

**TOGNUM AG,  
FRIEDRICHSHAFEN**

**– ISIN DE000AON4P43 –  
– WKN AON4P4 –**

We hereby invite the shareholders of our Company to attend the

**ANNUAL GENERAL MEETING**

of the Company, which will be held on

**Tuesday, 18 May 2010 at 10 a.m.**

in the

**Graf-Zeppelin-Haus, Hugo-Eckener-Saal/Theodor-Kober-Saal,  
Olgastraße 20, 88046 Friedrichshafen (Germany).**

THIS VERSION OF THE INVITATION IS A TRANSLATION OF THE GERMAN ORIGINAL AND HAS BEEN PREPARED FOR THE CONVENIENCE OF ENGLISH-SPEAKING READERS ONLY. THIS MEANS THAT IT IS NOT LEGALLY BINDING AND FOR PURPOSES OF INTERPRETATION THE GERMAN TEXT ONLY SHALL BE AUTHORITATIVE AND FINAL.

## I. AGENDA

- 1. Presentation of the adopted annual financial statements and the approved Group financial statements, the summarised management report for the Company and the Group, the report of the Supervisory Board and the Executive Board's explanatory report on disclosures in accordance with sections 289(4)(5) and 315(4) of the German Commercial Code (HGB) for the 2009 financial year**

The above documents are available for inspection on the Company's website at [www.tognum.com](http://www.tognum.com) under Investors/Annual General Meeting.

- 2. Resolution on the appropriation of the balance sheet profit**

The Executive Board and Supervisory Board propose that the balance sheet profit of Tognum AG reported for the 2009 financial year amounting to EUR 158,141,242.07 be appropriated as follows:

- A portion amounting to EUR 45,981,250.00 to be used for the payment of a dividend of EUR 0.35 per share on the total of 131,375,000 no-par value shares carrying dividend rights and the amount of this portion attributable to own shares held by the Company at the time of the Annual General Meeting to be carried forward to new account;
- the rest of the balance sheet profit amounting to EUR 112,159,992.07 to be carried forward to new account.

- 3. Resolution on the discharge of the members of the Executive Board (including the member who left office) for the 2009 financial year**

The Executive Board and Supervisory Board propose the discharge of the members of the Executive Board of the Company (including the member who left office) for the 2009 financial year.

- 4. Resolution on the discharge of the members of the Supervisory Board for the 2009 financial year**

The Executive Board and Supervisory Board propose the discharge of the members of the Supervisory Board of the Company (including members who left office) for the 2009 financial year.

**5. Resolution on the appointment of the auditor and the Group auditor (and the auditor for any possible reviewing of interim financial statements during the year under review) in each case for the 2010 financial year**

The Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, with registered office in Stuttgart, be appointed as auditor for Tognum AG and for the Group for the 2010 financial year, and as auditor for any possible reviewing of interim financial statements in the 2010 financial year in the event that such reviews are conducted.

Prior to distributing the proposals for appointment, the Audit Committee of the Supervisory Board obtained a statement from PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft relating to its independence, as required by the German Corporate Governance Code.

**6. Resolution on the authorisation to acquire and dispose of own shares by the Company and to exclude shareholders' subscription and tender rights**

The Supervisory Board and Executive Board propose that the following resolution be adopted:

- a) The Company shall be authorised to acquire its own shares to an amount not exceeding 10 % of the registered share capital of the Company at the time the resolution is adopted. The authorisation may be exercised by the Company in whole or in part, on one or more occasions, and for one or more purposes. It may also be exercised by dependent companies of the Company or by companies in which Tognum AG has a majority shareholding or by third parties on behalf of Tognum AG or its dependent companies or on behalf of companies in which Tognum AG has a majority shareholding. The acquired shares plus any own shares held by the Company or attributable to the Company according to sections 71a et seq. of the German Stock Corporation Act (AktG) may at no time amount to more than 10 % of the registered share capital at the time the resolution is adopted. The authorisation may not be used for the purpose of trading in own shares.

The authorisation shall remain in force until 17 May 2015. The authorisation approved by the Annual General Meeting on 9 June 2009 for the acquisition and subsequent use of own shares will be revoked with immediate effect when the new authorisation comes into force.

- b) Shares shall be acquired at the discretion of the Company either (i) via the stock exchange or (ii) by means of a public purchase offer to all shareholders and/or by a public invitation to all shareholders to submit such an offer.

In the event that shares are acquired, the following applies with respect to the consideration provided by the Company:

- (i) If shares are acquired via the stock exchange, the purchase price (excluding incidental expenses) may neither exceed nor undercut the opening price for Company's shares of the same category in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the same day of trading by more than 10 %.
- (ii) If shares are acquired through a public purchase offer and/or by a public invitation to submit an offer, the proposed purchase price or the limits of the proposed purchase price range (excluding incidental expenses) for the Company's shares may neither exceed nor undercut by more than 20 % the arithmetic mean of the closing auction prices in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange for Company's shares of the same category on the four days of trading prior to the day on which the offer is announced or the public invitation to submit an offer is made. The offer and/or the invitation to submit an offer may include an acceptance period, conditions or the possibility of adjusting the purchase price range during the acceptance period or offer period in the event that significant share price movements occur during the acceptance period or offer period, following the announcement of a formal offer. For such an adjustment, the determining factor is the arithmetic mean of the closing auction prices in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange for Company's shares of the same category on the four days of trading before the Executive Board's resolution on the adjustment. If the number of Tognum shares offered for acquisition exceeds the total number of shares the Company intended to acquire, the shareholders' right to tender can be excluded to the extent that the acquisition is in proportion to the total number of Tognum shares offered for acquisition. Furthermore, preferential treatment may be given to small lots of up to 150 Tognum shares offered per shareholder.

- c) The Executive Board is authorised to dispose of Company shares that the Company has already acquired or will acquire by reason of the above-mentioned authorisation via the stock exchange and/or by way of an offer to all shareholders, or to use such shares for any other legally permitted purpose, in particular the following:
- (i) They may be used to introduce Company shares on stock exchanges on which they are not yet listed.
  - (ii) They may be disposed of in return for non-cash benefits in particular in order to offer them to third parties during the merger with companies or the acquisition of companies, parts of companies, shareholdings or other commercial assets. “Disposal“ in this sense also includes the granting of conversion or subscription rights as well as purchase options and transfers by way of lending.
  - (iii) They may also be disposed of to third parties against payment in cash other than via the stock exchange or by means of an offer to all shareholders.
  - (iv) They may be offered for subscription to holders of such rights in order to comply with conversion rights or warrants issued by the Company or its affiliated companies.
  - (v) They may be offered or granted to employees of the Company or its affiliated companies within the meaning of sections 15 et seq. of the German Stock Corporations Act (AktG) as employee shares, provided such employees are entitled to purchase shares on the basis of an employee share ownership programme.
  - (vi) They may be redeemed without the redemption or its implementation requiring any further resolution by the Annual General Meeting. They may also be redeemed using a simplified procedure with no capital reduction by adjusting the calculated proportional amount of the Company's share capital represented by the remaining shares. Such redemption may be limited to a part of the acquired shares.

- d) The amount of shares disposed of in accordance with the authorisation as described in paragraphs c) (i) to (v), together with any shares that were or are to be issued or disposed of by exercising the authorisation to use the shares and where the subscription rights are excluded in direct or appropriate application of section 186(3) p. 4 of the German Stock Corporation Act, may not exceed 10% of the registered share capital, neither at the time this authorisation comes into force nor at the time it is implemented.
  
- e) The authorisations described in paragraph c) above may be used on one or several occasions, in whole or in part, separately or in conjunction with each other. The authorisation described in paragraph c) (ii) to (iv) may also be used by companies that are dependent on the Company or in which the Company has a majority shareholding or on their behalf or by third parties acting on behalf of the Company.

In the case of paragraph c) (i) to (iii), use is only permitted if the shares will either

- (i) be disposed of for a payment in cash not significantly below the market price of the Company's shares of the same category at the time of disposal; or
  
- (ii) be disposed of for a non-cash benefit, the value of which, taking all things into consideration, is not disproportionately low.

For the purpose of clause (i) above, the market price to be applied shall be the opening auction price in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange for Company shares of the same category on the date of disposal of the shares.

If own shares are used on the basis of the authorisation described in paragraph c) (iv) to (v), the issuing price of the share shall be the price specified in the corresponding conversion or option rights and/or employee share ownership programme.

- f) The shareholders' subscription right to these own shares of the Company shall be excluded to the extent that these shares are used in accordance with the authorisation described in paragraph c) (i) to (v).
- g) The Executive Board of the Company, always with the approval of the Supervisory Board, shall decide whether the authorisation is to be used for the acquisition of own shares and their subsequent use.

The Supervisory Board shall be authorised to amend the articles of association in accordance with the use of the authorisation for the retirement of shares.

- h) The authorisations described in item 6 paragraph c) et seq. also cover the use of Company shares that were acquired by reason of earlier authorisation resolutions in accordance with section 71(1)(8) of the German Stock Corporation Act.

## **REPORT OF THE EXECUTIVE BOARD ON THE EXCLUSION OF THE RIGHT OF SHAREHOLDERS TO TENDER SHARES WHEN ACQUIRING OWN SHARES AND OF THE SUBSCRIPTION RIGHT WHEN USING OWN SHARES IN ACCORDANCE WITH ITEM 6 OF THE AGENDA**

The report is available for inspection on the Company's website at [www.tognum.com](http://www.tognum.com) under Investors/Annual General Meeting. The report reads as follows:

### **Re item 6 of the agenda**

This item of the agenda contains the proposal that, when the new authorisation comes into force, the existing authorisation of 9 June 2009 for the Company to repurchase its own shares in an amount of up to 10 % of its registered share capital until 8 December 2010 be cancelled. In accordance with section 71(1)(8) of the German Stock Corporation Act amended by the Act Implementing the Shareholders' Rights Directive (*Gesetz zur Umsetzung der Aktionärsrechterichtlinie – ARUG*), authorisation can now be granted for a time period of up to five years. Such extended period of authorisation means more flexibility. For this reason, authorisation shall be granted for the new legally permitted maximum period of five years. With the proposed authorisation, the Company will be able to acquire and subsequently make use of own shares, as described in section 71(1)(8) of the German Stock Corporation Act, in order to take advantage of the associated benefits in the interests of both the Company and its shareholders.

The authorisation by the Executive Board, as proposed under Item 6 of the agenda, allows the Executive Board, with the approval of the Supervisory Board, to repurchase shares either via the stock exchange, or by means of a public purchase offer to all shareholders or a public invitation to submit an offer (the purchase offer and the invitation

are hereinafter referred to as “**Offer**”). It may be to the Company’s advantage to repurchase its own shares by way of an Offer, rather than via the stock exchange. This would be the case, for example, if, due to the volume of the planned repurchase, an offer could be completed faster than by repurchasing shares via the stock exchange. As any repurchase of own shares by means of such an Offer must comply with the general upper limit of 10 % of the share capital imposed by law and, additionally, as the Company must be able to limit the volume of shares repurchased in view of the Company’s financing plans, it is conceivable that the Company, in the context of an Offer is offered more shares than would be permissible on the basis of the authorisation to repurchase own shares or more than the Company had intended to acquire. In order to protect the shareholders’ right to equal treatment in such a situation, an Offer is normally required to stipulate that each shareholder making an offer is taken into account in the repurchase based on the ratio of the shares offered by the shareholder to the total amount of the shares offered. An Offer could not be completed if the shareholders’ general right to tender, arising from the underlying principle of section 186(3) p. 4 of the German Stock Corporation Act, were not excluded either wholly or in part. Smaller lots of up to 150 shares would be exempted from such exclusion and given preferential treatment in order to limit the administrative costs for processing of such an offer. Only through the exclusion of this tender right is the Company in a position to complete the repurchase of own shares by way of an Offer. Thus, after carefully considering the interests of the shareholders and the interests of the Company in view of the benefits that can arise from such an Offer, the Executive Board considers the limitation of the tender right of the shareholders and/or its exclusion to be justified.

In addition, the authorisation of the Executive Board proposed in Item 6 of the agenda enables it, with the approval of the Supervisory Board, to dispose of the repurchased shares via the stock exchange or by means of an offer to all shareholders and to use such shares for any other legally permitted purpose, excluding the shareholders’ subscription right, in particular the following:

- They may be used to introduce Company shares on stock exchanges on which they are not yet listed.
- They may be disposed of in return for non-cash benefits in particular in order to offer them to third parties during the merger with companies or the acquisition of companies, parts of companies, shareholdings or other commercial assets.
- They may also be disposed of to third parties against payment in cash other than via the stock exchange or by means of an offer to all shareholders.
- To comply with conversion rights or warrants issued by the Company or its affiliated companies, they may be offered for subscription to holders of such rights.

- They may be offered or granted to employees of the Company or its affiliated companies within the meaning of sections 15 et seq. of the German Stock Corporations Act (AktG) as employee shares, provided such employees are entitled to purchase shares on the basis of an employee share ownership programme.

The proposals regarding the authorisation to use own shares in Item 6 of the agenda as described in paragraph c) (i) to (iii) also enable the Executive Board, with the approval of the Supervisory Board, to dispose own shares other than via the stock exchange or by means of an offer to all shareholders, if the disposal is made for a payment in cash not significantly below the market price of the Company's shares of the same category at the time of disposal, or if the disposal is made for a non-cash benefit, the value of which, taking all things into consideration, is not disproportionately low. The market price to be applied shall be the opening auction price in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange for Company shares of the same category on the date of disposal of the shares.

It is also specified that the Executive Board, with the approval of the Supervisory Board, may offer own shares to employees of the Company or its affiliated companies within the meaning of sections 15 et seq. of the German Stock Corporations Act (AktG) as employee shares, provided such employees are entitled to purchase shares on the basis of an employee share ownership programme.

The authorisation contained in Item 6 of the agenda as described in c) (i) to (v) is reduced by the proportion of the registered share capital corresponding to the shares for which the subscription right has been excluded in direct or appropriate application of section 186(3) p. 4 of the German Stock Corporation Act.

These authorisations make use of the possibility of excluding the subscription right as permitted in section 71(1)(8) of the German Stock Corporation Act. The possibility of excluding the subscription right serves the interest of the Company to list its own shares on stock exchanges, to sell them to institutional investors or to use them to comply with conversion or options rights and/or issue employee shares or transfer shares to the employee share ownership programme. The possibility of excluding the shareholders' subscription right, as provided for by law, enables the administration to adjust quickly, flexibly and cost-effectively to any new developments without the costly and time-consuming need to process subscription rights. The exclusion of the subscription right also enables the Company to respond flexibly and cost-effectively within the framework of its intended acquisitions policy when acquiring companies, but also when acquiring other non-cash benefits such as licenses.

The financial and voting right interests of the shareholders are safeguarded in that the authorisation to acquire and thus indirectly also the authorisation to dispose of own shares is limited to a total of no more than 10 % of the registered share capital of the Company. The necessity of providing a consideration that, in the case of cash payments, is not significantly below the market price and the value of which, in the case of a non-cash benefit, is not disproportionately low ensures that at all events the shareholders'

financial interests can be diluted at most by a negligible amount. On the other hand, it is of advantage to the Company and the shareholders to increase the interest in the shares and the Company by increasing the number of shareholders and to be able to acquire certain assets in a way that preserves liquidity. With regard to the participation of employees by means of employee shares or in the context of employee share ownership programme, the processing can be structured in a more cost-effective way.

**7. Resolution on amendments to the articles of association to comply with the Act Implementing the Shareholders' Rights Directive (ARUG)**

On 1 September 2009, the Act Implementing the Shareholders' Rights Directive (ARUG) came into force. It contains new regulations, such as those governing the regime of time-limits prior to the Annual General Meeting and the formal requirements for authorisations. It is proposed therefore that the Company's articles of association be amended to comply with the new legislation as follows.

- 7.1 The Executive Board and Supervisory Board propose that article 17(2) of the articles of association be amended as follows:

*“The Annual General Meeting shall be convened by the Executive Board. The right of other persons to convene the Annual General Meeting by virtue of the law or the articles of association remains unaffected.”*

- 7.2 The Executive Board and Supervisory Board propose that article 17 of the articles of association be supplemented by the following as paragraph 3:

*“Notice convening the Annual General Meeting is to be given at least 36 days before the date on which the meeting is to be held, excluding the day of the Annual General Meeting and the day on which the convening notice is given.”*

- 7.3 The Executive Board and Supervisory Board propose that article 18(4) of the articles of association be amended as follows:

*“Granting an authorisation to exercise voting rights, its revocation and proof of authorisation to the Company require the text form; when convening the Annual General Meeting, a simplification of the formal requirements can be stipulated.”*

**8. Cancellation of the existing authorised capital 2007-I and creation of a new authorised capital 2010-I in the same amount and the related changes to the articles of association**

The articles of association in article 5.4 provide for an authorisation to increase the share capital against cash and/or non-cash contributions amounting to EUR

48,662,500.00 (authorised capital 2007-I). The authorisation is valid until 30 April 2012 and is now to be extended in advance. The Executive Board and Supervisory Board therefore propose that the existing authorised capital 2007-I be cancelled and a new authorised capital in the same amount be approved for the maximum permitted time period of 5 years. To this end, the Executive Board and Supervisory Board propose that the following resolution be adopted:

(a) Cancellation of the existing authorised capital

That the authorised capital 2007-I approved by the Annual General Meeting in accordance with article 5.4 of the articles of association of the Company that was subsequently not used be cancelled with immediate effect when this resolution becomes effective with its entry in the Commercial Register.

(b) Authorisation

That the Executive Board, with the approval of the Supervisory Board, be authorised to increase the share capital of the Company by a total of no more than EUR 48,662,500.00 (in words: forty-eight million, six hundred and sixty-two thousand, five hundred euros) by issuing new shares against cash and/or non-cash contributions on one or more than one occasion until 17 May 2015 (authorised capital 2010-I).

That, in the event of a capital increase against cash contributions, the shareholders be granted a subscription right, and that the Executive Board, with the approval of the Supervisory Board, be authorised to exclude the shareholders' subscription right in the following cases:

- for fractional amounts;
- if the issue price of new shares at the time the issue price is finally determined is not significantly lower than the market price of the Company's shares with the same rights and those shares issued in accordance with section 186(3) p. 4 of the German Stock Corporation Act do not exceed 10 % of the share capital. These limitations shall include shares that are sold or issued by virtue of other authorisations by applying section 186(3) p. 4 of the German Stock Corporation Act directly or mutatis mutandis, while excluding subscription rights;
- in the event of capital increases against non-cash contributions, particularly in connection with the acquisition of companies, parts of companies, shareholdings or commercial assets, provided 10 % of the share capital is not exceeded.

That the Executive Board, with the approval of the Supervisory Board, be further authorised to determine additional details of the capital increase, other rights of the shares and conditions of the share issue.

That the Supervisory Board be authorised to amend the wording of the articles of association to comply with the increase in share capital or on expiry of this period of authorisation.

(c) Amendment to the articles of association

That article 5.4 of the articles of association be cancelled in full and amended as follows:

“5.4 The Executive Board, with the approval of the Supervisory Board, is authorised to increase the share capital of the Company by a total of no more than EUR 48,662,500.00 (in words: forty-eight million, six hundred and sixty-two thousand, five hundred euros) by issuing new shares against cash and/or non-cash contributions on one or more than one occasion until 17 May 2015 (authorised capital 2010-I).

In the event of a capital increase against cash contributions, the shareholders are to be granted a subscription right. The Executive Board, with the approval of the Supervisory Board, is authorised in the following cases to exclude the shareholders' subscription right:

- for fractional amounts;
- if the issue price of new shares at the time the issue price is finally determined is not significantly lower than the market price of the Company's shares with the same rights and those shares issued in accordance with section 186(3) p. 4 of the German Stock Corporation Act do not exceed 10 % of the share capital. These limitations shall include shares that are sold or issued by virtue of other authorisations by applying section 186(3) p. 4 of the German Stock Corporation Act directly or mutatis mutandis, while excluding subscription rights;
- in the event of capital increases against non-cash contributions, particularly in connection with the acquisition of companies, parts of companies, shareholdings or assets.

The Executive Board, with the approval of the Supervisory Board, is further authorised to determine additional details of the capital increase, other rights of the shares and conditions of the share issue.

The Supervisory Board is authorised to amend the wording of the articles of association to comply with the increase in share capital or on expiry of this period of authorisation.”

### **Report of the Executive Board on the exclusion of subscription rights in accordance with item 8 of the agenda**

The report is available for inspection on the Company’s website at [www.tognum.com](http://www.tognum.com) under Investors/Annual General Meeting. The report reads as follows:

#### **Re item 8 of the agenda**

The authorisation to increase the share capital against cash and/or non-cash contributions by up to EUR 48,662,500.00 is valid until 30 April 2012. The Annual General Meeting shall propose that this authorisation be extended in advance to 17 May 2015 (authorised capital 2010-I). The Executive Board and Supervisory Board therefore propose that the existing authorised capital 2007-I be cancelled and a new authorised capital in the same amount be approved for the maximum permitted period of 5 years.

In the use of the authorised capital 2010-I for a capital increase against cash contributions, shareholders are fundamentally entitled to a subscription right.

The Executive Board, with the approval of the Supervisory Board, shall be authorised to exclude the subscription right in the case of capital increases against cash contributions if, in accordance with section 186(3) p. 4 of the German Stock Corporation Act, the shares are issued at a price that, at the time the issue price is finally determined, is not significantly lower than the market price. The Executive Board will make every effort – taking into account the current market situation – to keep any discount on the stock market price as low as possible. The authorisation enables the Company to cover a possible demand for capital even at very short notice in order to benefit from market opportunities in various business areas quickly and flexibly. The exclusion of the subscription right enables the Company to respond very quickly and issue shares close to the market price, i.e. with the usual discount for new shares. Such a capital increase may not exceed 10 % of the share capital. The maximum limit of 10 % of the share capital that applies to this subscription right exclusion includes shares that are sold as a result of an authorisation in accordance with section 71(1)(8) in conjunction with section 186(3) p. 4 of the German Stock Corporation Act, which excluding the subscription right.

This limitation takes into account the shareholders’ need for protection against dilution of the shares they hold. Since new shares are to be issued close to the market price, each shareholder will be able to acquire shares on the market at approximately the same conditions to maintain his/her percentage shareholding.

The Executive Board, with the approval of the Supervisory Board, shall also be authorised to exclude the subscription right for fractional amounts. This is intended to simplify the issue of new shares with a fundamental subscription right for shareholders. Such fractional amounts can result from the size of the respective emission volume and the need for a viable subscription ratio. The value of a fractional amount of a share is generally low, whereas the expenditure for the issue with no such exclusion is much higher. Exclusion therefore serves a practical purpose and simplifies the issue of new shares.

The Executive Board, with the approval of the Supervisory Board, shall ultimately be authorised to exclude the subscription right in the event of a capital increase against non-cash contributions, albeit to a maximum of 10 % of the nominal capital only. We want to remain in a position to acquire other companies, parts of companies, shareholdings or commercial assets related to our business activities in order to enhance our competitiveness and to increase our earning power and shareholder value. At the same time, it has become apparent with investments of this kind that the units are steadily increasing in size. In many cases there is a very high price to be paid in return, which shall or often – even with an optimum financial structure - can no longer be paid for by cash settlement. In addition, the sellers frequently insist on acquiring shares in return, since this can be more advantageous to them.

The option of using shares as acquisition currency gives the Company the scope it needs to take advantage of such acquisition opportunities quickly and flexibly and also enables it to acquire relatively large units in return for a transfer of shares. Even in the case of commercial assets, it should be possible to make acquisitions in return for shares. In both cases, the exclusion of the shareholders' subscription rights must be possible. Since such an acquisition must take place at short notice, it cannot as a rule be approved by the Annual General Meeting that is held once a year. What is required is authorised capital that, with the approval of the Supervisory Board, can be accessed quickly by the Executive Board. This is also one of the purposes for which we intend to use the authorised capital 2010-I now being proposed.

## **9. Amendments to the remuneration for members of the Supervisory Board**

In accordance with article 15(1) of the articles of association of the Company, the Annual General Meeting determines the remuneration for the members of the Supervisory Board. Any resolution passed by the Annual General Meeting is valid until such time as and to the extent that the Annual General Meeting decides otherwise. The Annual General Meeting held on 10 June 2008 passed a resolution on this subject, by which the members of the Supervisory Board receive the following remuneration:

- (1) Each member of the Supervisory Board receives a fixed remuneration each year amounting to EUR 15,000.00, which is to be paid at the end of the financial year.
- (2) The remuneration indicated in paragraph 1 increases according to the success of the company in the financial year in each case by EUR 200.00 for each EUR 0.01 by which value of the normalised earnings per share (“adjusted or normalised earnings per share” (EPS)) exceeds a value of EUR 1.00. Earnings per share are the undiluted earnings per share calculated on the basis of the Group financial statements of the Company prepared in accordance with the latest version of IFRS, adjusted for one-off effects such as depreciation and amortisation resulting from so-called purchase price accounting and non-recurring expenditure relating to corporate transactions.

This portion of the remuneration is payable after the close of the Annual General Meeting, since it ratifies the actions of the Supervisory Board member for the respective financial year.

This portion of the remuneration is limited to EUR 45,000.00 per financial year for each member of the Supervisory Board.

- (3) The chairman of the Supervisory Board receives 1.5 times the remuneration indicated in paragraph 1, and 3 times the remuneration indicated in paragraph 2, while the Deputy Chairman receives 1.25 times the remuneration indicated in paragraph 1, and 1.5 times the remuneration indicated in paragraph 2. The limit indicated in the third sub-paragraph of paragraph 2 increases accordingly. To the remuneration received by the chairman of the Supervisory Board and the deputy chairman, the following fixed remuneration is deducted for duties performed as chairman and/or deputy chairman and/or as an ordinary member of committees.

Chairmen of committees receive for each position as chairman an additional fixed remuneration of EUR 5,000.00, while deputy chairmen of committees receive for each position as deputy chairman an additional fixed remuneration of EUR 2,500.00 and each ordinary member receives for each position as a member of a committee a fixed remuneration of EUR 2,000.00.

- (4) Supervisory Board and committee members who have been members of the Supervisory Board or a committee for part of the financial year only receive remuneration on a pro rata basis.
- (5) In addition to their annual remuneration, members of the Supervisory Board receive an attendance fee amounting to EUR 1,000.00 for meet-

ings of the Supervisory Board and one of its committees of which they are a member, but not exceeding EUR 1,500.00 for each calendar day.

- (6) If a member of the Supervisory Board receives remuneration for his duties as a member of the Supervisory Board or advisory body of a subsidiary company, the total amount actually due for payment is deducted from his total remuneration in accordance with paragraphs 1 to 5.
- (7) The Company reimburses Supervisory Board members for any reasonable expenses on presentation of proof of payment. Sales tax is reimbursed by the Company if the members of the Supervisory Board have been authorised to provide the Company with a separate invoice for sales tax and exercise this right.
- (8) The new regulation indicated in paragraph 2 and the regulation relating to the deduction indicated in paragraph 3 have been applied for the first time to the remuneration to be paid for the 2008 financial year.

It is intended that these regulations be amended to adequately take into account the increased legal requirements with respect to long-term incentive components also regarding the remuneration of the Supervisory Board. Furthermore, the remuneration for membership on committees is no longer to be deducted from the remuneration of the Supervisory Board chairman and his deputy in future, in order to give appropriate consideration to the special responsibilities of the position and the associated increase in demands on the activities of the members of these committees.

The Executive Board and Supervisory Board therefore propose that the following resolution be approved:

- (1) Each member of the Supervisory Board shall receive a fixed remuneration each year amounting to EUR 40,000.00, which is to be paid at the end of the financial year.
- (2) Each member of the Supervisory Board shall also receive a variable remuneration oriented mainly to the Company's long-term success as follows:

The variable remuneration consists of a basic annual amount of EUR 20,000.00 and will be paid for the current financial year – for the first time for the 2010 financial year. A change in the overall performance in terms of the following regulation will either increase or decrease the basic amount. Overall performance is the average value of (i) the percentage by which the adjusted annual net profit as at 31.12 of a financial year is below or above the adjusted annual net profit of the previous year (absolute performance), and (ii) the percentage by which the price of the

Company's share as at 31.12 is below or above the MSCI World (Morgan Stanley Capital International World) benchmark index (relative performance). This average percentage value of the overall performance serves as a multiplier for the basic amount in order to calculate the overall performance amount in relation to the basic amount in euros (basic amount x overall performance).

The amount calculated in this way is to be paid at the end of the first financial year following the Supervisory Board's acceptance of its mandate and comes to 0 %, at the end of the second financial year it comes to 25 %, at the end of the third financial year 50 %, at the end of the fourth financial year 75 %, and at the end of the fifth financial year 100 %. Amounts that exceed the respective payout percentage will be deposited in a virtual, interest-free bonus bank account (virtual credit). The basic amount and virtual credit result in the amount in euros with which the overall performance is to be multiplied in order to calculate the annual overall performance amount in euros that is applicable to the current financial year. If a member leaves the Supervisory Board prematurely, he loses his virtual credit.

Payment shall be made unless twice the value of the basic amounts for four financial years, i.e. EUR 160,000.00 (4 x EUR 20,000.00 x 2), has already been paid to the respective member of the Supervisory Board in accordance with the above statements in this section. Amounts that have already been paid will not be returned.

For Supervisory Board members appointed for several terms of office, the payout percentage shall begin after completion of a full term of office, in each case at the next higher level, i.e. the payout percentage for the second term of office in the first financial year already amounts to 25 %, in the second financial year 50 %, in the third financial year 75 %, and in both the fourth and fifth financial year 100 %.

- (3) The chairman of the Supervisory Board shall receive twice the amount of the remuneration indicated in paragraph 1, while his deputy receives 1.5 times this amount.
- (4) In addition, the members of the Supervisory Board shall receive a remuneration for their committee duties as follows:
  - a) Chairmen of committees shall receive for each position as chairman EUR 5,000.00 p.a.

- b) Deputy chairmen of committees shall receive for each position as deputy chairman EUR 2,500.00 p.a.
- c) Each ordinary member of a committee shall receive for his membership on a committee EUR 2,000.00 p.a.
- (5) Supervisory Board and committee members who have been members of the Supervisory Board or a committee for part of the financial year only shall receive remuneration on a pro rata basis.
- (6) In addition to above remuneration, members of the Supervisory Board receive an attendance fee amounting to EUR 1,500.00 for meetings of the Supervisory Board and one of its committees of which they are a member, but not exceeding EUR 2,000.00 for each calendar day.
- (7) If a member of the Supervisory Board receives remuneration for his duties as a member of the Supervisory Board or advisory body of a subsidiary company, the total amount actually due for payment is deducted from to his total remuneration pursuant to sections 1 to 6 above.
- (8) The Company shall reimburse Supervisory Board members for any reasonable expenses on presentation of proof of payment, but not exceeding EUR 750.00 for each day of a meeting. Sales tax shall be reimbursed by the Company if the members of the Supervisory Board have been authorised to provide the Company with a separate invoice for sales tax and exercise this right.
- (9) The new regulations pursuant to the sections above shall apply for the first time for the remunerations to be paid in the 2010 financial year. The variable remuneration shall therefore be due for payment for the first time following approval of the annual financial statements for the 2010 financial year, whereas the following shall apply to the Supervisory Board members currently in office: the amount of the payout percentage shall be based on the year the respective member accepts his mandate as a Supervisory Board member, i.e. a payout percentage of 50 % shall apply to those Supervisory Board members who have been in office since the 2008 financial year.

## **10. Election of Supervisory Board members**

The current member of the Supervisory Board representing the shareholders, Giulio Mazzalupi, has resigned his mandate as Supervisory Board member with effect from the close of this Annual General Meeting. The term of office of the

remaining Supervisory Board members representing the shareholders ends at the close of the Annual General Meeting that adopts the resolution on the discharge of members for the fourth financial year after the start of their term of office (resolutions of the Annual General Meeting held on 10 June 2008).

The Supervisory Board proposes the following persons to the shareholders for election to the Supervisory Board for the period until the close of the Annual General Meeting that adopts the resolution on the discharge of members for the second financial year after the start of his term of office:

Axel Arendt, Grünwald  
Self-employed graduate engineer/former member of the Group Executive Committee Rolls-Royce plc., London

The Supervisory Board also proposes that Dr. Albert Xaver Kirchmann, Ostfildern, Vice President Finance and Controlling, Business and Product Planning Daimler Trucks & Buses, Stuttgart, be elected to the Supervisory Board as the replacement member for the above-mentioned Supervisory Board candidate. Since Dr. Kirchmann was also elected as the replacement member for the members of the Supervisory Board Dr. Edgar Krökel and Andreas Renschler (by resolution of the Annual General Meeting on 9 June 2009), the following condition applies: Dr. Kirchmann will become a member of the Supervisory Board in the event that one of the above-mentioned candidates leaves the Supervisory Board before his term of office expires, and will remain a member of the Supervisory Board for the remaining period of that person's term of office.

The Supervisory Board is composed in accordance with sections 96(1) and 101(1) of the German Stock Corporation Act and in accordance with section 7(1) p. 1 (1) of the German Co-Determination Act. The Annual General Meeting is not bound by nominations.

It is intended that voting on the new elections to the Supervisory Board at the Annual General Meeting be made on an individual basis.

Memberships of other statutory supervisory boards:

Axel Arendt

- none

Dr. Albert Xaver Kirchmann:

- none

Memberships of comparable domestic and foreign executive bodies:

Axel Arendt:

- none

Dr. Albert Xaver Kirchmann:

- Mitsubishi Fuso Truck and Bus Corporation, Kawasaki, Japan
- Daimler India Commercial Vehicles Ltd., New Delhi, India

## **11. Executive Board remuneration system**

As soon as the German Act on the Appropriateness of Executive Board Remuneration (VorstAG) and the remuneration-related sections of the German Corporate Governance Code (GCGC) came into force, the Supervisory Board commissioned an independent external remuneration expert to review the existing system and to prepare proposals for a new remuneration system for the Executive Board members. This work is not yet complete, which means that no resolution can be passed on the new remuneration system. In view of the current revision, the Executive Board and Supervisory Board consider that a resolution on the existing remuneration system would serve no purpose. The shareholders are nevertheless to be given the opportunity of commenting on the Executive Board remuneration system.

A resolution on the remuneration system for Executive Board members is not a compulsory provision of the German Stock Corporation Act. On the other hand, the executive body can choose to provide the opportunity for discussion on the subject at the Annual General Meeting if it so wishes. For reasons mentioned above, no resolution will be passed on this item of the agenda. However, a discussion will take place on the subject at the Annual General Meeting.

## **II. PREREQUISITE FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING**

In accordance with article 18.1 of the articles of association of the Company, only those shareholders are entitled to participate in the Annual General Meeting and to exercise voting rights who have registered for the Annual General Meeting by presenting proof of share ownership in accordance with the instructions below. Sufficient proof of share ownership is provided by means of a special certificate of share ownership issued in text form (Section 126b of the German Civil Code) in German or English by their custodian

banking institution relating to the beginning of the twenty-first day before the date of the Annual General Meeting, i.e. 00:00 hrs on 27 April 2010 (“Record date”).

Registration and proof of share ownership must reach the Company at the address indicated below by no later than 11 May 2010, 24:00 hrs:

Tognum AG  
c/o PR im Turm HV-Service AG  
Römerstr. 72-74  
68259 Mannheim, Germany  
Fax No. +49 (0)621 – 7177 213  
E-mail: [eintrittskarte@pr-im-turm.de](mailto:eintrittskarte@pr-im-turm.de)

On receipt of the registration and proof of share ownership by the Company, combined entrance and voting cards for the Annual General Meeting will be sent to the shareholders. They entitle shareholders to participate in the Annual General Meeting and to exercise voting rights.

Authorisation to participate in the Annual General Meeting and extent of the voting right is determined solely on the basis of the shareholder’s share ownership on the record date. Changes in the holding of shares after the record date have no effect on the right to participate or vote. The record date does not include a restriction on the availability for sale of shares. Persons who hold no shares on the record date and only become shareholders after that date are not entitled to participate in the Annual General Meeting or vote. The record date has no effect on a possible entitlement to a dividend.

### **III. PROXIES**

Shareholders who cannot participate in the Annual General Meeting personally may exercise their voting right and other rights through a banking institution, a shareholder association or through another authorised representative. Even in such cases, shareholders must register personally by presenting their certificate of share ownership in good time. Entrance cards for the Annual General Meeting will include the appropriate forms required to grant authorisation.

In the event that neither a banking institution nor a shareholder association, a person or institution of similar standing in accordance with section 135(8) and section 135(10) in conjunction with section 125(5) of the German Stock Corporation Act has been appointed as a proxy, granting authorisation to exercise voting rights, its revocation and proof of authorisation with respect to the Company must be in text form (section 126b of the German Civil Code).

Banking institutions, associations of shareholders, plus persons and institutions of similar standing in accordance with section 135(8) and section 135(10) in conjunction with section 125(5) of the German Stock Corporation Act are only required to produce verifiable authorisation; they can specify deviating regulations for the form required for

granting authorisation, on which the Company has no influence. For this reason, we would ask our shareholders to consult with any banking institutions, shareholder associations or persons or institutions of similar standing on the form required for granting authorisation to them.

As a special service, we offer shareholders who are unable to attend personally the possibility of having their votes represented at the Annual General Meeting by proxies appointed by the Company who will be bound by their instructions, if they have registered in time. Such proxies will exercise voting rights solely on the basis of instructions given by the shareholder. Authorisation are to be issued in text form and must include the relevant instructions, otherwise they will be invalidated. Shareholders wishing to grant authorisation to a Company-nominated proxy require an entrance card for the Annual General Meeting. The entrance card for the Annual General Meeting will be sent to the shareholders on receipt of the registration form and proof of share ownership as described above. Please note that proxies are not permitted to make comments, ask questions or propose motions and may not support points of order or unannounced motions proposed by shareholders. The authorisation and instructions must reach the Company at the address indicated below by no later than 14 May 2010, otherwise they will be disregarded.

Tognum AG  
c/o PR im Turm HV-Service AG  
Römerstr. 72-74  
68259 Mannheim, Germany  
Fax No. +49 (0)621 – 7177 213

As an alternative to transferring the authorisation and instructions to a proxy before the Annual General Meeting, handing over the document to a proxy during the Annual General Meeting is also possible.

When transmitting proof of an authorisation electronically, please use the online password-protected authorisation platform, which can be accessed at [www.hv-vollmachten.de](http://www.hv-vollmachten.de). The online password is printed on the entrance card. Granting an authorisation using the authorisation platform, for processing reasons, is only possible until 09:00 hrs on 18 May 2010 at the latest. Transmitting the revocation or amendment of a previously granted authorisation using the authorisation platform is also only possible before this cut-off time.

Further information on proxies and details of authorisations and instructions are included in the documents that will be sent to the shareholders.

#### **IV. INFORMATION ON THE SHARE CAPITAL AND TOTAL NUMBER OF SHARES**

At the time of convening the Annual General Meeting, the share capital of the Company amounts to EUR 131,375,000.00 and was made up of 131,375,000 no-par value shares. Each no-par value share carries one vote. The total number of voting rights at the time

of convening the Annual General Meeting amounted to 131,375,000 voting rights. At the time of convening the Annual General Meeting, Tognum AG held no own shares.

## **V. RIGHTS OF SHAREHOLDERS**

### **Supplement to the agenda**

Shareholders, whose shares collectively amount to at least 5 % of the share capital or a proportional amount of EUR 500,000.00, can submit a request that items be placed on the agenda and announced. Each new item must be accompanied by a reason or a draft resolution. The request is to be submitted in writing to the Executive Board of Tognum AG and must reach the Company no later than 24:00 hrs on 17 April 2010. Please send such requests to the address below:

Tognum AG  
c/o Frau Dragica Sikic  
Investor Relations  
Maybachplatz 1  
88045 Friedrichshafen, Germany  
Fax: + 49 (0)7541 – 9090 3318

Supplements to the agenda that are to be announced – provided they have not already been announced with the convening notice – will be announced immediately after the request has been published in the official electronic Federal Gazette and forwarded for publication in media which it can be assumed will spread the information throughout the European Union. The supplements will also be announced on the company's website at [www.tognum.com](http://www.tognum.com) under Investors/Annual General Meeting and communicated to the shareholders.

### **Counter motions and nominations**

Each shareholder is also entitled to submit counter motions relating to items of the agenda or nominations. Counter motions must be accompanied by a reason.

The Company will post shareholders' requests, including the name of the shareholder, the reason for the request and any statement made by the executive body on the Company's website at [www.tognum.com](http://www.tognum.com) under Investors/Annual General Meeting, provided the shareholder has transmitted to the Company at least 14 days before the Annual General Meeting, i.e. by 24:00 hrs on 3 May 2010, a permissible counter motion to a proposal made by the Executive Board and Supervisory Board on a specific item of the agenda, including the reason for the counter motion, to the address below:

Tognum AG  
c/o Frau Dragica Sikic  
Investor Relations  
Maybachplatz 1  
88045 Friedrichshafen, Germany  
Fax: + 49 (0)7541 – 9090 3318

These regulations apply to the proposal made by a shareholder relating to the nomination of Supervisory Board members or mutatis mutandis to auditors. Shareholders are asked to provide proof of the shareholding at the time they transmit the counter motion or nomination.

### **Right to information**

During the Annual General Meeting, each shareholder may request information from the Executive Board on matters relating to the Company, if such information is necessary to make an informed assessment of the item on the agenda. The obligation to provide information also extends to the Company's legal and social relations with respect to an associated company and to the situation of the Group and companies included in the Group financial statements. For reasons stated in section 131(3) of the German Stock Corporation Act, the Executive Board can refrain from answering specific questions (e.g. no disclosure of business secrets).

To ensure that questions are adequately answered, shareholders and shareholder representatives who would like to ask questions during the Annual General Meeting are respectfully requested to submit these questions as early as possible. This submission is not to be regarded as a formal prerequisite for an answer. The right to information remains unaffected.

### **VII. INFORMATION ON THE COMPANY'S WEBSITE**

This convening notice for the Annual General Meeting, the documents to be made available and requests from shareholders, in addition to other information, are available on the Company's website at [www.tognum.com](http://www.tognum.com) under Investors/Annual General Meeting.

Friedrichshafen, April 2010

Tognum AG  
The Executive Board