

# **Invitation and agenda**

## Annual General Meeting 2018



**The Quality Connection**

# **LEONI**



ISIN DE 000 540888 4

Securities Identification Number 540 888

## **Invitation**

**to the Annual General Meeting  
of LEONI AG, Nuremberg**

**Thursday, 3 Mai 2018, 10:00 hours** (CEST)

NürnbergMesse GmbH, "Frankenhalle"

Trade fair centre (Messezentrum),

90471 Nuremberg

# Content

<b>Agenda</b> .....	<b>5</b>
<b>Conditions for participation in the Annual General Meeting and the exercise of voting rights</b> .....	<b>8</b>
<b>Information on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG)</b> .....	<b>13</b>
<b>Information pursuant to Section 124a of the German Stock Corporation Act (AktG)</b> .....	<b>17</b>
<b>Broadcast of the Board of Directors' speech</b> .....	<b>17</b>
<b>Total number of shares and voting rights</b> .....	<b>17</b>
<b>Directions</b> .....	<b>18</b>



## Agenda

### **1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 31 December 2017, the management reports for LEONI AG and the Group, both accompanied by the explanatory report on the disclosures pursuant to Sections 289a (1) and 315a (1) of the German Commercial Code (HGB), and of the Supervisory Board's report for fiscal year 2017**

The above-mentioned documents will be available on the Company's website at [www.leoni.com/en/agm2018/](http://www.leoni.com/en/agm2018/). Furthermore, these documents will be available at the Annual General Meeting and then explained in detail.

Regarding item 1 on the agenda, no resolution of the Annual General Meeting is planned. The Supervisory Board has already approved the annual financial statements and consolidated financial statements prepared by the Board of Directors pursuant to Section 172 of the German Stock Corporation Act (AktG); the annual financial statements have thereby been adopted. According to the statutory provisions, there is therefore no need for the Annual General Meeting to approve them.

### **2. Resolution on the appropriation of distributable profit**

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

Payment of a dividend of Euro 1.40 per dividend-bearing no-par value share on the distributable profit of LEONI AG of Euro 46,278,277.11 for fiscal year 2017 totalling Euro 45,736,600.00. The remaining amount of Euro 541,677.11 will be carried forward to the next accounting period.

The distributable profit would consequently be appropriated as follows:

Distributable profit	Euro 46,278,277.11
Payout to shareholders	Euro 45,736,600.00
Profit brought forward	Euro 541,677.11

According to Section 58 (4) sentence 2 of the German Stock Corporation Act (AktG), the due date for payment of the dividend is the third business day following the Annual General Meeting, i.e. on 8 May 2018.

### **3. Resolution on the discharge of the members of the Board of Directors for fiscal year 2017**

The Supervisory Board and the Board of Directors propose to grant discharge to the members of the Board of Directors in office in fiscal year 2017 for this period.

It is intended that the shareholders at the Annual General Meeting will vote on the discharge of the members of the Board of Directors individually for each member of the Board of Directors.

### **4. Resolution on the discharge of the Supervisory Board members for fiscal year 2017**

The Supervisory Board and the Board of Directors propose to grant discharge to the members of the Supervisory Board in office in fiscal year 2017 for this period.

It is intended that the shareholders at the Annual General Meeting will vote on the discharge of the members of the Supervisory Board individually for each member of the Supervisory Board.

## **5. Appointment of the auditor and the group auditor for fiscal year 2018 as well as the auditor for the review of the condensed consolidated interim financial statements and the interim management report for the first half of fiscal year 2018**

The Supervisory Board proposes to appoint Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, as auditor for the annual financial statements and the consolidated financial statements for fiscal year 2018 as well as the auditor for the review of the condensed consolidated interim financial statements and the Group interim management report for the first half of fiscal year 2018, if and to the extent that these are subjected to a review.

The above-mentioned proposal by the Supervisory Board is based on the recommendation made by its Audit Committee.

Both the recommendation by the Audit Committee to the Supervisory Board and the proposal by the Supervisory Board are free of any undue interference by third parties. Furthermore, no arrangements were in place that might have restricted the choice of the auditor.

## **Conditions for participation in the Annual General Meeting and the exercise of voting rights**

### **Registration**

Pursuant to Article 14 of the Articles of Association, those shareholders of LEONI AG are entitled to participate in the Annual General Meeting and to exercise their voting right who have registered by

**Thursday, 26 April 2018, 24:00 hours (CEST)**

at the latest and are at the time of the Annual General Meeting recorded in the share register for the shares they registered.

For the exercise of participation and voting rights, the shareholding recorded in the share register on the day of the Annual General Meeting is decisive vis-à-vis the Company. The shareholding will correspond to the status at the end of the last day of the registration period because instructions to change the share register that are received in the period from 27 April 2018 up to and including 3 May 2018 can only be incorporated and considered after the Annual General Meeting on 3 May 2018 (known as 'registration stop'). The technical record date is therefore Thursday, 26 April 2018 at 24:00 hours (CEST). Registration to the Annual General Meeting does not bar or block shares. Shareholders therefore continue to have their shares fully at their disposal even after they have registered them for the Annual General Meeting, regardless of the registration stop.

Shareholders can register to participate in text form (Section 126b of the German Civil Code (BGB)) in German or English as follows:

- at the following postal address  
**LEONI AG, Aktionärservice,  
Postfach 1460, 61365 Friedrichsdorf**



- or via fax number  
**+49 69 2222-34290**
  
- or at the following e-mail address  
**leoni.hv@linkmarketservices.de**
  
- or, subject to technical availability of the website,  
electronically via the internet from 5 April 2018 at  
**[www.leoni.com/en/agm2018/](http://www.leoni.com/en/agm2018/)**

The shareholders of LEONI AG will again have the opportunity at this year's Annual General Meeting to register themselves or their appointed representative electronically via the internet.

This internet service can also be used to grant authorisation and instructions to the proxies appointed by the Company and will be available from 5 April 2018 at [www.leoni.com/en/agm2018/](http://www.leoni.com/en/agm2018/). The shareholder number required for access to the personal internet service and the individual access number can be found on the back of the personalised cover letter that is sent out to the shareholders.

Further information on the registration procedure can be found in the registration and authorisation form sent out to the shareholders and on the above-mentioned website. The Company will send the invitation to the Annual General Meeting including the agenda as well as documentation for registration and issuing power of proxy to those shareholders who request this or who were entered in the Company's share register at the beginning of 19 April 2018.

Credit institutions or shareholders' associations, other persons, financial service providers and companies equivalent under Section 135 (8) respectively (10) of the German Stock Corporation Act (AktG) in conjunction with Section 125 (5) of the

German Stock Corporation Act (AktG) may, pursuant to Section 135 (6) of the German Stock Corporation Act (AktG), only exercise the voting right for shares that do not belong to them but for which they are registered as holders in the share register by virtue of authorisation issued by the shareholder.

### **Procedure for voting by a proxy**

Shareholders who are entered in the share register can be represented by a proxy during the Annual General Meeting, e.g. a credit institution, a shareholders' association or any other third party and also have their voting right exercised by such proxy. In this case, too, timely registration is necessary in accordance with the conditions set out in the above 'Registration' section.

Unless a credit institution, a shareholders' association or other person, financial service provider or company equivalent under Section 135 (8) respectively (10) of the German Stock Corporation Act (AktG) in conjunction with Section 125 (5) German Stock Corporation (AktG) are authorised, the granting of the power of proxy, its revocation as well as the proof of authorisation to the Company must be submitted in text form (Section 126b of the German Civil Code (BGB)).

The declaration for issuing power of proxy may be made to either the authorised person or the Company. Proof of the appointment of a proxy towards the Company and any revocation of the authorisation can be transmitted to the Company via one of the access channels listed in the 'Registration' section using the contact data listed there. The proof may also be provided by presenting the power of proxy on the day of the Annual General Meeting at the entry and exit checkpoints to the Annual General Meeting. The aforementioned access points are also available if the power of proxy is to be granted by declaration vis-à-vis the Company or if a granted power of proxy is to be revoked vis-à-vis the Company.

A form that can be used for the granting and proof of a power of proxy can be found on the back of the admission ticket that is sent out to shareholders following the submission of their registration for the Annual General Meeting in due form and within the specified period. The authorisation and instruction form is furthermore accessible on our website at [www.leoni.com/en/agm2018/](http://www.leoni.com/en/agm2018/). The power of proxy may also be granted in any other correct form.

The text form requirement does not apply in the event of having authorised credit institutions or shareholders' associations or other persons, financial service providers or companies equivalent under Section 135 (8) respectively (10) of the German Stock Corporation Act (AktG) in conjunction with Section 125 (5) of the German Stock Corporation Act (AktG). According to the law, the power of proxy must in such cases be granted to a particular proxy and must be verifiably kept by that proxy. The power of proxy must furthermore be complete and may contain only declarations related to the exercise of the vote. Therefore, if you wish to grant power of proxy to a credit institution or a shareholders' association, other person, financial service provider or company equivalent under Section 135 (8) respectively (10) in conjunction with Section 125 (5) of the German Stock Corporation Act (AktG), please agree the form of the power of proxy with that party. A breach of these and certain other requirements stipulated in Section 135 of the German Stock Corporation Act (AktG) for authorising a credit institution or a shareholders' association, other person, financial service provider or company equivalent under Section 135 (8) respectively (10) in conjunction with Section 125 (5) of the German Stock Corporation Act (AktG) does however not, according to Section 135 (7) of the German Stock Corporation Act (AktG), compromise the validity of the vote.

If the shareholder authorises more than one person as proxy, the Company is entitled to reject one or several of these persons.

LEONI AG is once again offering its shareholders the option to be represented in the Annual General Meeting by proxies appointed by the Company in accordance with their instructions. In this case, too, timely registration is necessary in accordance with the conditions set out in the above 'Registration' section. The particular features mentioned below furthermore apply. The proxies appointed by the Company can exercise the voting right only on those points of the agenda on which the principal has provided clear and explicit instructions. To the extent there is no clear and explicit instruction, the proxies will abstain from voting on the respective voting matter. The proxies appointed by the Company are obliged to vote as instructed. If separate votes are held on an agenda item without notification prior to the Annual General Meeting, the instruction on how to vote for the agenda item in total shall apply as corresponding instruction for each matter of the separate votes. The proxies appointed by the Company shall not accept instructions on procedural motions, either before or during the Annual General Meeting. Neither shall proxies appointed by the Company accept mandates on requesting leave to speak, on entering an objection against resolutions of the Annual General Meeting or on asking questions or making motions.

Shareholders who have registered in good time can submit to the Company the power of proxy and instructions required to authorise a proxy appointed by the Company in text form, via any of the access channels listed in the above 'Registration' section (address, fax number, e-mail address or website) using the contact data listed therein until Wednesday, 2 May 2018, 24:00 hours (CEST) (time of receipt by the Company). They may furthermore grant, amend or revoke power of proxy and instructions to the proxies appointed by the Company after 2 May 2018 by completing the authorisation form printed on the voting card and submitting this at the desks provided for this purpose at the Annual General Meeting.

On 3 May 2018, the day of the Annual General Meeting, the internet service will be available on the website, subject to its technical availability, until the end of the general debate. Shareholders can also grant, amend or revoke power of proxy and instructions to the proxies appointed by the Company by using the internet service.

Personal attendance of a shareholder or an authorised third party at the Annual General Meeting will automatically revoke any authorisations or instructions issued to the proxies appointed by the Company.

Details regarding the granting of powers of proxy are provided in the documents that will be sent to the shareholders. This information can also be viewed on our website at [www.leoni.com/en/agm2018/](http://www.leoni.com/en/agm2018/).

### **Information on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) of the 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, 2 April 2018, 24:00 hours (CEST) at the following address:

**Board of Directors of LEONI AG**

**Marienstrasse 7**

**90402 Nuremberg**

Any additions to the agenda, which must 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/agm2018/](http://www.leoni.com/en/agm2018/) and to the shareholders in accordance with Section 125 (1) sentence 3 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), 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, 18 April 2018, 24:00 hours (CEST). Access to it is to be provided via the Company's website. A countermotion does not need to be made accessible if one of the exclusions stated in Section 126 (2) of the German Stock Corporation Act (AktG) applies. The explanation does not need to 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 do not need to 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 reason) 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**

or by fax: **+49 911 2023-10134**

or by email: **hv2018@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 reason) will be published on the website [www.leoni.com/en/agm2018/](http://www.leoni.com/en/agm2018/) after they are received. Any statements by the administration will also be published on the above website.

During the Annual General Meeting, any shareholder or shareholder representative may request information from the Board of Directors on matters concerning the Company, its legal and business relationships with associated companies as well as the Group's situation and that of the companies included within the scope of consolidation, provided such information is necessary to properly assess an item on the agenda.

Such information must conform to the principles of true and fair accounting. The Board of Directors may refrain from answering particular questions for the reasons stated in Section 131 (3) of the German Stock Corporation Act (AktG).

Explanations regarding the above-mentioned rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG) can be retrieved from the Company's website at [www.leoni.com/en/agm2018/](http://www.leoni.com/en/agm2018/).



## **Information pursuant to Section 124a of the German Stock Corporation Act (AktG)**

The convening of the Annual General Meeting with the legally required details and explanations as well as the information pursuant to Section 124a of the German Stock Corporation Act (AktG) are available on the Company's website at [www.leoni.com/en/agm2018/](http://www.leoni.com/en/agm2018/).

The voting results will be announced on the same website after the Annual General Meeting.

## **Broadcast of the Board of Directors' speech**

All shareholders of the Company as well as the interested public may follow the speech given by the Board of Directors live on the internet at [www.leoni.com/en/agm2018/](http://www.leoni.com/en/agm2018/). The Board of Directors' speech will be available on the website at the indicated address as a recording after the Annual General Meeting.

## **Total number of shares and voting rights**

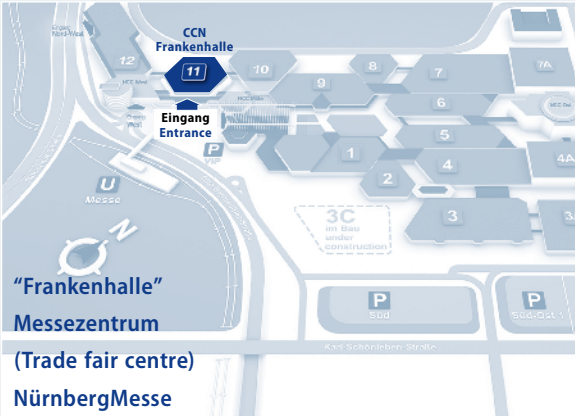
At the time of convening this Annual General Meeting, the total number of shares amounts to 32,669,000 registered, no-par value shares, which grant a total of 32,669,000 votes. The Company does not hold any treasury shares.

Nuremberg, March 2018

LEONI AG

The Board of Directors

## Directions



The easiest way to reach the “Frankenhalle” in Nuremberg is to take the U1 underground train line to the “Messe” stop.

If you come by car, you will be able to park free of charge.

**Please have either your invitation or admission ticket for the Annual General Meeting ready for inspection at the entrance to the car park.**

On the grounds of the Trade Fair Centre Nuremberg, a shuttle service will be available from 8.00 am on the day of the Annual General Meeting, in order to bring the participants of the Annual General Meeting to the entrance of the “Frankenhalle” and back.

We wish you a safe trip.



**LEONI AG**

Marienstrasse 7

90402 Nuremberg

Phone +49 911 2023-0

Fax +49 911 2023-455

E-mail [info@leoni.com](mailto:info@leoni.com)

[www.leoni.com](http://www.leoni.com)