

**Invitation
to the Annual General Meeting of**

**M.A.X. Automation AG,
Düsseldorf**

WKN 658090
ISIN DE0006580905

We hereby invite you to our Annual General Meeting

**on Friday, August 26, 2016, 11:00 AM
to be held at Hilton Düsseldorf
Georg-Glock-Straße 20, 40474 Düsseldorf**

A.) AGENDA

- 1. Presentation of the adopted Annual Accounts for the year ending December 31, 2015, of the approved Consolidated Annual Accounts for the year ending December 31, 2015, of the summary Management Report for M.A.X. Automation AG and the Group with explanatory reports of the Management Board on this information according to Sections 289, par. 4 and par. 5, 315, par. 4 of the German Commercial Code (HGB) as well as the Supervisory Board's report on Financial Year 2015.**

No resolution will be passed on this agenda item since the Management Board and Supervisory Board have already adopted the Annual Accounts and the Supervisory Board has already approved the Consolidated Annual Accounts.

- 2. Resolution on the appropriation of the retained earnings from Financial Year 2015**

The Management Board and Supervisory Board propose that the retained earnings from financial year 2015 in the amount of € 14,086,879.66 be appropriated as follows:

a)	Payment of a dividend in the amount of € 0.15 each on a total of 26,794,415 common shares (non-par bearer shares) entitled to a dividend	€ 4,019,162.25
b)	Posted to profit reserves	€ 5,000,000.00
c)	Profits carried forward to new account	<u>€ 5,067,717.41</u>
	Net profit	€ 14,086,879.66

Payout of the dividend will take place immediately after adoption of the above resolution proposal, most likely as of August 29, 2016.

3. Resolution on discharge of members of the Management Board from liability for financial year 2015

The Management Board and Supervisory Board propose granting the members of the Management Board discharge from liability for financial year 2015.

4. Resolution on discharge of the members of the Supervisory Board from liability for financial year 2015

The Management Board and Supervisory Board propose granting the members of the Supervisory Board discharge from liability for financial year 2015.

5. Approval of the system for compensation of members of the Management Board

In accordance with Section 120, par. 4 AktG, it is possible to have the compensation system that applies for the Management Board approved by the Annual General Meeting, without obligation and incontestably, in order to establish additional transparency and control with respect to compensation decisions the Supervisory Board makes in regard to the Management Board. The compensation system for the Management Board of M.A.X. Automation AG is performance, results and sustainability oriented and includes both fixed compensation components as well as variable compensation components on a one-year and two-year basis; the appropriateness is in particular governed by the responsibilities of the Management Board member and his personal performance, but also based on the Company's financial results. For a more detailed description of the currently applicable compensation system of M.A.X. Automation AG, see also the information contained in the 2015 Annual Report on pages 78 to 79 which is available on the Internet under www.maxautomation.de → Investor Relations → Reports → Annual Reports).

The Supervisory Board and Management Board propose that the existing system on compensation of the Management Board be approved.

6. Election of the Annual Accounts auditor and the Consolidated Annual Accounts auditor for financial year 2016

The Supervisory Board proposes that Ebner Stolz GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft of Hanover be elected Annual Accounts auditor for M.A.X. Automation AG and as Consolidated Annual Accounts auditor for financial year 2016.

7. Resolution on changing the company's name and corresponding rewording of Section 1, par. 1 of the Corporate Charter

The provision in Section 1 of the Corporate Charter concerning the company's name shall be amended in paragraph 1 to reflect the planned redesign of the company's external presence.

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

Section 1 of the Corporate Charter shall be reworded as follows:

“(1) The company will be called

MAX Automation AG.

8. Resolution on the conversion from bearer shares to registered shares and corresponding rewording of Section 5, par. 3 of the Corporate Charter and other related amendments to the Corporate Charter

The shares of the company are currently made out to the bearer. A conversion to registered shares will increase transparency with respect to the group of shareholders and make it easier for the Company to establish contact to its shareholders. For the purpose of converting to registered shares, not only Section 5, par. 3 of the Corporate Charter needs to be amended, but also the provisions of the Corporate Charter regarding the Authorized Capital I and II (Section 5, par. 6 and 7) and the conditions of participation (Section 14). In amending Section 14, the possibility of shortening the deadline for registration and subsequently adapting Section 13, par. 2 of the Corporate Charter is to be considered.

The Management Board and Supervisory Board propose that the following resolution be passed:

(a) The non-par value bearer shares of the Company shall be converted into registered shares by retaining the current division into shares.

(b) Section 5, par. 3 of the Corporate Charter shall be reworded as follows:

“(3) The shares are registered shares.”

(c) Section 5, par. 6, sentence 1 of the Corporate Charter shall be reworded as follows:

“The Managing Board is authorized, with the consent of the Supervisory Board, to increase the Company's registered share capital by a total amount of up to € 4,019,000.00 by issuing new non-par value bearer shares in return for cash contributions on one or more occasions up until June 29, 2020 (Authorized Capital I).”

- (d) Section 5, par. 7, sentence 1 of the Corporate Charter shall be reworded as follows:

“The Managing Board is authorized, with the consent of the Supervisory Board, to increase the Company’s registered share capital by a total amount of up to € 2,665,000.00 by issuing new non-par value bearer shares in return for cash and/or non-cash contributions on one or more occasions up until June 29, 2020 (Authorized Capital II).”

- (e) Section 13, par. 2 of the Corporate Charter shall be reworded as follows:

“(2) The Annual General Meeting is to be convened at least 30 days prior to the day of the Annual General Meeting unless a shorter period is not permitted by law. The day of convening and the day of the meeting are not to be counted in this calculation. The deadline for convening shall be extended by the days of the registration period in accordance with Section 14, par. 2.”

- (f) Section 14 of the Corporate Charter shall be reworded as follows:

“Section 14

“(1) Only those shareholders who are registered in the share register and have registered for the meeting in time are entitled to take part in the Annual General Meeting and to exercise their voting rights.

(2) The company must receive the registration in either German or English at the address specified for this purpose in the written invitation at the latest six days before the date of the Annual General Meeting, whereby the date of receipt and the day of the Meeting are not to be counted. The convocation may provide for a shorter period of time, which is to be spec-

ified as a number of days. Shareholders may also register by using an Internet dialog if and when the company provides this for such purposes. Related details will be published in the invitation, if necessary.”

B.) CONDITIONS FOR PARTICIPATION

1. Conditions for participation in the Annual General Meeting and exercising voting rights as well as clarification of the importance of the closing date for submitting proof

Shareholders who register with the Company on time are entitled to participate in the Annual General Meeting and to exercise their voting rights. Registration must take place in text form (Section 126b of the Civil Code, BGB) in German or English and must be transmitted to the following address by August 19, 2016, midnight (CEST) at the latest:

C-HV AG
HV-Stelle
ref: M.A.X. Automation AG
Gewerbepark 10
92289 Ursensollen
Fax: 09628 – 9299871
email: info@c-hv.com

The shareholders must also prove that they are entitled to participate in the Annual General Meeting and to exercise their voting rights on time; this requires presenting proof of share possession by the securities account firm which must refer to the beginning of the day, thus to midnight (CEST) of August 5, 2016 (“proof closing date”). Share possession proof must be presented in text form (Section 126b BGB) in German or English and be transmitted to the following address by August 19, 2016, midnight (CEST) at the latest:

C-HV AG
HV-Stelle
ref: M.A.X. Automation AG
Gewerbepark 10
92289 Ursensollen
Fax: 09628 – 9299871
email: info@c-hv.com

Upon receipt of registration and proof of share possession, admission tickets for the Annual General Meeting will be sent out. We therefore request that you ensure transmission of registration and proof of share possession in a timely manner; we recommend contacting the securities account firm as soon as possible. To facilitate processing, we ask that, in case of participation in the Annual General Meeting, the admission ticket be presented at the admissions checkpoint. The admission tickets are, however, a purely organizational item and do not constitute any additional condition for participation.

Only that person who has duly submitted proof of possession of a share or shares is considered a shareholder and entitled to participate in the Annual General Meeting and exercise voting rights. This entitlement is determined solely based on possession of shares on the proof closing date. Changes in the stock of shares after the proof closing date have no significance for the scope and exercise of participation and voting rights. Even in case of (complete or partial) disposal after the proof closing date, possession on the proof closing date is all that matters. Vice versa, acquisition of shares after the proof closing date is irrelevant. Those who are not shareholders on the proof closing date, but acquire a share prior to the Annual General Meeting, are not entitled to participate as shareholders. The proof closing date is of no significance for entitlement to a dividend, however.

2. Voting via a proxy

a) Shareholders may also have their rights, particularly their voting rights, exercised at the Annual General Meeting by a proxy, i.e. by the securities account bank or by a shareholders' association or any other person of their choice. In this case, too, proper registration and proper proof of share possession, as described above in item 1, is required. Granting power of proxy is allowed both before and during the Annual General Meeting and may be declared both to the proxy as well as to the Company. If the shareholder grants proxy to more than one person, the Company may reject one or more of these individuals in accordance with Section 134, par. 3, sentence 2 AktG.

Unless a banking institution, a shareholders' association or a therewith equated person or association according to Section 135, par. 8 AktG or a therewith equated institution or company according to Section 135, par. 10 AktG is given proxy, the granting of proxy, its revocation and its documentation in relation to the Company require text form (Section 126b BGB). In case of proxy authorization of a banking institution, a shareholders' association or any therewith equated person or association according to Section 135, par. 8 AktG or any therewith equated institution or company according to Section 135, par. 10 AktG, contrary to the above, neither text form will be required nor does the Corporate Charter include any special regulation for this case. Consequently, banking institutions as well as therewith equated persons, associations, institutions and companies according to Section 135, par. 8 or par. 10 AktG may provide for forms regarding their granting of proxy that must only meet statutory regulations applicable to this case of granting of proxy, in particular those in Section 135 AktG. Attention is drawn to the special procedure under Section 135, par. 1, sentence 5 AktG.

Shareholders will receive a form that can be used to grant proxy together with their admission tickets. Forms that may be used to grant proxy are also available for downloading on the Internet under www.maxautomation.de (→ Investor Relations

→ Annual General Meeting → 2016) or may be ordered from the Company by using the following contact data:

M.A.X. Automation AG
Investor Relations
Breite Straße 29-31
40213 Düsseldorf
Fax: +49 (0) 211 - 9099 111
email: ir@maxautomation.de

The Company therefore requests that statements on the granting of proxy and perhaps its revocation as well as proof thereof be addressed to the Company using the same contact data (mailing address, fax or email) unless the proxy presents the proxy statement at the admission checkpoint on the day of the Annual General Meeting.

In accordance with Section 134, par. 3, sentence 4 AktG, we offer the option of transmitting proof of appointment of a proxy to the Company by using an electronic method of transmission e.g. sending an email to this email address: ir@maxautomation.de.

b) We offer our shareholders the possibility to be represented at the Annual General Meeting by instructed voting rights representatives appointed by the Company. Proxy authorizations and instructions for this must be transmitted in text form (Section 126b BGB). Forms that can be used for this purpose will be sent out together with the admission tickets and may also be ordered using the Company's contact data listed above under letter a) (mailing address, fax or email) and are available for downloading on the Internet under www.automation.de (→ Investor Relations → Annual General Meeting → 2016).

For organizational reasons, proxy statements and instructions for the Company's voting rights representatives should be received by the Company by August 24, 2016, midnight (CEST) using the Company's contact data (mailing address, fax or email) listed above under letter a) but can still be granted to the Company's voting

rights representative up until the end of the general debate at the Annual General Meeting. Please note that the voting rights representatives appointed by the Company are only authorized by the proxy statements to exercise voting rights if and to the extent that they have explicit and duly granted instructions on exercising the voting right available to them.

3. Shareholders' right to information

Every shareholder must, upon request, be given information at the Annual General Meeting about the Company's affairs, provided it is required in order to objectively assess the agenda item. The obligation to provide information also extends to the Company's legal and commercial relations with an affiliated company. If a company avails itself of the simplifications according to Section 266, par. 1, sentence 3, Section 276 or 288 HGB, then every shareholder may demand that the latter be submitted to him at the Annual General Meeting dealing with the annual accounts, in the form that it would have been in without the application of these regulations. The Management Board of a parent company's obligation to provide information (Section 290, par. 1, 2 HGB) at the Annual General Meeting at which the Consolidated Annual Accounts and the Consolidated Management Report have been submitted, also extends to the situation of the Group and of the companies included in the Consolidated Annual Accounts. The Management Board may decline to answer specific questions for the reasons cited in Section 131, par. 3 AktG (e.g. no disclosure of business secrets). For more detailed explanations, please see item 6.

4. Right to publication of countermotions and nominations

Motions and nominations on agenda items as well as on the rules of procedure may be submitted by shareholders at the Annual General Meeting without this requiring announcement, publication or any other special acts prior to the Annual General Meeting.

Counter motions within the meaning of Section 126 AktG on proposals by the Management Board and Supervisory Board on a specific item of the agenda as well as nominations within the meaning of Section 127 AktG for election of members of the Supervisory Board or annual accounts auditors will be published, including the name of the shareholder, a justification, which is nonetheless not required for nominations, and any possible statement by management under www.automation.de (→ Investor Relations → Annual General Meeting → 2016) if the shareholder has sent it to the following address by August 11, 2016, midnight (CEST) at the latest and provided that the other prerequisites for the Company's obligation to publish it under Sections 126, 127 AktG are met.

M.A.X. Automation AG
Investor Relations
Breite Straße 29-31
40213 Düsseldorf
Fax: +49 (0) 211 - 9099 111
email: ir@maxautomation.de

Please see item 6 for more detailed explanations.

5. Demand for an addendum to the agenda

Shareholders whose shares collectively reach 5% of the registered capital or the pro rata amount of € 500,000.00 (corresponding to 500,000 shares) may demand that items be placed on the agenda and be announced (Section 122, par. 2 AktG). A justification or draft resolution must be enclosed with each new item. The demand must be addressed to the Company's Management Board in writing (within the meaning of Section 122, par. 2 in conjunction with par. 1, sentence 1 AktG) and be received by the Company at the latest by July 26, 2016, midnight (CEST). These requests can be sent to the following address:

M.A.X. Automation AG
The Management Board
Breite Straße 29-31
40213 Düsseldorf

The persons submitting motions must prove that they have been owners of the shares for at least 90 days prior to the date the demand is received on and that they will hold the shares until the decision of the Management Board has been made regarding the demand. Certain share possession periods of third parties will be credited in accordance with Section 70 AktG. Section 121, par. 7 AktG shall be applied accordingly for calculating the deadline. Please see item 6 for more detailed explanations.

6. More detailed explanations on the rights of shareholders

More detailed explanations on the rights of shareholders according to Section 122, par. 2, 126, 127 and 131 AktG are available under www.maxautomation.de (→ Investor Relations → Annual General Meeting → 2016).

7. Total number of shares and voting rights on the date the Annual General Meeting is convened on

On the date that the Annual General Meeting was convened on, a total of 26,794,415 non-par bearer shares in M.A.X. Automation AG have been issued which each provide one vote (information according to Section 306b, par. 1, no 1 WpHG). The Company does not currently hold any of its own shares.

8. Information and documentation on the M.A.X. Automation AG website

Documents on agenda items 1 and 2, further information as well as the information to be published in accordance with Section 124a AktG will be published on the Company's website (www.maxautomation.de → Investor Relations → Annual General Meeting → 2016) and can be reviewed and downloaded here. These are, in particular:

- The contents of the convening of the meeting;

- The documents that must be published at the meeting;
- The total number of shares and voting rights on the date that the meeting was convened on;
- The forms that can be used to grant proxy for the Annual General Meeting;
- More detailed explanations on the rights of shareholders according to Sections 122, par. 2, 126, 127 and 131 AktG;
- Any demands for additional agenda items, counter motions and nominations to be published.

We look forward to welcoming you to Düsseldorf.

Düsseldorf, July 2016

M.A.X. Automation AG

The Management Board