

LEONI AG

Nuremberg

ISIN DE 000 540888 4

Securities Identification Number 540 888

**Shareholders' Meeting of LEONI AG
on Thursday, 11 May 2017, 10:00 hours,
“Frankenhalle” of NürnbergMesse GmbH, Trade Fair Centre (Messezentrum),
Nuremberg**

Information

pursuant to section 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (AktG) on the rights of shareholders pursuant to sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG)

1. Requests to amend the agenda pursuant to section 122 (2) German Stock Corporation Act (AktG)

Shareholders whose combined shareholding reaches a twentieth of the share capital or a pro-rated amount of Euro 500,000 (equating to 500,000 shares) can, pursuant to Section 122 (2) of the German Stock Corporation Act (AktG), request that matters are put on the agenda and announced. The applicants must prove that they have owned the shares for at least 90 days prior to the day of submitting the motion and that they will hold the shares until the Board of Directors has decided on the motion, with the stipulations under Section 70 of the German Stock Corporation Act (AktG) being applied for calculation of the period of share ownership. The day on which the motion is received is not to be counted. A postponement from a Sunday, Saturday or public holiday to a preceding or to a subsequent working day shall not take place. Sections 187 to 193 of the German Civil Code (BGB) are not to be applied accordingly. Each new matter must be accompanied by an explanation or a draft resolution.

The motion must be made in writing to the Board of Directors and must be received by the Company by Monday, 10 April 2017, 24:00 hours (CEST) at the following address:

Board of Directors (Vorstand) of LEONI AG
Marienstraße 7
90402 Nuremberg
Germany

Any additions to the agenda, which have to be announced, will – so far as they have not already been announced when the meeting was convened – be announced without delay in the Federal Gazette (*Bundesanzeiger*) after the motion is received. They will also be announced on the website www.leoni.com/en/agm2017/ and to the shareholders in accordance with Section 125 (1) sentence 3 of the German Stock Corporation Act (AktG).

These rights of the shareholders are based on provisions of the German Stock Corporation Act (AktG) as follows:

Section 121 General provisions [excerpt]

- (4) The convening shall be announced in the company's designated journals. If the shareholders of the company are known by name, the shareholders' meeting may be convened by registered letter unless otherwise stated in the articles of association; the date of dispatch shall constitute the day the announcement is made.*
- (7) In case of time periods and dates which are calculated backwards from the meeting, the day of the meeting shall not be included in the calculation. A relocation from a Sunday, Saturday or a public holiday to a preceding or subsequent business day shall not take place. Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not apply accordingly. In case of unlisted companies, the articles of association may provide for a different calculation of time periods.*

Section 122 Convening a shareholders' meeting at the request of a minority

- (1) A shareholders' meeting shall be convened if shareholders with an aggregate shareholding of one twentieth of the registered share capital file a written request for such meeting to be held, stating the purpose and reasons therefor; such request shall be directed to the management board. The articles of association may link the right to request the convening of a shareholders' meeting to another form and to a lesser share in the registered share capital. The petitioners have to*

prove that they have held their shares for at least 90 days prior to the day of the receipt of the demand and that they will continue to hold the shares until the decision of the management board regarding their request is taken. Section 121 (7) shall apply accordingly.

- (2) In the same manner, shareholders with an aggregate shareholding of one twentieth of the registered share capital or the proportionate amount of Euro 500,000,00 may request that items be placed on the agenda of the shareholders' meeting and be published. Each new item shall be supplemented by an explanatory statement or a draft resolution. The request in terms of sentence 1 must be received by the company not later than 24 days, in the case of listed companies not later than 30 days, prior to the meeting; the date of receipt shall not be included in the calculation.*
- (3) If the request is not met, the court may authorize the shareholders who filed the request to convene the shareholders' meeting or to publish the item. At the same time the court may also appoint the chairman of the shareholders' meeting. The authorization shall be indicated in the convening of the publication. An appeal against the decision shall be admissible. The petitioners must prove that they will hold their shares until the court's decision is taken.*
- (4) The company must pay the costs for the shareholders' meeting and in the case of (3) also the court costs if the court accepts the request.*

*Section 124 Publication of requests for amendment; proposals for resolutions
[excerpt]*

- (1) If the minority has requested that items be put on the agenda pursuant to section 122 (2), these shall be announced either together with the convening of the shareholders' meeting or otherwise without undue delay upon receipt of the request. Section 121 (4) shall apply accordingly; besides, section 121 (4a) shall apply accordingly in the case of listed companies. Announcement and sending shall in this case take place in the same manner as with the convening of the meeting.*

Section 124a Publication on the company's website

In the case of listed companies, the following must be accessible on the company's website shortly after the convention of the shareholders' meeting:

- 1. the content of the notification of convening;*

2. *an explanation with respect to a certain item of the agenda upon which no resolution is to be adopted;*
3. *the documentation to be made accessible to the meeting;*
4. *the total number of shares and the voting rights at the time the meeting is convened, including separate information on the total number for each class of shares;*
5. *if applicable, the forms which are to be used for the casting of a vote by proxy or for the casting of a vote by absentee voting, to the extent these forms were not sent directly to the shareholders.*

A request made by shareholders within the meaning of section 122 (2) which was received after the convening of the shareholders' meeting must be made accessible in the same manner immediately after receipt by the company.

*Section 125 Notification of shareholders and members of the supervisory board
[excerpt]*

- (1) *The management board shall notify the credit institutions and the shareholders' associations which exercised the voting rights for shareholders in the last shareholders' meeting or which have requested the notification of the convening of the shareholders' meeting at least 21 days prior to the meeting. The day of the notification shall not be included in the calculation. If the agenda shall be amended pursuant to section 122 (2), the amended agenda shall be notified in the case of listed companies. The notification must indicate the possibilities for the exercising of the voting right by a proxy, including by a shareholders' association. In the case of listed companies the election nominations for members of the supervisory board shall be supplemented by details on their membership in other supervisory boards required by law; details on membership in comparable domestic and foreign control bodies of commercial enterprises shall also be added.*
- (2) *The management board must notify in the same manner those shareholders who request the notification or who are entered as a shareholder in the company's share register at the beginning of the fourteenth day prior to the shareholders' meeting. The articles of association may restrict the submission to electronic communication.*
- (5) *Financial service institutions or enterprises acting pursuant to sections 53 (1) sentence 1 or 53b (1) sentence 1 or (7) of the German Banking Act (KWG) shall be deemed to be equivalent to credit institutions.*

Section 70 Calculating the shareholding period

If the exercise of rights from a share is dependent on the shareholder having held the share for a certain period of time, a claim to assignment against a credit institution, a financial services institution or an enterprise acting in accordance with section 53(1) sentence 1 or section 53b(1) sentence 1 or (7) of the German Banking Act (KWG) shall be considered equivalent to ownership. The period of ownership of a legal predecessor in title shall be attributed to the shareholder, provided that the latter has acquired the share free of charge from his trustee, as universal successor, upon severance of co-ownership or as a result of a transfer of assets in accordance with section 13 of the German Insurance Supervision Act (VAG) or section 14 of the German Building and Loan Associations Act (BausparkG).

2. Counterproposals and election nominations pursuant to section 126 (1) and section 127 of the German Stock Corporation Act (AktG)

Shareholders of the Company may submit to the Company pursuant to section 126 (1) of the German Stock Corporation Act (AktG) counterproposals to the Board of Directors and/or Supervisory Board proposals relating to certain items on the agenda and make election nominations for the election of Supervisory Board members or for the auditor pursuant to section 127 of the German Stock Corporation Act (AktG).

Section 126 (1) of the German Stock Corporation Act (AktG) stipulates that shareholder motions including the name of the shareholder, the explanation and any statement by the administration must be made available to the authorised persons specified in Section 125 (1 - 3) of the German Stock Corporation Act (AktG), who may for example be shareholders requesting this, under the conditions therein if the shareholder has, at least 14 days prior to the Company's Annual General Meeting, submitted a countermotion against a proposal by the Board of Directors and/or Supervisory Board regarding a particular item on the agenda with the reason to the address below. The day of receipt and the day of the Annual General Meeting shall not be counted. The deadline for receipt therefore is Wednesday, 26 April 2017, 24:00 hours (CEST). Access to it is to be provided via the Company's website. A countermotion needs not be made accessible if one of the exclusions stated in Section 126 (2) of the German Stock Corporation Act (AktG) applies. The explanation then needs not be made accessible either if it comprises a total of more than 5,000 characters.

Election nominations by shareholders pursuant to Section 127 of the German Stock Corporation Act (AktG) do not require explanation. Election nominations will be made accessible only if they include the name, the practiced profession and the domicile of the nominated person and, in the case of an election of Supervisory Board members, details of the candidate's membership in other statutory supervisory boards (cf. Section

127 sentence 3 in conjunction with Section 124 (3) sentence 4 and Section 125 (1) sentence 5 of the German Stock Corporation Act (AktG)). According to Section 127 sentence 1 in conjunction with Section 126 (2) of the German Stock Corporation Act (AktG), there are other reasons for which election nominations need not be published on the website. Otherwise, the conditions and requirements for making motions accessible shall apply accordingly.

The right of every shareholder at the Annual General Meeting to propose countermotions or election nominations on the various items of the agenda also without having given the Company prior notification remains unaffected. Please note that countermotions or election nominations that were submitted to the Company in advance and before the deadline will be considered during the Annual General Meeting only if they are put forward verbally at the meeting.

Any motions (along with their explanation) or election nominations by shareholders pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act (AktG) must be addressed exclusively to

LEONI AG
Corporate Investor Relations
Mr. Jens von Seckendorff
Marienstraße 7
90402 Nuremberg
Germany

Fax: +49 (0)911-2023-10134
E-Mail: hv2017@leoni.com

Motions and election nominations by shareholders that are to be made accessible (including the name of the shareholder and – in the case of motions – the explanation) will be published on the website www.leoni.com/en/agm2017/ after they are received. Any statements by the administration will also be published on the above website.

These rights of the shareholders are based on provisions of the German Stock Corporation Act (AktG), which also specify the conditions under which counterproposals and proposals for election need not to be made available, as follows:

Section 124 Publication of motions; resolution proposals [excerpt]

(3) In the announcement of the shareholders' meeting, the management board and the supervisory board, or in the case of the election of supervisory board members

and auditors, only the supervisory board, shall propose resolutions on each agenda item to be resolved by the shareholders' meeting. In the case of companies which are capital-market oriented corporations within the meaning of section 264d of the German Commercial Code (HGB), CRR-credit institutions within the meaning of section 1 (3d) sentence 1 German Banking Act (KWG), with exception of institutes within the meaning of section 2 (1) number 1 and 2 German Banking Act (KWG), or insurance companies within the meaning of article 2 (1) of regulation 91/674/EWG, the proposal of the supervisory board on the election of the auditor shall be based on the recommendation of the audit committee. Sentence 1 shall not apply if the shareholders' meeting must comply with election nominations for the election of supervisory board members pursuant to section 6 of the German Act on Employees' Participation in Corporate Governance in Coal, Iron and Steel Industries (Montan-MitbestG) or if the item on which a resolution shall be taken was placed on the agenda at the request of a minority. The proposal for the election of supervisory board members or auditors must state their names, their exercised profession and their residence. [...]

*Section 125 Notification of shareholders and members of the supervisory board
[excerpt]*

- (1) The management board shall notify the credit institutions and the shareholders' associations which exercised the voting rights for shareholders in the last shareholders' meeting or which have requested the notification of the convening of the shareholders' meeting at least 21 days prior to the meeting. The day of the notification shall not be included in the calculation. If the agenda shall be amended pursuant to section 122 (2), the amended agenda shall be notified in the case of listed companies. The notification must indicate the possibilities for the exercising of the voting right by a proxy, including by a shareholders' association. In the case of listed companies the election nominations for members of the supervisory board shall be supplemented by details on their membership in other supervisory boards required by law; details on membership in comparable domestic and foreign control bodies of commercial enterprises shall also be added.*
- (2) The management board must notify in the same manner those shareholders who request the notification or who are entered as a shareholder in the company's share register at the beginning of the fourteenth day prior to the shareholders' meeting. The Articles of Association may restrict the submission to electronic communication.*

- (3) *Each member of the supervisory board may request that the management board sends the same notifications to him/her.*
- (4) *Each member of the supervisory board and each shareholder shall be notified of the resolutions adopted at the shareholders' meeting by the management board upon request.*
- (5) *Financial service institutions or enterprises operating pursuant to sections 53 (1) sentence 1 or 53b (1) sentence 1 or (7) of the German Banking Act (KWG) shall be deemed to be equivalent to credit institutions.*

Section 126 Motions brought by shareholders

- (1) *Motions by shareholders, including the shareholder's name, an explanatory statement and, if any, the statement of the administration shall be made accessible to the entitled persons referred to in section 125 (1) to (3) subject to the conditions specified therein, provided that the shareholder sends a counterproposal against a proposal of the management board and the supervisory board regarding a specific item on the agenda together with an explanatory statement to the address designated for this purpose in the notification of convening the meeting at least 14 days prior to the company's shareholders' meeting. The day of receipt shall not be included in the calculation. In the case of listed companies, the required access shall be provided via the internet website of the company. Section 125 (3) shall apply accordingly.*
- (2) *A countermotion and explanatory statement need not be made accessible if*
 1. *the management board would become liable to prosecution by such accessibility,*
 2. *the counterproposal would result in a resolution of the shareholders' meeting that would be illegal or would breach the articles of association,*
 3. *the explanatory statement contains statements which are manifestly false or misleading or which contain insults,*
 4. *a countermotion of such shareholder based on the same subject matter has already been made accessible with respect to a shareholders' meeting of the company pursuant to section 125,*
 5. *the same countermotion of such shareholder with essentially the same reasons has within the previous five years already been made accessible pursuant to section 125 in the context of at least two shareholders' meetings of the company and less than one-twentieth of the share capital represented at the shareholders' meeting voted in favour of such countermotion,*

6. *the shareholder indicates that he/she will neither attend nor be represented at the shareholders' meeting, or*
7. *if within the past two years the shareholder has failed in two shareholders' meetings to make or cause to be made on his/her behalf a counterproposal communicated by him/her.*

The explanatory statement needs not to be made accessible if it exceeds a total of 5,000 characters.

- (3) *If several shareholders make counter motions in respect of the same resolution, the management board may combine such counter motions and the respective explanatory statements.*

Section 127 Election nominations by shareholders

Section 126 shall apply accordingly to a nomination by a shareholder for the election of a member of the supervisory board or auditors. Such nomination needs not be supported by an explanatory statement. Besides, the management board needs not make such election nomination available if it does not contain the information pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5. The management board shall add the following information to any proposal by a shareholder for the election of members of the supervisory board of listed companies to which the German Codetermination Act (MitbestG), the German Coal, Iron and Steel Codetermination Act (Montan-MitbestG) or the German Supplemental Act on Codetermination (MontanMitbestGErgG) applies:

1. *reference to the requirements of section 96 (2),*
2. *information on whether the joint fulfillment has been contradicted in accordance with section 96 (2) sentence 3, and*
3. *information on how many seats in the supervisory board at least have to be filled by women and men, respectively, in order to achieve the minimum fulfillment pursuant to section 96 (2) sentence 1.*

Section 96 Composition of the supervisory board (excerpt)

- (2) *The supervisory board of listed companies to which the German Codetermination Act (MitbestG), the German Coal, Iron and Steel Codetermination Act (Montan-MitbestG) or the German Supplemental Act on Codetermination (MontanMitbestGErgG) applies shall be composed of at least 30 per cent women and at least of 30 per cent men. The minimum representation requirement shall be fulfilled by the supervisory board in its entirety. If the shareholder or employee representatives veto against such joint fulfillment vis-à-vis the chairman of the supervisory board on the basis of a resolution passed with majority prior to the*

election, then the minimum representation requirement for this election has to be fulfilled separately by each the shareholder representatives on the one side and the employee representatives on the other side. In each case, fractional numbers have to be rounded up or down mathematically to full numbers of persons. If in case of joint fulfilment the higher percentage of woman of one side is subsequently reduced and this side then vetoes against the joint fulfilment, then this does not render the appointment of the representatives of the other side invalid. An election of members of the supervisory board by the shareholders' meeting as well as the delegation to the supervisory board violating the minimum representation requirement is invalid. If an election is declared invalid for other reasons, an interim election does not violate the minimum representation requirement in this regard. The acts on codetermination mentioned in sentence 1 shall apply to the election of employee representatives in the supervisory board.

3. Right to obtain information pursuant to section 131 (1) of the German Stock Corporation Act (AktG)

Each shareholder of the Company or shareholder representative may request information at the shareholders' meeting by the Board of Directors pursuant to section 131 (1) of the German Stock Corporation Act (AktG) regarding the Company's affairs, the Company's legal and business relations with affiliated companies as well as the group's position and the subsidiaries included in the consolidated financial statements, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda.

The information provided must comply with the principles of a conscientious and fair account. The Board of Directors may refuse to provide information for the reasons stated in section 131 (3) of the German Stock Corporation Act (AktG), for example because providing such information is, according to sound business judgement, likely to cause material damage to the Company or an affiliated Company.

If information has been provided to a shareholder by reason of his/her status as a shareholder outside the shareholders' meeting, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit proper evaluation of an item on the agenda.

The chairman of the meeting is authorized to determine a reasonable time limit on a shareholder's time to speak or ask questions and to specifically set the time frame for the meeting, for the discussion of the various items on the agenda and for the various contributions as regards questions and speakers.

These rights of the shareholders are based on provisions of the German Stock Corporation Act (AktG) as follows:

Section 131 Right of the shareholders to obtain information

- (1) Each shareholder shall upon request be provided with information in the shareholders' meeting by the management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with affiliated companies. If a company makes use of the simplified procedure pursuant to section 266 (1) sentence 3, section 276 or section 288 of the German Commercial Code (HGB), each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form they would have without such facilitations. The duty of the management board of a parent company (section 290 (1) and (2) of the German Commercial Code (HGB)) to provide information in the shareholders' meeting in which the consolidated financial statements and the management report for the group are presented also extends to the group's position and the affiliated companies included in the consolidated financial statements.*
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the rules of procedure pursuant to section 129 may authorize the chairman of the meeting to limit the right of the shareholder to ask questions and to speak to an adequate period of time and may determine relevant details in this connection.*
- (3) The management board may refuse to provide information,*
 - 1. to the extent that providing such information is, according to sound business judgement, likely to cause not inconsiderable damage to the company or an affiliated company;*
 - 2. to the extent that such information relates to tax valuations or the amount of individual taxes;*
 - 3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting formally approves the annual financial statements;*
 - 4. with regard to the methods of accounting and valuation, if the disclosure of such methods in the notes suffices to give an accurate portrayal of the situation regarding the net assets, financial position and profits of the company in terms of section 264 (2) of the German Commercial Code*

(HGB); the foregoing shall not apply if the shareholders' meeting formally approves the annual financial statements;

5. *insofar the management board would make itself liable to prosecution by giving such information;*
6. *insofar as, in the case of a credit institution or financial services institution, information needs not be given on methods of accounting and valuation applied and setoffs made in the annual financial statements, the management report, the consolidated financial statements or the management report for the group;*
7. *insofar the information is continuously accessible on the internet website of the company for at least seven days prior to the beginning of and during the course of the shareholders' meeting.*

Information may not be denied for any other reason.

- (4) *If information has been provided to a shareholder by reason of his/her status as a shareholder outside the shareholders' meeting, such information shall upon request be provided to any other shareholder in the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The management board may not refuse to provide such information on the grounds of subsection (3) sentence 1 no. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (section 290 (1) and (2) of the German Commercial Code (HGB)), an associated company (section 310 (1) of the German Commercial Code (HGB)) or an affiliated company (section 311 (1) of the German Commercial Code (HGB)) provides information to a parent company (section 290 (1) and (2) of the German Commercial Code (HGB)) for purposes of the inclusion of the company into the consolidated financial statements of the parent company and such information is needed for this purpose.*
- (5) *A shareholder who has been denied information may request that his/her question and the reason for which the information was denied be recorded in the minutes of the proceedings.*

These rights of the shareholders are based on provisions of the Company's Articles of Association as follows:

Section 15 Chairman of the meeting [excerpt]

- (2) *The chairman of the meeting shall direct the shareholders' meeting. He shall determine the sequence of the items on the agenda as well as the manner and sequence of voting. The chairman of the meeting is authorized to set an appropriate time on shareholders' questions and speeches, in particular to set an*

appropriate time frame for the meeting, for the debate of the single items on the agenda and for the individual questions and speeches.

Nuremberg, March 2017

LEONI AG
The Board of Directors