

**Invitation and agenda**  
Annual General Meeting 2019



**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, 16 May 2019, 10:00 hours (CEST)**

NürnbergMesse GmbH, "Frankenhalle"

Trade fair centre (Messezentrum),

90471 Nuremberg

Admission to "Frankenhalle" from 9:00 hours (CEST).

Courtesy translation of the binding German original.

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## Agenda

### **1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 31 December 2018, 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 2018**

The above-mentioned documents will be available for viewing on the Company's website at [www.leoni.com/en/agm2019/](http://www.leoni.com/en/agm2019/). 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:

The full amount of LEONI AG's distributable profit for fiscal year 2018 totalling Euro 16,693,636.52 shall be transferred to other retained earnings.

The distributable profit would consequently be appropriated as follows:

Distributable profit	Euro 16,693,636.52
Transfer to other retained earnings	Euro 16,693,636.52

### **3. Resolution on the discharge of the members of the Board of Directors for fiscal year 2018**

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 2018 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 2018**

The Supervisory Board and the Board of Directors propose to grant discharge to the members of the Supervisory Board in office in fiscal year 2018 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 2019 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 2019**

Based on a selection process carried out in accordance with Article 16 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council dated 16 April 2014 on specific requirements concerning the auditing of public interest entities and on repeal of Decision 2005/909/EC of the Commission, the Audit Committee advised the Supervisory Board to propose to shareholders at the Annual General Meeting to appoint either PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft of Frankfurt or Deloitte GmbH Wirtschaftsprüfungsgesellschaft of Munich as auditors and, in so doing, expressed a reasoned preference to the Supervisory Board for Deloitte GmbH Wirtschaftsprüfungsgesellschaft of Munich.

The Supervisory Board proposes – based on the Audit Committee’s recommendation and stated preference – to appoint Deloitte GmbH Wirtschaftsprüfungsgesellschaft of Munich as auditors for the annual financial statements and the consolidated financial statements for fiscal year 2019 and as the auditors for the review of the condensed consolidated interim financial statements and the interim management report for the first half of fiscal year 2019.

The Audit Committee declared that its recommendation is free of any undue interference by third parties and, in particular, that no condition was imposed on it that might have restricted its choice to certain auditors.

## **6. Resolution on amendment of the business object and corresponding change to the Articles of Association**

The object stated in Article 2 of the Articles of Association is to be adapted to the changed economic and strategic conditions. It was last subjected to a minor change in 2004 and no longer appears to be topical in every respect. The proposal to make the object more modern and flexible is intended, in particular, to provide LEONI with more scope to respond with adjustments to its structure or activities to changed market conditions and value chains as well as to help shape these in the interest of shareholders. Alongside various updates and broader as well as more flexible set-up in the established automotive and industrial sectors, more emphasis is also to be placed with information technologies on the increasing digitalization in various of the LEONI Group's business areas.

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

Art. 2 of the Articles of Association shall be reworded as follows:

### **"Article 2, Object of the Company**

- (1) The object of the Company is:
  - (a) the development, manufacture, supply and distribution of as well as trade in
    - electrical, electronic and electromechanical systems, components and modules especially for the automotive sector and other industries
    - conductors and connector systems for transmitting, converting and storing energy, signals and data as well as



- other related products, components, systems, equipment and solutions;
  - (b) activity in the field of information technology (including electronic data processing and transmission as well as the development, provision and distribution of and trade in software, platforms and self-learning systems) for purposes of energy and data management;
  - (c) performing services of all kinds related to the aforementioned activities
- (2) The Company can establish, acquire, dispose of or invest in other entities in or outside Germany – especially involving (i) such businesses whose object entirely or partly covers the business areas stated in section (1) or (ii) for investment of financial resources. The Company can combine businesses under their joint management and take over other tasks for them or restrict itself to administration of the investee. It can also realise its object entirely or in part indirectly and for this purpose entirely or partly divest its operation into investees. It can furthermore restrict its activity to part of the activities stated in section (1).
- (3) The Company is entitled to engage in any transactions and take all measures that are related to the object of its business or are directly or indirectly suited to serving that object. It can establish representative offices, branch offices and operating facilities in and outside Germany.”

The currently valid Articles of Association of LEONI AG are accessible at [www.leoni.com/en/investor-relations/corporate-governance/](http://www.leoni.com/en/investor-relations/corporate-governance/) and will be sent to shareholders on request. They will also be available at the Annual General Meeting.

## **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, 9 May 2019, 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 10 May 2019 up to and including 16 May 2019 can only be incorporated and considered after the Annual General Meeting on 16 May 2019 (known as 'registration stop'). The technical record date is therefore Thursday, 9 May 2019 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 17 April 2019 at  
[www.leoni.com/en/agm2019/](http://www.leoni.com/en/agm2019/)

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 17 April 2019 at [www.leoni.com/en/agm2019/](http://www.leoni.com/en/agm2019/). Shareholders will receive the number required for access to the personal internet service and the individual access number together with their invitation.

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 2 May 2019.

Credit institutions or shareholders' association, 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.

The shareholders or their proxies who are entitled to participate will receive entrance tickets to the Annual General Meeting. Shareholders who register via the shareholder portal have the option of printing their entrance tickets themselves or to have them sent to their mobile device.

### **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 of 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 is found on the back of the entrance ticket that is sent out to shareholders who have opted for registration by post 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/agm2019/](http://www.leoni.com/en/agm2019/). 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 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 requests.

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 'Registration' section (address, fax number, e-mail address or website) using the contact data listed therein until 15 May 2019, 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 15 May 2019 by completing the authorisation form printed on the voting card and submitting this at the desks provided for this purpose at Annual General Meeting.



On 16 May 2019, 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/agm2019/](http://www.leoni.com/en/agm2019/).

## **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 Section Article 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 15 April 2019, 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/agm2019/](http://www.leoni.com/en/agm2019/) 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, 1 May 2019, 24:00 hours (CEST). Access to it is to be provided via the Company's website. A countermotion need not be made accessible if one of the exclusions stated in Article 126 (2) of the German Stock Corporation Act (AktG) applies. The explanation does not need to be made accessible even 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 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**  
**Marienstrasse 7**  
**90402 Nuremberg**

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

**or by e-mail: [hv2019@leoni.com](mailto:hv2019@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/agm2019/](http://www.leoni.com/en/agm2019/) 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/agm2019/](http://www.leoni.com/en/agm2019/).

## **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/agm2019/](http://www.leoni.com/en/agm2019/).

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

## **Broadcast of the CEO's speech**

All shareholders of the Company as well as the interested public may follow the speech given by the CEO live on the internet at [www.leoni.com/en/agm2019/](http://www.leoni.com/en/agm2019/). The CEO's speech will be available on the website 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 shares are registered shares. The Company does not hold any treasury shares.

## Information on data protection

LEONI AG of Marienstrasse 7, 90402 Nuremberg, as the party responsible for keeping the share register, communicating with its shareholders as well as holding the Annual General Meeting, handles personal data on its shareholders and, where applicable, personal data on the shareholder representatives based on applicable data protection legislation. The shares in LEONI AG are registered shares. Processing personal data is a legal requirement for keeping the share register and participating in the Annual General Meeting of LEONI AG. The legal basis for such processing is Section 6 (1) page 1 (c) of the General Data Protection Regulation (DS-GVO) in conjunction with Sections 67, 118 et seq. of the German Stock Corporation Act (AktG).

The service providers commissioned by LEONI AG for the purpose of holding the Annual General Meeting process the personal data of shareholders exclusively under the instruction of LEONI AG and only to the extent required to perform the commissioned service. In addition, the personal data of shareholders or shareholder representatives who take part in the Annual General Meeting are, in keeping with the legal requirements (especially the register of participants, Section 129 of the German Stock Corporation Act) accessible to other shareholders and shareholder representatives.

Under the legal requirements, shareholders are entitled to obtain information on their processed personal data and to apply for correction or deletion of their personal data, or for restriction on processing of their data. Shareholders furthermore have the right to complain to the regulatory authorities.

Shareholders of LEONI who have any comments or questions concerning the processing of personal data can contact the Data Protection Officer of LEONI AG at

**LEONI AG**

**Corporate Data Protection, Data Protection Officer**

**Marienstrasse 7**

**90402 Nuremberg**

**e-mail: [datenschutz@leoni.com](mailto:datenschutz@leoni.com)**

**phone: +49 911 2023-0**

**fax: +49 911 2023-455**

Shareholders can obtain comprehensive information on data protection from LEONI AG's website at [www.leoni.com/en/investor-relations/data-protection-shareholders](http://www.leoni.com/en/investor-relations/data-protection-shareholders). They can also request this information in printed form via the contact details provided under the section headed 'Registration'.

Nuremberg, March 2019

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 entrance 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 8.30 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**

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