

Frequently Asked Questions

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

The ordinary Annual General Meeting 2017 of GRAMMER AG will be held on **May 24, 2017, 10.00 a.m.**

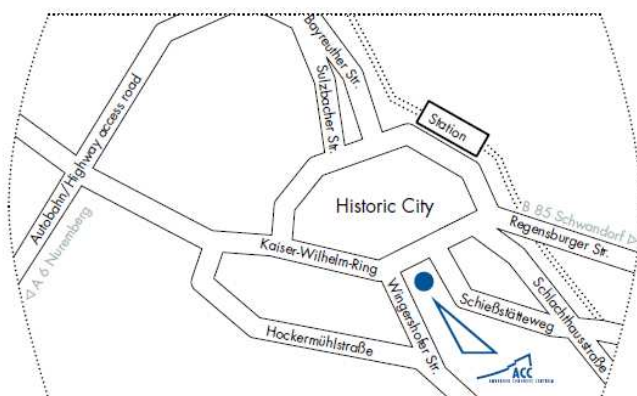
at the ACC – Amberger Congress Center, Schießstätteweg 8, 92224 Amberg, Germany.

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



GRAMMER AG

Annual General Meeting 2017



2. What are the items of the agenda?

The agenda of the AGM 2017 of GRAMMER AG has been published on March 11th, 2017 in the Federal Gazette ("Bundesanzeiger") and is available on our website www.grammer.com.

Please find enclosed the link to the AGM menu on our website
www.grammer.com/en/investor-relations/hauptversammlung

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 May 3, 2017, 12.00 a.m. ("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 May 17, 2017 at the following address:

GRAMMER AG
c/o Deutsche Bank AG
Securities Production
General Meetings
P.O. Box 20 01 07
60605 Frankfurt am Main, Germany
Fax: +49 69 12012-86045
E-mail: WP.HV@db-is.com

4. What is the registration deadline?

Registration and the proof of share ownership must be received by the company at the latest by May 17, 2017 at the following address:

GRAMMER AG
c/o Deutsche Bank AG
Securities Production
General Meetings
P.O. Box 20 01 07
60605 Frankfurt am Main, Germany
Fax: +49 69 12012-86045
E-mail: WP.HV@db-is.com

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.

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 AGM will be sent to the shareholders via their custodian banks automatically.

If you have not received an invitation yet, please contact your custodian bank or the GRAMMER Investor Relations team as soon as possible.

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

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 or the GRAMMER Investor Relations team as soon as possible.

GRAMMER AG

Annual General Meeting 2017



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

7. What is the procedure for participation and/or 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
- Annual General Meeting -
Georg-Grammer-Str. 2
92224 Amberg/Germany
Fax: +49 9621 66-32000
E-mail: hv@grammer.com

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 www.grammer.com/en under Investor Relations and Annual General Meeting. Please note that, in the case of voting through a company voting representative, proper registration and proof of share ownership are obligatory. The authorization

GRAMMER AG

Annual General Meeting 2017



and instructions to the voting representative must be received by May 23, 2017, midnight, exclusively at the following address:

GRAMMER AG
- Annual General Meeting -
Georg-Grammer-Str. 2
92224 Amberg

Fax: +49 9621 66-32000
E-mail: hv@grammer.com

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 May 23, 2017, midnight, using the address cited above. Personal participation in the Annual General Meeting shall also be deemed a withdrawal of submitted absentee ballots.

If the shareholder submits both an absentee ballot and an authorization with instructions for voting by company voting representatives, the votes contained in the absentee ballot shall in all cases take precedence. If absentee ballots or authorizations with instructions for voting by company voting representatives are received via different channels, the submitted absentee ballot or authorization/voting instruction will be regarded in the following order: e-mail, fax, absentee ballots or authorization/instruction submitted in paper form.