

INVITATION TO ANNUAL GENERAL MEETING

We hereby invite our shareholders to the Annual General Meeting to be held on Thursday, **May 12, 2016** at **10.00 am**

Note: new event venue

› **Speicher 10** ‹

An den Speichern 10
48157 Münster

KEY DATA OF THE TECHNOTRANS GROUP (IFRS)

	Δ previous year	2015	2014	2013	2012	2011
Earnings	9.3%	122,838	112,371	105,207	90,662	97,265
Technology	10.4%	81,457	73,758	65,988	53,733	61,673
Services	7.2%	41,381	38,613	39,219	36,929	35,592
EBITDA	23.4%	12,187	9,873	7,815	8,319	7,980
EBITDA margin (%)		9.9	8.8	7.4	9.2	8.2
EBIT	31.1%	8,952	6,830	4,626	5,357	4,787
EBIT margin (%)		7.3	6.1	4.4	5.9	4.9
Net profit for the period¹	42.9%	6,262	4,381	3,016	3,094	3,019
as percent of revenue		5.1	3.9	2.9	3.4	3.1
Net profit per share (€)	42.4%	0.96	0.67	0.47	0.48	0.47
Dividend per share (€)	45.5%	0.48*	0.33	0.20	0.12	0
Balance sheet	2.0%	76,043	74,534	73,019	64,705	67,215
Equity	9.0%	51,725	47,470	43,743	40,865	37,291
Equity ratio (%)		68.0	63.7	59.9	63.2	55.5
Return on equity (%) ²		12.3	9.4	7.0	7.6	8.1
Net debt³	143.0%	- 11,575	- 4,763	- 941	- 8,122	5,481
Free Cashflow⁴	77.2%	8,542	4,821	- 3,433	13,172	3,606
Employees (average)	5.1%	810	771	763	646	659
Personnel expenses	5.9%	42,160	39,808	37,022	32,651	33,224
as percent of revenue		34.3	35.4	35.2	36.0	34.2
Revenue per employee	4.1%	152	146	138	140	148
Number of shares at end of period		6,530,588	6,516,434	6,493,474	6,455,404	6,432,775
share price max (€)		19.90	9.56	10.35	7.20	7.51
share price min (€)		9.21	7.41	6.90	4.10	4.01

¹Net profit for the period = profit attributable to technotrans AG shareholders

²Return on equity = Net profit of the period/Equity to technotrans AG shareholders

³Net debt = financial liabilities – cash and cash equivalents

⁴Free Cashflow = Net cash from operating activities
+ cash used for investments acc. to cash flow statement

*Proposal to the Shareholder Meeting

THE TECHNOTRANS GROUP IS GROWING, AND GROWING TOGETHER



**GROWING
TOGETHER**

The image features a large, abstract graphic composed of several dark blue geometric shapes. On the left side, there are three parallel diagonal stripes of varying widths. To the right of these stripes is a large, solid dark blue L-shaped block that occupies the bottom right portion of the frame. The text "GROWING TOGETHER" is centered within the white space between the diagonal stripes and the L-shaped block.

LETTER FROM THE BOARD OF MANAGEMENT

Dear Shareholders,

We cordially invite you to this year's Annual General Meeting!

Please note the change in the event venue for this year's Annual General Meeting. Due to work lasting for several months at the Münsterland Exhibition and Congress Centre Hall, this year's Annual General Meeting will take place in the function rooms **Speicher 10 in Münster**.

Please also remember to register in good time, even if you are perhaps not intending to exercise your voting right in person and would like to vote in writing or over the internet. You need to be registered in order to exercise your voting right.

What awaits you at this year's Annual General Meeting? As always, we would like give you an in-depth report on the past financial year.

2015 was a very successful year for the technotrans Group. We achieved all important goals and successfully maintained our growth trajectory. Among other things, the Annual General Meeting will be asked to pass a resolution on the distribution of an increased dividend of € 0.48 per no par value share.

In addition, we would again like to give you interesting insights into the future of our company. technotrans has developed into a growth-oriented specialist for liquid technology and has entered and built up new sales markets. On top of that, the four-year cycle of the drupa comes around again in 2016 – the world's largest trade show for the graphic arts industry. We remain optimistic about the coming financial years. We are determined to pursue the technotrans growth story and the medium and long-term goals.

This year there are also once again Supervisory Board elections. All good reasons for exercising your voting rights, we think!

For full information on the development of technotrans AG in the 2015 financial year and the key financial figures, please consult the financial section of our latest online Annual Report. We will be pleased to explain further details in the course of our debate on May 12, 2016.

Take the opportunity to discuss the strategic direction and future course of the technotrans Group with us once again this year. We hope you will be able to take part in this year's Annual General Meeting – whether by following it live on the internet or by attending in person in Münster.

On behalf of the Board of Management,



Henry Brickenkamp

AT A GLANCE



AGENDA ITEM 1

Presentation of the established financial statements of technotrans AG at December 31, 2015, of the approved consolidated financial statements prepared according to IFRS (International Financial Reporting Standards) at December 31, 2015, of the management reports for technotrans AG and the group, of the report of the Supervisory Board and of the explanatory report of the Board of Management on disclosures under takeover law



AGENDA ITEM 2

Resolution on the distribution of accumulated profit



AGENDA ITEM 3

Resolution on the discharge of the Board of Management for the 2015 financial year



AGENDA ITEM 4

Resolution on the discharge of the Supervisory Board for the 2015 financial year



AGENDA ITEM 5

Election of the auditors of the individual and consolidated financial statements for the 2016 financial year



AGENDA ITEM 6

Elections to the Supervisory Board



FURTHER PARTICULARS ON CONVENING

AGENDA

- 1. Presentation of the established financial statements of technotrans AG at December 31, 2015, of the approved consolidated financial statements prepared according to IFRS (International Financial Reporting Standards) at December 31, 2015, of the management reports for technotrans AG and the group, of the report of the Supervisory Board and of the explanatory report of the Board of Management on disclosures under takeover law**

- 2. Resolution on the distribution of accumulated profit**

The Board of Management and Supervisory Board propose that the accumulated profit of technotrans AG of € 5,839,922.26 as reported in the annual financial statements be distributed as follows:

	€
Distribution of a dividend of € 0.48 per no par value share on share capital of € 6,530,588.00 bearing dividend entitlements	3,134,682.24
Profit carried forward	2,705,240.02
Accumulated profit	5,839,922.26

The proposal on the distribution of profit takes account of the treasury shares held by the company, which do not qualify for dividends pursuant to Section 71b of the German Stock Corporation Act. The number of dividend-bearing shares may decrease or increase by the time of the Annual General Meeting as a result of the acquisition or sale of treasury shares. In that instance, a correspondingly modified resolution on the appropriation of profit shall be put to the Annual General Meeting, based on an unchanged dividend of € 0.48 per dividend-bearing share.

The dividend shall be payable from May 13, 2016.

- 3. Resolution on the discharge of the Board of Management for the 2015 financial year**

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Board of Management for the 2015 financial year.

- 4. Resolution on the discharge of the Supervisory Board for the 2015 financial year**

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Supervisory Board for the 2015 financial year.

- 5. Election of the auditors of the individual and consolidated financial statements for the 2016 financial year**

Supported by the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG Wirtschaftsprüfungsgesellschaft, Bielefeld, be elected as auditors for the individual and consolidated financial statements for the 2016 financial year.

6. Elections to the Supervisory Board

Pursuant to Sections 96 (1), 101 (1) first sentence of the German Stock Corporation Act in conjunction with Sections 1 (1) No. 1 first sentence and 4 (1) of German One-Third Employee Representation Act as well as Section 11 (1) of the articles of incorporation, the Supervisory Board of the technotrans AG is to comprise four shareholders' representatives to be elected by the Annual General Meeting and two employees' representatives to be elected by the employees in accordance with the One-Third Employee Representation Act.

The term of office of Messrs Helmut Ruwisch and Dieter Schäfer, elected to the Supervisory Board by the shareholders, ends with the close of the Annual General Meeting on May 12, 2016. For the constitution of the Supervisory Board to remain in compliance with the law and the articles of incorporation after the Annual General Meeting, two new members are therefore to be elected to the Supervisory Board. Mr Ruwisch is not available for re-election as a result of having reached the age limit.

The Supervisory Board proposes to the Annual General Meeting that the following gentlemen be elected to the Supervisory Board; membership of other supervisory boards formed to comply with legal requirements or of other comparable supervisory bodies, whether in Germany or elsewhere, is indicated for each individual:

- a) Dr Wolfgang Höper, independent entrepreneur, resident in Herleshausen,
Membership of other supervisory boards formed in compliance with legal requirements and of comparable supervisory bodies, whether in Germany or internationally:

- Dr. Hahn GmbH & Co. KG, Mönchengladbach
- SchäferRolls GmbH & Co. KG, Renningen

Disclosures on Article 5.4.1 (5) and (6) of the German Corporate Governance Code:

In the assessment of the Supervisory Board there exist no personal or business relations between Dr Höper and the companies of the technotrans Group, the corporate bodies of technotrans AG and other major shareholders of technotrans AG that have a material bearing on the election decision of the Annual General Meeting within the meaning of Article 5.4.1 (5) and (6) of the German Corporate Governance Code.

- b) Mr Dieter Schäfer, industry consultant for machine tool manufacturing companies, resident in Steinhagen,
Membership of other supervisory boards formed in compliance with legal requirements and of comparable supervisory bodies, whether in Germany or internationally:

- none

Disclosures on Article 5.4.1 (5) and (6) of the German Corporate Governance Code:

In the assessment of the Supervisory Board there exist no personal or business relations between Mr Schäfer and the companies of the technotrans Group, the corporate bodies of technotrans AG and other major shareholders of technotrans AG that have a material bearing on the election decision of the Annual General Meeting within the meaning of Article 5.4.1 (5) and (6) of the German Corporate Governance Code.

Dr Höper and Mr Schäfer are each to be elected for the period up until the close of the Annual General Meeting which gives discharge for the fourth financial year from the start of the period of office, not counting the financial year in which the election takes place; election is thus for the period up until the close of the Annual General Meeting in 2021.

It is proposed that the election of the Supervisory Board members take the form of election of individuals.

Mr Schäfer satisfies the particular requirements of Section 100 Paragraph 5 of German Stock Corporation Law and is proposed as a Supervisory Board member in the capacity of independent financial expert.

INFORMATION FOR OUR SHAREHOLDERS

In order to exercise your rights as shareholder, you must register in good time and order your admission ticket. This admission ticket entitles you to



attend the shareholders' meeting yourself and to exercise your right to vote
or



delegate another person, a bank or a shareholder association to prepresent you
at the shareholders' meeting and to exercise your right to vote
or



participate in the voting by giving instructions within the framework of the law and the charter.

Ordering admission tickets

You can directly order your admission ticket using the form that is enclosed with your invitation. Please check whether the number of shares and your address are correct. Please order the admission tickets as early as possible.

All shareholders who are recorded in the share register are eligible to participate and vote.

If you receive the documents from a bank, then you are not recorded in the share register. Why not ask your bank to register you, so that in future you are directly approached as shareholder and can exercise your respective shareholder rights.

PARTICIPATION IN THE GENERAL MEETING AND EXERCISING OF VOTING RIGHTS

Only those shareholders who are entered on the share ledger of the company and whose registration is received by the company by **Thursday, May 5, 2016 (12.00 pm)** at the latest shall be entitled to participate in the Annual General Meeting, exercise voting rights and table motions.

Shareholders continue to have access to their shares even after registering for the Annual General Meeting. The right to participate and vote is determined by the number of shares held as entered on the share ledger on the day of the Annual General Meeting. This will correspond to the number of shares held at the end of the day on which registrations close, because orders for re-registration in the share ledger during the period from May 6, 2016 to May 12, 2016 inclusive will only be processed and recognised with effect from after the Annual General Meeting on May 12, 2016. The technical record date for the exercising of voting rights on the day of the Annual General Meeting is therefore the end, i.e. 12.00 pm, on May 5, 2016.

Shareholders may register with technotrans AG in writing, by telefax or by e-mail at the following address:

technotrans AG

c/o Computershare Operations Center
80249 Munich · Germany
Telefax-Nr.: +49 89 30 90 3 74675
e-mail: anmeldestelle@computershare.de

Shareholders shall be sent admission tickets for the Annual General Meeting following receipt of their registration.

Procedure for voting by proxy

Shareholders who are not attending the Annual General Meeting in person may also exercise their right to vote at the Annual General Meeting via proxy, e.g. the custodian bank, an association of shareholders or another person of their choice. In this case, too, they must register in good time. Shareholders will receive an appointment of proxy form that they can use to grant powers of proxy together with their admission ticket.

If no bank, association of shareholders or person enjoying equivalent status pursuant to Section 135 (8) of the German Stock Corporation Act is authorised, the text form shall be required for the granting or revoking of powers of proxy and for furnishing evidence of powers of proxy to the company (Section 126 b of German Civil Code). For the granting of powers of proxy to banks, associations of shareholders or persons enjoying equivalent status to them, the proxy shall in each case be consulted on any particularities needing to be observed.

To furnish evidence of powers of proxy, the proxy may present the power of proxy to the admission personnel on the day of the Annual General Meeting. Shareholders and associations of shareholders are requested to use the following address if sending in evidence by post, by fax or by e-mail:

technotrans AG

– Investor Relations –
Robert-Linnemann-Straße 17
48336 Sassenberg · Germany
Telefax-Nr.: +49 (0) 25 83/301–10 54
e-mail: hv2016@technotrans.de

We moreover offer to appoint a proxy who is nominated by the company and bound by instructions on behalf of our shareholders. Power of attorney to the proxy nominated by the company shall be issued in text form (Section 126b of German Civil Code) and must always include instructions on how voting rights are to be exercised. In the absence of instructions, powers of proxy shall be invalid. The proxy nominated by the company shall be obliged to vote as instructed. In order to grant powers of proxy and instructions to the person appointed by the company, shareholders may use the form attached to the admission ticket. There is also the option that the proxy appointed by the company may be authorised and given instructions over the internet. Internet-based powers of proxy and instructions may be granted before the Annual General Meeting as well as during the Annual General Meeting, up until the end of the general debate. In order to use the internet-based powers of proxy and instruction system, as well as registering in time, the name, address and shareholder number need to be entered. The shareholders shall be sent further details of how to grant power of attorney to the proxy appointed by the company together with their admission ticket. Information on granting powers of proxy to the person nominated by the company is also available on the internet at

<http://www.technotrans.com/en/investor-relations/hauptversammlung.html>

When sending in evidence of powers of proxy to the representative by post, by fax or by e-mail, shareholders and associations of shareholders are requested to use the above address to submit evidence of granting powers of proxy to the representative.

Shareholders shall be sent further details and information on participation in the Annual General Meeting, as well as on granting powers of proxy and issuing instructions, together with their admission ticket. Corresponding information can also be found on the company's website at

<http://www.technotrans.com/en/investor-relations/hauptversammlung.html>.

Procedure for postal voting

Shareholders who do not wish to attend the Annual General Meeting in person may also cast their votes by post. Only those shareholders who have registered in time are entitled to exercise their voting right by way of postal vote. Postal votes may be cast in writing or electronically and must be received by the company by May 5, 2016 inclusive.

For postal voting in writing, shareholders should use the form printed on the admission ticket and return it to the above address for submitting evidence of powers of proxy.

It is also possible for registered shareholders to cast votes electronically, using the Internet-based system set up for this purpose on the website at

<http://www.technotrans.com/de/investor-relations/hauptversammlung.html>

In order to use the internet-based system for electronic postal voting, the voter's name, address and shareholder number must be entered.

After casting their vote by the deadline for postal voting, the shareholders may use the internet-based system up until the end of the general debate on the day of the Annual General Meeting to change their vote.

Shareholders will find further information on postal voting in the registration documents and on the website referred to above.

Live broadcast of the Annual General Meeting on the internet

The opening of the Annual General Meeting by the meeting's chair and the speech by the Chairman of the Board of Management will be broadcast live on the internet. The broadcast will be interrupted for the debate and will then conclude with the voting proceedings and the announcement of the results.

Total number of shares and voting rights at the time of convening of the Annual General Meeting

At the date of convening of the Annual General Meeting, the company's capital stock amounts to 6,907,665 no par value shares carrying eligibility to participate and vote, of which 374,915 no par value shares are treasury shares that do not bring the company any rights.

Rights of shareholders

The shareholders have the following rights, among others, prior to and during the Annual General Meeting:

1. Right to supplement the agenda

Shareholders whose shares together amount to one-twentieth of the share capital (i.e. 345,384 no par value shares) may demand that items be placed on the agenda and announced. For each new subject a reason must be stated or a draft resolution presented. The demand must be received by the company by the close of April 11, 2016 at the following address:

technotrans AG

– Investor Relations –
Robert-Linnemann-Straße 17
48336 Sassenberg · Germany

2. Motions and nominations for election by shareholders

If a shareholder would like to table counter-motions to a proposal by the Board of Management and Supervisory Board or nominate a candidate for election, these should be submitted to the following address:

technotrans AG

- Investor Relations -
Robert-Linnemann-Straße 17
48336 Sassenberg · Germany
Telefax-Nr.: +49 (0) 25 83/301–10 54
e-mail: hv2016@technotrans.de

Reasons for counter-motions, but not for nominations for election, shall be given. The counter-motions and nominations for election received from shareholders at the following address at least 14 days before the meeting, in other words by no later than the close of April 27, 2016 and to be disclosed, will be published by us on the internet at

<http://www.technotrans.com/en/investor-relations/hauptversammlung.html>

Counter-motions and nominations for election sent to another address or received after the deadline shall not be considered. Any comments by the management shall likewise be published on the internet at the same address.

3. Shareholder's right to information

Every shareholder shall, on request, be given information by the Board of Management at the Annual General Meeting on matters concerning the company, including its legal and business relationships with subsidiaries as well as the position of the group and the companies included in the Consolidated Financial Statements, to the extent that this information is required to form an objective opinion of a subject on the agenda and no right to refuse information exists.

4. Additional notes

Additional notes on the rights of shareholders pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) of the German Stock Corporation Act can be found on the internet at

<http://www.technotrans.com/en/investor-relations/hauptversammlung.html>

Information and documents for the Annual General Meeting

A copy of the documents referred to in Agenda Item 1 shall, on request, be sent to shareholders without delay. These documents shall also be open to inspection at the Annual General Meeting. These documents may furthermore be consulted on the company's website at

<http://www.technotrans.com/en/investor-relations/hauptversammlung.html>

and downloaded from there.

The information and documents pursuant to Section 124a of the German Stock Corporation Act, and in particular participating in the Annual General Meeting, postal voting, granting powers of proxy and issuing instructions, can likewise be consulted on the internet at

<http://www.technotrans.com/en/investor-relations/hauptversammlung.html>

and downloaded if desired.

The results of votes shall also be posted on this website after the Annual General Meeting.

The invitation to the Annual General Meeting is published in the Federal Gazette dated April 1, 2016.

Sassenberg, April 2016

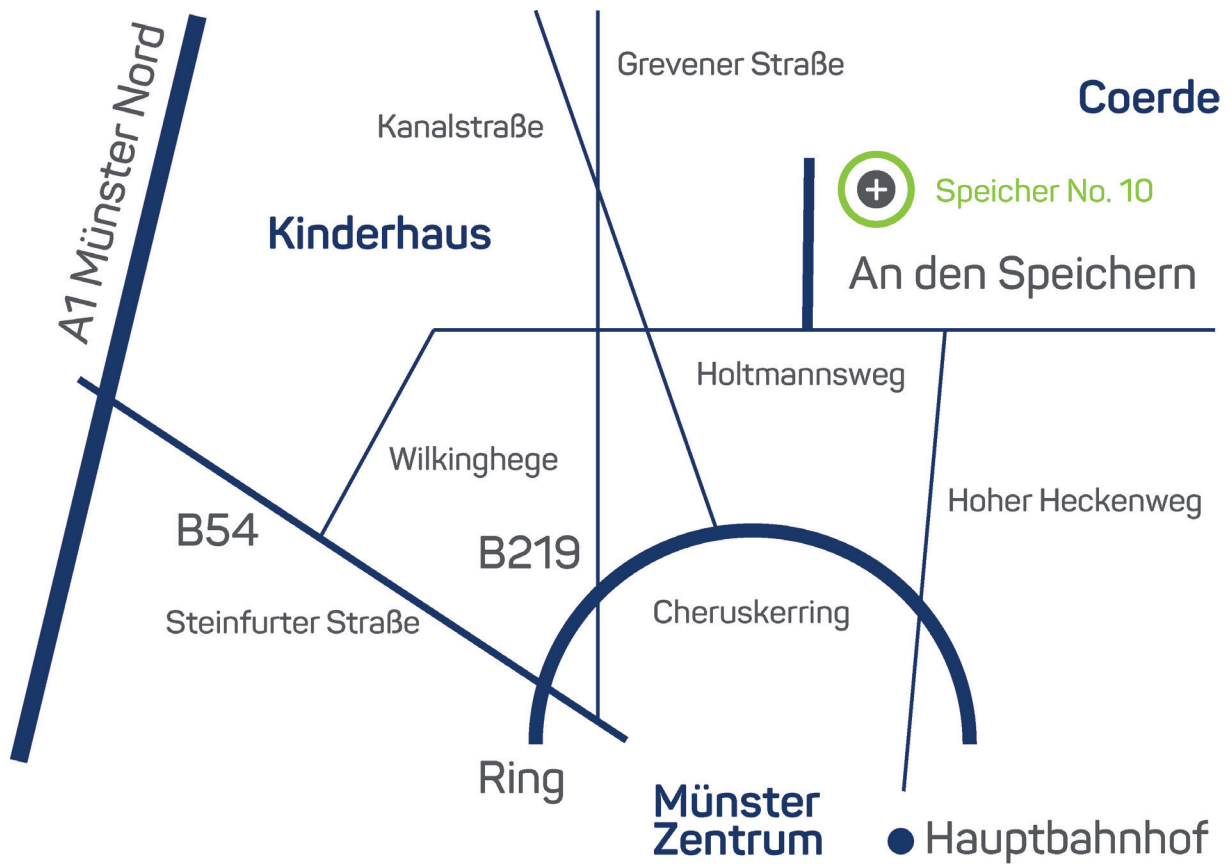
technotrans AG

The Board of Management

DIRECTION

Direction to Speicher 10

An den Speichern 10
48157 Münster • Germany

**Public transport**

from Münster main station

- › main station B3 – 39 minutes
Route 9 Speicherstadt
to Speicherstadt, approx. 260 m by foot to An den Speichern 10
- › main station B3 – 38 minutes
Route 8 Kinderhaus Schulzentrum B
to Holtmannsweg, approx. 400 m by foot to An den Speichern 10

FINANCIAL CALENDER

Publication	Date
Interim Report 1-3/2016	May 04, 2016
Annual Shareholders' Meeting	May 12, 2016
Interim Report 1-6/2015	August 05, 2016
Interim Report 1-9/2015	November 04, 2016
Annual Report 2016	March 07, 2017

Member of
the technotrans group

✎technotrans

✎gds

✎termotek

✎kih

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