

# elumeo SE

## Berlin

Security Identification Number (WKN):

A11Q05

ISIN: DE000A11Q059

### Invitation to the Extraordinary General Meeting

We hereby invite our shareholders to an Extraordinary General Meeting of elumeo SE to be held on

**Wednesday, December 12, 2018, at 11:00 AM (CET),  
in the offices of Juwelo Deutschland GmbH, Portal 3b, 3<sup>rd</sup> floor, Erkelenzdamm 59/61,  
10999 Berlin, Germany.**

This General Meeting is being convened at the request of the shareholder Ottoman Strategy Holdings (Suisse) S.A. on October 19, 2018.

#### AGENDA

**1. Report by the Executive Board on the restructuring of the production of the business**

No resolution of the General Meeting is planned for this agenda item 1.

The shareholder Ottoman Strategy Holdings (Suisse) S.A. has requested the convening of this Extraordinary General Meeting with the following agenda items:

**2. Determination of the number of members of the Executive Board**

The shareholder Ottoman Strategy Holdings (Suisse) S.A. proposes to adopt the following resolution:

“The Executive Board is to consist of four members with effect from the end of this General Meeting.”

**3. Dismissal of the member of the Executive Board Wolfgang Boyé**

The shareholder Ottoman Strategy Holdings (Suisse) S.A. proposes to adopt the following resolution:

“The member of the Executive Board, Mr. Wolfgang Boyé, will be dismissed with effect from the end of this General Meeting.”

**4. Dismissal of the member of the Executive Board Bernd Fischer**

The shareholder Ottoman Strategy Holdings (Suisse) S.A. proposes to adopt the following resolution:

“The member of the Executive Board, Mr. Bernd Fischer, will be dismissed with effect from the end of this General Meeting.”

**5. Dismissal of the member of the Executive Board Thomas Jarmuske**

The shareholder Ottoman Strategy Holdings (Suisse) S.A. proposes to adopt the following resolution:

“The member of the Executive Board, Mr. Thomas Jarmuske, will be dismissed with effect from the end of this General Meeting.”

**6. Dismissal of the member of the Executive Board Boris Kirn**

The shareholder Ottoman Strategy Holdings (Suisse) S.A. proposes to adopt the following resolution:

“The member of the Executive Board, Mr. Boris Kirn, will be dismissed with effect from the end of this General Meeting.”

**ADDITIONAL INFORMATION AND NOTES**

**TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME THAT THE GENERAL MEETING IS CONVENED**

At the time the General Meeting is convened, the Company has issued 5,500,000 bearer, no par value shares. Each share carries one vote. Therefore, the total number of voting rights amounts to 5,500,000. The Company does not hold any treasury shares at the time of convening.

**CONDITIONS FOR PARTICIPATING IN THE GENERAL MEETING AND EXERCISING VOTING RIGHTS**

Only those shareholders who signed up in time prior to the meeting and expressed their right to attend and exercise their voting rights are entitled to participate in the General Meeting and to exercise their voting rights in the General Meeting. To this end, it suffices to present proof of shareholdings from the depository bank in either German or English in written or text form (126b of the German Civil Code (BGB)). This proof of share ownership must pertain to the beginning of the twenty-first day prior to the General Meeting, which is Wednesday, November 21, 2018, 0:00 CET (“**the record date**”).

Registration and proof of shareholding must reach the Company in text form (126b of the German Civil Code (BGB)) no later than December 5, 2018, 24:00 CET, at the following address, fax number or email address:

elumeo SE  
c/o UBJ. GmbH  
Haus der Wirtschaft  
Kapstadtring 10

22297 Hamburg  
Germany  
Fax: +49 40 63785423  
Email: [hv@ubj.de](mailto:hv@ubj.de)

After registration and proof of shareholding in the Company have been received on time, the shareholders will be sent admission tickets to the General Meeting. To ensure timely receipt of the admission tickets, we ask that shareholders request an admission ticket from their custodian bank as soon as possible. The required registration and proof of share ownership will then be arranged by the custodian bank.

#### **SIGNIFICANCE OF THE RECORD DATE**

In relation to the Company, only those who have provided proof of share ownership on the record date are allowed to attend the meeting and exercise their voting rights as shareholders. The right to participate and the scope of voting rights are exclusively determined by the shareholdings as of the record date. The record date is not accompanied by a lock on the saleability of shareholdings. Also in the event of full or partial sale of the shareholding after the record date, solely the shareholding on the record date is decisive for entitlement to participate and for the scope of voting rights. In other words, sales of shares after the record date will not affect the right to attend the General Meeting and the scope of voting rights. It should, however, be noted that in accordance with 405.3.1 German Stock Corporation Act (AktG)\*, anyone who uses shares that belong to another person to exercise rights at the General Meeting which he is not authorized to use on that person's behalf without his consent acts unlawfully. Likewise, acquiring the Company's shares after the record date does not lead to any changes with regard to participation and voting rights. Anyone who does not hold any shares on the record date and only becomes a shareholder afterwards is not entitled to participate and exercise voting rights in connection with these shares. The record date is of no importance to any possible dividend entitlement.

*\*The provisions of the German Stock Corporation Act apply to elumeo SE pursuant to 9.1c.ii, 10 and 53 of the SE Regulation to the extent that specific provisions of the SE Regulation do not stipulate otherwise.*

#### **PROCEDURE FOR VOTING BY PROXY IN THE GENERAL MEETING**

Shareholders who do not themselves wish to attend the General Meeting may exercise their voting rights by issuing the appropriate authority to a proxy or to a shareholders' association or credit institution, or other institution or person of their choice covered by 135 German Stock Corporation (AktG). In this case, too, timely and proper registration of the shareholder and proof of his shareholdings on the record date in accordance with the above provisions are necessary.

The appointment of a proxy is possible both before and during the General Meeting. For this purpose, statements to the party to be authorized and to the Company come into question.

If neither a bank nor a shareholders' association or equivalent person or institution under the provisions of company law is empowered, granting and revoking of proxies and their proof to the Company must at least be in text form (126b German Civil code (BGB)).

If a proxy is appointed or revoked by giving notice to the Company, this notice must be in at least text form (126b BGB) and be sent to the following address, fax number or email address:

elumeo SE  
c/o UBJ. GmbH  
Haus der Wirtschaft  
Kapstadtring 10  
22297 Hamburg  
Germany  
Fax: +49 40 63785423  
Email: [hv@ubj.de](mailto:hv@ubj.de)

Cancellation may be made personally by the shareholder participating in the General Meeting.

If authorization is granted by giving notice to the Company, no additional proof of authorization is required. If authorization is granted by giving notice to the proxy, power of attorney is to be documented to the Company in at least text form (126b BGB), as long as no other interpretation can be drawn from 135 AktG (see below).

The submission of the record of proxy may be made to the address, fax number or email address listed above for issuing power of attorney. To ensure that this proof of authorization is assigned clearly, we ask you to include the shareholder's or company's full name and place of residence or business address. Please also provide the name and address of the proxy so that he can be sent the ticket.

Proof can also be supplied by the proxy on the day of the General Meeting by presenting the power of attorney at the entrance.

There is no written form requirement according to either the Articles of Association or the expressed terms of the German Stock Corporation Act (AktG) for authorization of a bank, a shareholders' association or another institution or person equivalent in terms of stock corporation law. The general text form requirement for authorization in accordance with 134.3.3 AktG does not apply for these proxy receivers by majority opinion. It may be that the proxy receiver will require a special form of proxy in these cases because he must make this verifiable in accordance with 135.1.2 AktG (possibly in conjunction with 135.8 or 135.10 and 125.5 AktG). We ask that you discuss any special requirements that might need to be observed with the proxy receiver.

If a shareholder wishes to authorize a bank or a shareholders' association or another institution or person equivalent by stock corporation law, he should ask the proxy receiver whether he will be represented or present at the General Meeting of elumeo SE.

The power of attorney can also be assigned to shareholders in attendance, shareholder representatives and others present at the General Meeting. However, credit institutions, shareholders' associations or other institutions or persons equivalent to these under the provisions of the German Stock Corporation Act may only grant sub-proxies to persons who are not their employees pursuant to 135.5.1 AktG (possibly in conjunction with 135.8 or 135.10 and 125.5 AktG) if this is permitted by the power of attorney.

Duly registered shareholders authorized to attend the General Meeting will receive forms together with their admission tickets that can be used for granting and revoking power of attorney. Appropriate forms are also available in German language on the Company's website at [www.elumeo.com/investor-relations/hauptversammlung/aoHV2018](http://www.elumeo.com/investor-relations/hauptversammlung/aoHV2018). There is no obligation to use the forms provided by the Company.

If a shareholder appoints more than one person, the Company may reject one or more proxies.

#### **VOTING BY A PROXY APPOINTED BY THE COMPANY**

Shareholders also have the chance to have their voting rights exercised at the General Meeting by proxies appointed by the Company, Mr. Marc Hein-vom Hoff, Berlin, and Mr. Florian Spatz, Berlin, bound by instructions, based on their voting instructions. In this case, the shareholder must prove his ownership on the record date and register for the General Meeting in time in due manner.

The proxies appointed by the Company will vote on the individual agenda items based on the authorization from the shareholders in accordance with the instructions they have received. The proxies from the Company are subject to no instructions from elumeo SE in exercising voting rights. If instructions are ambiguous, the proxies appointed by the Company must abstain from voting on the respective agenda item. The proxies from the Company may not exercise their vote on matters that are not known in advance of the General Meeting (procedural motions, for example). In these cases, they will abstain or not participate in the voting. The same applies to voting on counter-motions without explicit instructions. The Company's proxies will not have the right to file objections against General Meeting resolutions, to exercise rights to speak or ask questions or file motions.

Issuing powers of attorney and instructions to proxies appointed by the Company and the revocation of a power issued to the proxies appointed by the Company must at least be made in text form (126b BGB). Shareholders who would like to authorize a proxy nominated by the Company may download

the German-language proxy/instruction form available at [www.elumeo.com/investor-relations/hauptversammlung/aoHV2018](http://www.elumeo.com/investor-relations/hauptversammlung/aoHV2018). The proxy/instruction form can also be requested free of charge from the Company. There is no obligation to use the form offered by the Company for proxy authorization or to issue proxies to the Company's voting rights representatives.

For organizational reasons, proxy and voting instructions to the Company's proxies must reach the Company no later than December 11, 2018, at 16:00 CET, at least in text form (126b BGB) at the following address, fax number or email address:

elumeo SE  
c/o UBJ. GmbH  
Haus der Wirtschaft  
Kapstadtring 10  
22297 Hamburg  
Germany  
Fax: +49 40 63785423  
Email: [hv@ubj.de](mailto:hv@ubj.de)

Alternatively, power of attorney and instructions can be handed over to proxies during the General Meeting.

## **RIGHTS OF SHAREHOLDERS**

### **Addition to the agenda at the request of a minority pursuant to 56.2 and 3 SE Regulation, 50.2 German SE Execution Act (SEAG), 122.2 AktG**

Shareholders whose shares together make up five percent of the share capital (corresponding to 275,000 shares) or a proportionate amount of EUR 500,000.00 (corresponding to 500,000 shares) may request that items be placed on the agenda of the General Meeting and be announced. This quorum is required pursuant to 56.2 and 3 SE Regulation in conjunction with 50.2 SEAG for supplemental requests from shareholders of a European Company (SE). 50.2 SEAG corresponds to the content to the provision of 122.2.1 AktG.

A request for each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Pursuant to 50.2 SEAG, a 90-day prior holding period for the minimum holding of shares is not a prerequisite for a request to supplement the agenda for an SE. The request must be addressed in writing to the Executive Board of the Company and must be received by the Company at least 30 days prior to the General Meeting, i.e. no later than the end of the day November 11, 2018, 24:00 CET. We ask you to send such requests to the following address:

elumeo SE  
– Executive Board –  
attn: Dr. Susanne Ries  
Erkelenzdamm 59/61  
10999 Berlin  
Germany

Supplementary requests to be announced will be published in German in the Federal Gazette immediately after receipt of the request and other such media for which it can be assumed that they will disseminate the information throughout the European Union. These will also be made available on the Company's German-language website at [www.elumeo.com/investor-relations/hauptversammlung/aoHV2018](http://www.elumeo.com/investor-relations/hauptversammlung/aoHV2018).

### **Counterproposals and election proposals pursuant to sections 126.1, 127 AktG**

Each shareholder is entitled to make requests regarding agenda items and the Rules of Procedure for the General Meeting or to make nominations (only regarding items on the agenda) without any announcement, publication or other special action being required prior to the meeting.

The Company will make proposals and nominations from shareholders, including the name of the

shareholder, the reasons (which are not required for nominations) and any comments from the management available in German at [www.elumeo.com/investor-relations/hauptversammlung/aoHV2018](http://www.elumeo.com/investor-relations/hauptversammlung/aoHV2018) if they are received by the Company at least 14 days prior to the meeting, i.e. by the end of the day November 27, 2018, 24:00 CET, at the following address, fax number or email address:

elumeo SE  
– Investor Relations –  
Erkelenzdammm 59/61  
10999 Berlin  
Germany  
Fax: +49 30 695979 650  
Email: [ir@elumeo.com](mailto:ir@elumeo.com)

The Company may waive publishing a countermotion and its justification if one of the reasons pursuant to 126.2.1-7 AktG applies. A justification of a countermotion need not be made accessible if it exceeds a total of 5,000 characters.

Except for the cases in 126.2 AktG, the Executive Board is not obligated to make shareholder nominations accessible if they do not contain the name, exercised profession and place of residence of the proposed members of the Executive Board or auditors or company and the registered office of the proposed auditing firm or information on membership of the proposed members of the Executive Board in other statutory supervisory boards within the meaning of 125.1.5 AktG.

### **Right of Shareholders pursuant to 131.1 AktG**

Pursuant to 131.1 AktG, each shareholder at the General Meeting is to be provided upon request with information by the Executive Board on the Company's affairs, insofar as this is necessary for a proper assessment of the item on the agenda.

The obligation to provide information also includes the legal and business relationships of the Company with affiliated companies as well as the situation of the Group and the companies included in the consolidated financial statements.

The Executive Board may refrain from answering individual questions for the reasons stated in 131.3 AktG.

Pursuant to 20.1.4 of the Company's Articles of Association, the Chairman is authorized to reasonably restrict the shareholders' right to ask questions and speak for the entire course of the General Meeting on discussing individual agenda items or questions and statements by individual speakers either at the beginning or during the course of the General Meeting. The Chairman of the meeting may also order the conclusion of discussion pursuant to 20.1.5 of the Articles of Association of the Company as far as it is necessary for conducting the meeting properly.

### **Miscellaneous**

The invitation together with the full wording of the agenda and motions for resolutions were published in German in the Federal Gazette (*Bundesanzeiger*) on 29 October 2018 and will soon be sent to shareholders. The full German version of the wording of the invitation together with the agenda and all of the further documents named therein as well as additional information relating to shareholders' rights are also available online for download from [www.elumeo.com/investor-relations/hauptversammlung/aoHV2018](http://www.elumeo.com/investor-relations/hauptversammlung/aoHV2018) (only in German).

Berlin, October 2018

**elumeo SE**

*Executive Board*