



technotrans AG
Sassenberg

- ISIN: DE0007449001 -

We hereby invite our shareholders to the

Ordinary Shareholders' Meeting to be held on

Friday, May 9, 2008, at 10.00 a.m.

in the Münsterland Hall (Congress Room),
Albersloher Weg 32, 48155 Münster.

Agenda

- 1. Presentation of the established financial statements of technotrans AG at December 31, 2007, of the approved consolidated financial statements prepared according to IFRS (International Financial Reporting Standards) at December 31, 2007, of the management reports for technotrans AG and the group, of the report of the Supervisory Board and of the annotated 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 € 5,824,043.18 as reported in the individual financial statements be distributed as follows:

Distribution of a dividend of € 0.70 per no par value share on the dividend-bearing share capital	€ 4,735,502.80
Allocation to retained earnings	€ 1,000,000.00
Net earnings brought forward	€ 88,540.38
Accumulated profit	€ 5,824,043.18

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 71 of German Stock Corporation Law. The number of dividend-bearing shares may

decrease or increase by the time of the Shareholders' 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 Shareholders' Meeting, based on an unchanged dividend of €0.70 per dividend-bearing share.

The dividend shall be payable on May 13, 2008.

3. Resolution on the discharge of the Board of Management for the 2007 financial year

The Board of Management and Supervisory Board propose that discharge be granted.

4. Resolution on the discharge of the Supervisory Board for the 2007 financial year

The Board of Management and Supervisory Board propose that discharge be granted.

5. Election of the auditors of the individual and consolidated financial statements for the 2008 financial year

The Supervisory Board proposes that KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Bielefeld, be elected as auditors for the individual and consolidated financial statements for the 2008 financial year.

6. Resolution on the authorisation of the Board of Management to acquire treasury shares with scope for excluding the subscription right in the event of the resale of treasury shares

The current authorisation granted by the Shareholders' Meeting of May 11, 2007 to acquire treasury shares is limited in time until October 31, 2008 ("time-limited authorisation"); some use has been made of it. The existing authorisation is now to be cancelled and a new authorisation of wider scope granted for the period up until October 31, 2009.

The Board of Management and Supervisory Board therefore propose the following resolution:

The Board of Management of the company is authorised up until October 31, 2009 to acquire treasury shares representing up to 10 % of the current (i.e. in existence at the time of this authorisation taking effect) share capital. The Board of Management may make use of the authorisation in whole or part, on one or more occasions, in pursuit of one or more objectives.

Such treasury shares shall, at the discretion of the Board of Management, be acquired a) via the stock market or b) by means of a public offer of purchase addressed to all shareholders.

- a) If acquired by stock exchange dealings, the purchase price per share shall not exceed or undercut the average Xetra closing price (or, insofar as the Xetra closing price serves as the basis for this authorisation, the closing price determined by a successor system taking the place of the Xetra system) on the Frankfurt Stock Exchange on the five trading days preceding the acquisition by more than 10 %.
- b) If acquired on the basis of a public offer to buy, the acquisition price per share shall not exceed or undercut the average Xetra closing price on the Frankfurt Stock Exchange on the five last trading days before initial disclosure of the offer by more than 10 %.

The Board of Management shall be authorised use the treasury shares acquired on the basis of the authorisation for all legally permissible purposes, and in particular for the following:

They may be retired without their retirement or implementation of their retirement requiring a further shareholders' resolution. Retirement may be limited to a portion of the shares acquired; the authorisation may in addition be used on multiple occasions. Retirement results in a capital reduction.

The Board of Management shall furthermore be authorised to resell the acquired treasury shares on the stock market. In this case the selling price per share shall not undercut the average Xetra closing price on the Frankfurt Stock Exchange on the five trading days prior to sale by more than 5 %.

The Board of Management shall moreover be authorised to dispose of the acquired treasury shares by other means – and therefore not via the stock market

or by offer to all shareholders – by cash sale to third parties. In this case the selling price per share shall not undercut the average Xetra closing price on the Frankfurt Stock Exchange on the five trading days prior to sale by more than 5 %. For disposal of treasury shares by such means, the subscription right of the shareholders is excluded. The authorisation for such a sale of treasury shares is limited to a total of no more than 10 % of the share capital of the company, including shares issued from approved capital in accordance with Section 5 Paragraph 3 a) of the articles of incorporation, excluding the subscription right pursuant to Section 186 Paragraph 3 fourth sentence of German Stock Corporation Law.

The Board of Management shall furthermore be authorised to dispose of the acquired treasury shares in a manner other than via the stock market or by offering them to all shareholders, with the approval of the Supervisory Board, if transfer to a third party takes the form of counter-performance in the context of the acquisition of companies or of participating interests. The price at which the acquired treasury shares are transferred to a third party shall not significantly undercut the average Xetra closing price on the Frankfurt Stock Exchange on the last five trading days before the concluding of the agreement on the acquisition of the company or participating interest. The authorisation to use acquired treasury shares for the purpose of acquiring a company or a participating interest shall be limited to shares amounting to no more than 10 % of the current share capital. The subscription right of shareholders shall be excluded for the use of treasury shares for the purpose of acquiring a company or a participating interest.

The above authorisations to resell treasury shares shall also apply to such treasury shares as the company has acquired on the basis of the existing authorisation, including before the authorisation proposed in this agenda item 6 takes effect.

The existing authorisation to acquire treasury shares granted to the Board of Management by the Shareholders' Meeting of May 11, 2007 shall be nullified as soon as the authorisation proposed in this agenda item 6 takes effect.

Report by the Board of Management to the Shareholders' Meeting pursuant to Sections 71 Paragraph 1 No. 8, and 186 Paragraph 4 Sentence 2 of German Stock Corporation Law on Item 6 of the agenda:

The proposal on Item 6 of the agenda envisages the authorisation of the Board of Management of the company pursuant to Section 71 Paragraph 1 No. 8 of German Stock Corporation Law to acquire treasury shares amounting to up to 10 % of the

current share capital up until October 31, 2009, in good time before expiry of the authorisation granted by the Shareholders' Meeting of May 11, 2007 (the "existing authorisation"). The existing authorisation which, in accordance with legal requirements, may only be granted for a period of 18 months, would expire on October 31, 2008 and is therefore to be replaced by the proposed new authorisation, which moreover envisages wider scope for the resale of treasury shares compared with the existing authorisation.

The new scope for exclusion of subscription rights of the proposed new authorisation in application of Section 186 Paragraph 3 fourth sentence of German Stock Corporation Law furthers the interests of the company to sell treasury shares to institutional investors, for example. This arrangement makes it possible to attract new groups of shareholders. The proposed new authorisation is moreover intended to preserve the company's scope for acquiring treasury shares, for use among other things as counter-performance to third parties for the acquisition of companies or participating interests. This enables the company to use treasury shares as a flexible and cost-effective form of counter-performance for the acquisition of a company or a participating interest, in appropriate instances in the context of its ongoing acquisitions policy. The pecuniary and voting rights interests of the shareholders are each preserved in a suitable manner when treasury shares are used in this way. The proposed authorisation is restricted to up to 10 % of the company's share capital. The price at which the acquired treasury shares are transferred to a third party for the purpose of acquiring a company or a participating interest may moreover not significantly undercut the average Xetra closing price on the Frankfurt Stock Exchange on the last five trading days before the concluding of the agreement on the acquisition of the company or participating interest.

7. Elections to the Supervisory Board

The Board of Management of the company announced on November 15, 2007 pursuant to Section 97 Paragraph 1 of German Stock Corporation Law that different legal requirements now apply to the composition of the Supervisory Board in view of the number of people that the company now employs. The Supervisory Board of technotrans AG will accordingly no longer comprise exclusively shareholders' representatives in future, because its composition falls under the requirements of Sections 96 Paragraph 1 and 101 Paragraph 1 of German Stock Corporation Law in conjunction with Sections 1 Paragraph 1 No. 1 first sentence and 4 Paragraph 1 of German One-Third Employee Representation Act. Since pursuant to Section 11 Paragraph 1 of the articles of incorporation the Supervisory Board comprises a total of six members, it will in future comprise four representatives of the shareholders and two representatives of the employees.

As a result of the announcement made by the Board of Management pursuant to Section 97 Paragraph 1 of German Stock Corporation Law, the term of office of all current Supervisory Board members will end with the close of the Shareholders' Meeting on May 9, 2008. Four new Supervisory Board members are therefore to

be elected. The Shareholders' Meeting shall not be bound by the proposed candidates.

The Supervisory Board proposes to the Shareholders' 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:

1. Manfred Bender, Business Management graduate, Heuchelheim
Chairman of the Board of Management of Pfeiffer Vacuum
Technology AG
No further non-executive directorships
2. Dr. Norbert Bröcker, lawyer, Düsseldorf
No further non-executive directorships
3. Heinz Harling, Engineering graduate, Hamm
Chairman of the Board of Management of technotrans AG (until the
close of the Shareholders' Meeting on May 9, 2008)
*Member of the Advisory Board of Westfalia Automotive Holding
GmbH*
4. Joachim Voss, Business graduate, Ratingen
Managing Director, WestLB AG
No further non-executive directorships

In accordance with a suggestion in the German Corporate Governance Code, the need for change is to be reflected by the election of Supervisory Board members for varying terms of office. Mr Voss and Mr Bender are therefore to be elected for the period up until the close of the Shareholders' Meeting which gives discharge for the third financial year from the start of the period of office, not counting the financial year in which the election takes place. Mr Harling and Dr Bröcker are to be elected for the period up until the close of the Shareholders' 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.

The election of the four Supervisory Board members to be elected shall take the form of election of individuals in accordance with the corresponding recommendations of the German Corporate Governance Code. In the event of the four proposed Supervisory Board members being elected, at least half of the members of the newly constituted Supervisory Board would be regarded as independent under the German Corporate Governance Code. The Supervisory Board is of the belief that this would be an adequate number of Supervisory Board members.

It is intended to propose Mr Heinz Harling, Graduate Engineer, as candidate for Supervisory Board Chair in the event of his election. The background to the proposal of Mr Harling for election to the Supervisory Board is his decision to step back from the day-to-day running of the company for personal and health reasons, having played a pivotal and highly successful role for more than 28 years in building up the present company technotrans AG. The Supervisory Board expressly welcomes Mr Harling's availability to serve on the Supervisory Board of technotrans AG in the future and thus to contribute towards the future development of the company. Equally, the Supervisory Board advocates Mr Harling's election as Supervisory Board Chairman. Above and beyond these explanations, the resulting switch from Chairman of the Board of Management to Chairman of the Supervisory Board will also be advocated to the Shareholders' Meeting in accordance with the recommendations of the German Corporate Governance Code.

8. Resolution on the amendment of the articles of incorporation on the composition of the Supervisory Board

As explained in agenda item 7, the Supervisory Board of the company will in future comprise four representatives of the shareholders and two representatives of the employees. The provisions in the articles of incorporation regarding the composition of the Supervisory Board are therefore to be amended.

The Board of Management and Supervisory Board therefore propose the following resolution:

Section 11 Paragraph 1 of the articles of incorporation is to be reworded as follows:

"(1) The Supervisory Board shall comprise six members. Four members shall be elected by the Shareholders' Meeting in

accordance with the requirements of German Stock Corporation Law, and two members by the employees in accordance with the requirements of the German One-Third Employee Representation Act.

9. Resolution on the amendment to the statutory requirement on the passing of resolutions at the Shareholders' Meeting

Pursuant to Section 20 Paragraph 2 of the articles of incorporation of technotrans AG, resolutions passed by the Shareholders' Meeting shall fundamentally require a simple majority, unless otherwise specified in law. This means, among other things, that in a departure from the statutory requirement (which is not binding), merely a simple majority shall be required for a resolution on the dismissal of Supervisory Board members elected by the Shareholders' Meeting when not bound by a nomination, prior to their term of office ending. The statutory requirement is therefore to be implemented again in future.

The Board of Management and Supervisory Board therefore propose the following resolution:

Section 20 Paragraph 2 of the articles of incorporation shall be reworded as follows:

"(2) Unless otherwise specified in law, the simple majority of votes cast shall constitute a voting majority for shareholders' resolutions, and the simple majority of the share capital represented in the resolution shall constitute a majority of the share capital, disregarding abstentions in each case. In a departure from this, resolutions pursuant to Section 103 Paragraph 1 of German Stock Corporation Law require the majority specified in law; an amendment to the articles of incorporation governing this requirement shall likewise require the majority envisaged in Section 179 Paragraph 2 of German Stock Corporation Law."

10. Resolution on the change from bearer shares to registered shares and corresponding amendments to the articles of incorporation

The shares in the company are currently made out to the bearer. They are to be changed to registered shares. Registered shares are in widespread use internationally. Registered shares permit more effective contact between the company and its shareholders. The changeover to registered shares necessitates the creation of a share ledger. Only parties who are entered in the share ledger as shareholders are considered to be shareholders in respect of the company. The transfer of shares does not require the permission of the company and may also be effected without entry in the share ledger.

The Board of Management and Supervisory Board propose the following resolution:

- a) The shares in the company, which are currently bearer shares, shall be converted into registered shares.
- b) Section 5 Paragraph 2 of the articles of incorporation shall be reworded as follows:

"(2) The shares shall be registered. For entry on the share ledger the shareholders shall, insofar as they are individuals, inform the company of their name, address and date of birth or, if they are legal entities, their company, business address and registered office, as well as always the number of shares held by them and also their electronic mailing address (e-mail address), if they have one. The company shall be entitled to communicate information to the registered shareholders by way of remote data transfer (in particular by e-mail), with their agreement."

- c) Section 4 of the articles of incorporation shall be reworded as follows:

"Section 4
Announcements

Announcements by the company shall be published in the electronic Federal Official Gazette, insofar as not specified to the contrary in law."

- d) Section 18 Paragraphs 1 to 3 of the articles of incorporation shall be reworded as follows:

- "(1) Only those shareholders who are entered on the share ledger and have registered for the Shareholders' Meeting in good time shall be entitled to participate in the Shareholders' Meeting, exercise voting rights and table motions.
- (2) Registration shall be made in text form, in the German or English language. Registration shall be with the body indicated for this purpose in the notice convening the meeting and shall be made in writing, by telefax or, subject to the decision of the Board of Management, by electronic means as specified by the Board of Management, by no later than the seventh day prior to the Shareholders' Meeting (registration date). No deletions from and new entries on the share ledger shall take place on the day of the Shareholders' Meeting and on the last six days prior to the Shareholders' Meeting.
- (3) If the last day of registration falls on a Sunday, a public holiday recognised at the corporate domicile or a Saturday, the deadline shall be the preceding working day."

- e) Finally, the reference in Section 17 Paragraph 3 third sentence of the articles of incorporation is to be amended as follows:

The reference in brackets "(Section 18 Paragraph 1)" shall be replaced with the reference "(Section 18 Paragraph 2)".

11. Resolution on the amendment of the provisions in the articles of incorporation regarding chairing of the Shareholders' Meeting

The provisions in the articles of incorporation on the running of the Shareholders' Meeting by the Chair are to be elaborated and broadened to take account of the changes to the statutory framework resulting from the German Law on Corporate Integrity and Modernisation of the Right of Avoidance (UMAG).

The Board of Management and Supervisory Board therefore propose the following resolution:

Section 19 of the articles of incorporation shall be reworded as follows:

"Section 19

Chairing of the Shareholders' Meeting

- (1) The Shareholders' Meeting shall be chaired by the Supervisory Board Chair or, if prevented from attending, by his Deputy. If neither the Chair nor his Deputy is present, the chair shall be appointed by the Supervisory Board members present who represent the shareholders.
- (2) The Chair shall determine the proceedings of the Shareholders' Meeting. He shall determine the order in which the agenda items are dealt with, as well as the order and form of votes. If voting cards or other data carriers are used, he may specify that several votes be grouped together and collected simultaneously.
- (3) The Chair shall determine the order of speakers and may, insofar as legally permissible, decide whether to combine materially related subjects of resolutions into a single voting item and impose appropriate restrictions on the speaking time, questions and answers time or overall time for speaking, questions and answers for the entire Shareholders' Meeting proceedings, for individual agenda items and for individual speakers, either at the start or during the course of the Shareholders' Meeting. He may furthermore terminate the debate, insofar as necessary for the orderly conducting of the Shareholders' Meeting. He may call upon assistants for support in exercising the house rules."

Participation in the Shareholders' Meeting

Those shareholders who register before the Shareholders' Meeting and provide evidence of their entitlement shall be entitled to participate in the Shareholders' Meeting and exercise voting rights. This evidence of entitlement is a confirmation of their shareholding issued in text form in the German or English language by the depositary bank.

The registration and confirmation of the shareholding shall be communicated to the company at the following address:

technotrans AG

c/o Dresdner Bank AG

WDHHV dwpbank AG

Wildunger Strasse 14

60487 Frankfurt am Main

Telefax No. +49 (0)69 5088-1110

e-mail: HV-eintrittskarten@dwpbank.de

The confirmation of the shareholding must refer to April 18, 2008, 0:00 hours, and be received together with the registration with the company at the above address by no later than Friday, May 2, 2008. Shareholders will be sent entrance tickets for the Shareholders' Meeting following receipt of their registration and of the confirmation of their shareholding by the company. To ensure that entrance tickets are received in good time, we request our shareholders to ensure that they submit their registration and confirmation of their shareholding to the company in good time.

Proxies/powers of proxy

Shareholders who are not attending the Shareholders' Meeting in person may also exercise their right to vote at the Shareholders' Meeting via proxy, e.g. the bank administrating the securities, an association of shareholders or another person of their choice. We moreover offer to appoint a proxy who is nominated by the company and bound by instructions on behalf of our shareholders. In order to make use of these options, shareholders require an entrance ticket for the Shareholders' Meeting and the appointment of proxy form supplied with it.

Power of attorney to the proxy nominated by the company shall be issued **in writing or via the internet** and must always include instructions on how voting rights are to be exercised. In the absence of instructions, the power of proxy shall be invalid. The proxy nominated by the company shall be obliged to vote as instructed.

In order to grant written powers of proxy and instructions to the person appointed by the company, shareholders receive a corresponding form along with the entrance ticket. The completed, signed form with the written authorisation must be returned by post or telefax in sufficient time to arrive at the company on May 7, 2008 at the latest. If returned by telefax, it must be sent to the number +49 (0)2583 301-1054.

To grant **powers of proxy via the internet**, the shareholders are to use the system available on www.technotrans.de, Investor Relations, 2008 Shareholders' Meeting. To use this facility, the shareholders likewise require information shown on the entrance ticket. The option of granting powers of proxy via the Internet will be available from April 25, 2008. The powers of proxy and instructions issued via the internet must have been submitted by no later than the start of voting on the day of the Shareholders' Meeting. The precise timing may depend on the meeting's proceedings and will be specified by the meeting's chair. Shareholders are therefore recommended to make arrangements in good time.

The shareholders shall be sent further details of how to grant power of attorney to the proxy appointed by the company together with their entrance ticket. Information on granting powers of proxy to the person nominated by the company is also available on the internet on www.technotrans.de, Investor Relations, 2008 Shareholders' Meeting.

Live broadcast of the Shareholders' Meeting on the internet

The opening of the Shareholders' Meeting by the meeting's chair and the speech by the Chairman of the Board of Management will be broadcast live via 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 Shareholders' Meeting

Pursuant to Section 30b Paragraph 1 No. 1 of German Securities Trading Law, we announce that at the time of convening this Shareholders' Meeting a total of 6,907,665 shares in technotrans AG have been issued, granting a corresponding number of votes at the Shareholders' Meeting. Of this total, the company holds 379,151 shares as treasury shares, for which no voting rights may be exercised. The total number of voting rights at the time of convening of this Shareholders' Meeting is therefore 6,528,514.

Enquiries and motions by shareholders

A copy of the documents referred to in agenda item 1 will, on request, be sent to shareholders without delay. These documents will also be open to inspection at the Shareholders' Meeting. These documents may furthermore be consulted on the company's website at

www.technotrans.de, Investor Relations, Reports

and downloaded from there.

If a shareholder has enquiries regarding the Shareholders' Meeting or would like to table a counter-motion to a proposal by the Board of Management and Supervisory Board or propose a candidate for election, these should be submitted to the following address:

technotrans AG
- Investor Relations -
Robert-Linnemann-Strasse 17
48336 Sassenberg
Germany
(Telefax No. +49 (0)2583 301-1054)

or by e-mail to

hv2008@technotrans.de

Counter-motions or proposals of candidates received at this address in good time and any comments by the management will be made available to shareholders immediately following their receipt at the internet address

<http://www.technotrans.de>, Investor Relations, 2008 Shareholders' Meeting.

Sassenberg, March 2008

technotrans AG
The Board of Management