

**technotrans AG
Sassenberg**

- ISIN: DE000A0XYGA7 -

We hereby invite our shareholders to the

Ordinary Shareholders' Meeting to be held on

Thursday, May 16, 2013, at 10.00 am

**in the Münsterland Exhibition and Congress Centre Hall (Congress Room),
Albersloher Weg 32, 48155 Münster.**

Agenda

- 1. Presentation of the established financial statements of technotrans AG at December 31, 2012, of the approved consolidated financial statements prepared according to IFRS (International Financial Reporting Standards) at December 31, 2012, 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 €1,855,545.74 as reported in the individual financial statements be distributed as follows:

Distribution of a dividend of €0.12 per no par value share on share capital of €6,526,510.00 bearing dividend entitlements	€783,181.20
Profit carried forward	€1,072,364.54
Accumulated profit	<u>€1,855,545.74</u>

The proposal on the distribution of profit takes account of the treasury shares held by the company at the time of publication, which do not qualify for dividends pursuant to Section 71 of the German Stock Corporation Act. 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 will be put to the Shareholders' Meeting, based on an unchanged dividend of €0.12 per dividend-bearing share.

The dividend is payable from May 17, 2013.

- 3. Resolution on the discharge of the Board of Management for the 2012 financial year**

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Board of Management for the 2012 financial year.

- 4. Resolution on the discharge of the Supervisory Board for the 2012 financial year**

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Supervisory Board for the 2012 financial year.

5. Election of the auditors of the individual and consolidated financial statements for the 2013 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 2013 financial year.

6. Elections to the Supervisory Board

The term of office of the shareholders' representatives on the Supervisory Board of technotrans AG, Dipl.-Ing. Heinz Harling and Dr Norbert Bröcker, ends with the close of the Shareholders' Meeting on May 16, 2013. For the constitution of the Supervisory Board to remain in compliance with the law and the articles of incorporation after the Ordinary Shareholders' Meeting, two new members are therefore to be elected 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 Shareholders' Meeting and two employees' representatives to be elected by the employees in accordance with the One-Third Employee Representation Act. The Shareholders' Meeting is not 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:

Heinz Harling, Engineering graduate, Hamm

Chairman of the Supervisory Board of technotrans AG (until the close of the Shareholders' Meeting on May 16, 2013)

No further non-executive directorships

Dr Norbert Bröcker, lawyer, Düsseldorf

Deputy Chairman of the Supervisory Board of technotrans AG (until the close of the Shareholders' Meeting on May 16, 2013)

No further non-executive directorships

Mr Harling and Dr Bröcker are each 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; election is thus for the period up until the close of the Ordinary Shareholders' Meeting in 2018.

In respect of Article 5.4.1 (4) to (6) of German Corporate Governance Code, we point out that Dr Bröcker is a partner in the law firm Hoffmann Liebs Fritsch & Partner, Düsseldorf. The Hoffmann Liebs Fritsch & Partner law firm regularly provides legal advice for technotrans AG and its affiliated companies.

Pursuant to Article 5.4.3 third sentence of German Corporate Governance Code, we announce that if elected to the Supervisory Board, Mr Harling is again to be proposed as candidate for the Supervisory Board Chairman.

Participation in the Shareholders' 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 **May 9, 2013 (12 pm)** at the latest shall be entitled to participate in the Shareholders' Meeting, exercise voting rights and table motions.

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. The status of

entries on the share ledger on the day of the Shareholders' Meeting therefore corresponds to the status after the last re-registration on May 9, 2013. The technical record date for the exercising of voting rights on the day of the Shareholders' Meeting is therefore the end, i.e. midnight, of May 9, 2013.

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 No.: +49 89 3090 374675
e-mail: technotrans-HV2013@computershare.de

Shareholders will be sent entrance tickets for the Shareholders' Meeting following receipt of their registration.

Procedure for voting by 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 administering the securities, an association of shareholders or another person of their choice. In this case, too, they must register promptly. Shareholders will receive an appointment of proxy form together with their entrance 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 Shareholders' 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
Telefax No.: +49 2583 301-1054
e-mail: hv2013@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 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 entrance 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 Shareholders' Meeting as well as during the Shareholders' 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 entrance ticket. Information on granting powers of proxy to the person nominated by the company is also available on the Internet at

<http://www.technotrans.de/en/investor/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 Shareholders' Meeting, as well as on granting powers of proxy and issuing instructions, together with their entrance ticket. Corresponding information can also be found on the company's website at

<http://www.technotrans.de/en/investor/hauptversammlung.html>.

Procedure for postal voting

Shareholders who do not wish to attend the Shareholders' Meeting in person may 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 9, 2013 inclusive.

For postal voting in writing, shareholders should use the form printed on the entrance 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 www.technotrans.de/de/investor/hauptversammlung-2013.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 Shareholders' 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 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 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 Shareholders' Meeting

At the date of convening of the Shareholders' Meeting, the company's capital stock amounts to 6,907,665 no par value shares carrying eligibility to participate and vote, of which 441,155 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 Shareholders' 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 in writing by the close of April 15, 2013 at the following address:

technotrans AG
- Investor Relations -
Robert-Linnemann-Strasse 17
48336 Sassenberg
Telefax No.: +49 2583 301-1054

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
Telefax No.: +49 2583 301-1054
e-mail: hv2013@technotrans.de

Reasons for counter-motions, but not for nominations for election, should 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 May 1, 2013, and to be disclosed, will be published by us on the Internet at <http://www.technotrans.de/de/investor/hauptversammlung.html>. Counter-motions and nominations for election sent to another address or received after the deadline will not be considered. Any comments by the management will 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 Shareholders' 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.de/de/investor/hauptversammlung.html>

Information and documents for the Shareholders' Meeting

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

<http://www.technotrans.de/de/investor/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 Shareholders' Meeting, postal voting, granting powers of proxy and issuing instructions, can likewise be consulted on the Internet at

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

and downloaded if desired.

The results of votes will also be posted on this website after the Shareholders' Meeting.

The invitation to the Shareholders' Meeting is published in the electronic Federal Gazette dated April 5, 2013.

Sassenberg, April 2013

technotrans AG
The Board of Management