

GRAMMER AG

Annual General Meeting 2019

Proposal of the Executive Board on the appropriation of net retained profits as of December 31, 2018

Resolution on the appropriation of net retained profits as of December 31, 2018

The Executive Board and Supervisory Board propose the following appropriation of GRAMMER AG's net retained profits, totaling EUR 41,558,834.75 as of December 31, 2018:

- a) distribution of EUR 9,207,803.25 as a dividend of EUR 0.75 per dividend-entitled share, and
- b) carry-forward of the balance of EUR 32,351,031.50.

The above proposal for the appropriation of the Company's profit takes into account that, at the time of convocation of the Annual General Meeting, the company holds 330,050 treasury shares which are not dividend-entitled. The number of dividend-entitled shares may change by the time the Annual General Meeting takes place. In this case, the dividend proposal will be adjusted accordingly to result in an unchanged dividend of EUR 0.75 per dividend-entitled share and submitted to the Annual General Meeting.

In accordance with section 58, paragraph 4, sentence 2 of the German Stock Corporation Act Aktiengesetz – AktG), the dividend will become due for payment on the third business day following the date on which the resolution is passed at the Annual General Meeting, i.e. on July 17, 2019.

Amberg, March 2019

The Executive Board of the GRAMMER AG

Manfred Pretscher

Jens Öhlenschläger