the Filderstadt station.

### **By commuter train**

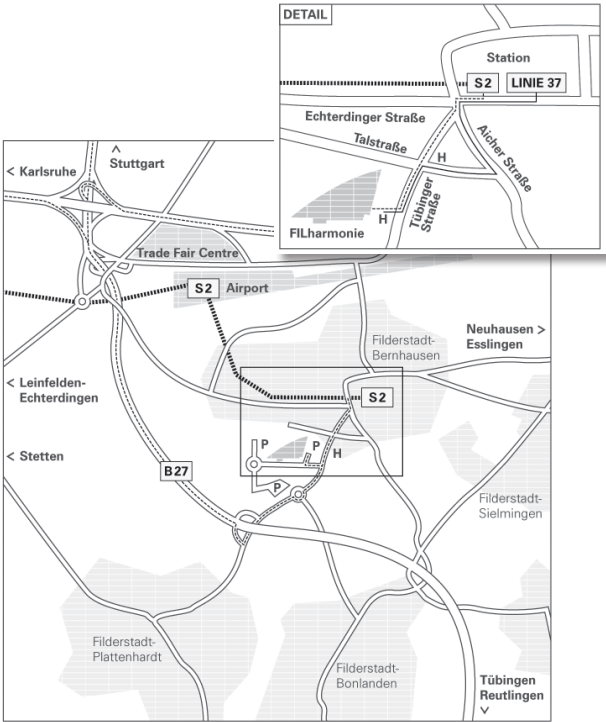
From the Stuttgart main train station, take the S 2 commuter train to Filderstadt station (end of line). The FILharmonie can be reached by taking bus line 37 or on foot.

### **By car**

Autobahn A8 Stuttgart/Munich:

- When coming from Stuttgart on the B 27, take the FILharmonie exit.
- From Munich: Take the Stuttgart-Flughafen (airport) exit and continue through the tunnel to Filderstadt-Bernhausen. Follow the signs to the FILharmonie.
- Parking is available at the event location.

FILharmonie Filderstadt  
Tuebinger Straße 40  
70794 Filderstadt



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Steigaeckerstraße 5

72768 Reutlingen

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