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Annual General Meeting of GEA Group Aktiengesellschaft

due to take place on Thursday, April 20, 2017, 10:00 hrs (CEST), at the Congress Center Luise Albertz Oberhausen (CCO), Düppelstraße 1, 46045 Oberhausen.

Explanatory notes

- **Pursuant to s. 124a sentence 1 no. 2 AktG regarding agenda item 1**
- **Pursuant to s. 121 para. 3 sentence 3 no. 3 AktG regarding the shareholders' rights in accordance with ss. 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG**

1. Explanatory notes regarding agenda item 1 according to s. 124a sentence 1 no. 2 AktG

Pursuant to ss. 172, 173 AktG (German Stock Corporation Act) a resolution on agenda item 1 is not proposed because the Supervisory Board approved the annual financial statements prepared by the Executive Board and the consolidated financial statements on March 7, 2017 to the effect that the annual financial statements have been adopted therewith. S. 175 para. 1 sentence 1 AktG only specifies that the Executive Board has to convene the Annual General Meeting for the shareholders to receive the adopted annual financial statements and the management report, among others, as well as to resolve on the appropriation of the net earnings and, in the case of a parent company, to receive additionally the consolidated financial statements approved by the Supervisory Board and the group management report. The special case under s. 173 AktG according to which the adoption of the annual financial statements is incumbent upon the Annual General Meeting does not apply.

2. Explanatory notes to the rights of the shareholders pursuant to ss. 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG in accordance with s. 121 para. 3 sentence 3 no. 3 AktG

The invitation to the Annual General Meeting already includes information on the rights of shareholders in accordance with ss. 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG. The information below serves to further explain these provisions.

a) Addenda to the agenda pursuant to s. 122 para. 2 AktG

Those shareholders whose shares taken together account for 5% of the nominal capital or a pro rata share in the nominal capital of EUR 500,000 may request that items are added to the agenda and announced. Such a request has to be addressed to the Executive Board of the Company in writing. Please address the respective request to the following address:

GEA Group Aktiengesellschaft
z.Hd. des Vorstands (c/o Executive Board)
Peter-Müller-Straße 12
40468 Düsseldorf

The request must be received by the Company at the latest 30 days before the Annual General Meeting. The day of receipt and the day of the Annual General Meeting will not be included in this period. The last valid time of receipt will therefore be **March 20, 2017, 24:00 hrs (CET)**. Any requests for addenda received after that time will not be considered.

Each request for adding an item to the agenda must be substantiated or be accom-panied by a motion for resolution. Petitioners must prove that they have held the shares for no less than 90 days prior to the date on which the request is received and that they will continue to hold such shares until the Executive Board has taken a decision in respect of the application (cf. s. 122 para. 2 sentence 1 AktG in conjunction with para. 1 sentence 3 AktG). The ownership is deemed equivalent to an entitlement to transfer of ownership vis-à-vis a credit institution, a financial services institution or an undertaking within the meaning of s. 53 para. 1 sentence 1 or s. 53b para. 1 sentence 1 or para. 7 of the German Banking Act (KWG). The period during which a share was owned by a predecessor in title shall be attributed to the shareholder, provided that he has acquired the share without consideration, from his fiduciary, as a successor in title by operation of law, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to s. 14 of the German Insurance Supervision Act (Versicherungsaufsichtsgesetz) or s. 13 of the German Building and Loan Associations Act (Gesetz über Bausparkassen) (cf. s. 70 AktG).

Any addenda to the agenda that require publication – unless already announced in connection with the notice of Annual General Meeting – will be published without undue delay upon receipt of the request in the Federal Gazette and forwarded for publication to such media that can be expected to publish the information throughout the entire European Union. Furthermore, they will be made accessible and communicated to the shareholders at the Internet at

http://www.gea.com/en/investor-relations/corporate-governance/agm-information/index.jsp.

The rules of the German Stock Corporation Act (AktG) underlying these shareholders· rights read as follows:

S. 122 para. 1 and 2 AktG

(1) The general meeting is to be convened if shareholders who together hold a twentieth of the nominal capital request this in writing, stating the purpose and the reasons; such requests must be addressed to the executive board. The articles of association may link the right to convene the general meeting to another form and to ownership of a smaller percentage of the nominal capital. Petitioners must prove that they have held the shares for no less than 90 days prior to the date on which the request is received and that they will continue to hold such shares until the Executive Board has taken a decision in respect of the application. s. 121 para. 7 shall apply mutatis mutandis.

(2) Similarly, shareholders whose shares collectively amount to a twentieth of the nominal capital or a share in the nominal capital of EUR 500,000 may request that items be placed on the agenda and be made known. Each new item must be accompanied by a reason or a proposed resolution. Requests within the

meaning of sentence 1 must be received by the company at least 24 days before the general meeting, and in the case of listed companies at least 30 days before the meeting, not including the day of receipt.

b) Motions and proposals for election pursuant to ss. 126 para. 1, 127 AktG

Shareholders may submit motions regarding individual items on the agenda (cf. s. 126 AktG). This shall also apply to proposals of candidates for the election of Supervisory Board members or of accounts auditors (cf. s. 127 AktG).

Subject to s. 126 para. 2 and para. 3 AktG (cf. the legal wording below), shareholders' motions including the shareholder's name, substantiation of the motion and a potential comment by the Administration shall be made accessible to those entitled thereto under s. 125 para. 1 through 3 AktG (these are, among others, shareholders claiming it) in compliance with the requirements stated thereunder, provided that the respective shareholder has sent a counter motion on a proposal of the Executive Board and/or Supervisory Board concerning a certain item on the agenda with substantiation to the Company at the address stated below not later than 14 days prior to the Annual General Meeting. The day of receipt and the day of the Annual General Meeting are not included in this period. If the Company is to make countermotions accessible, the latest possible date of receipt will therefore be **April 5, 2017, 24:00 hrs (CEST)**.

Shareholders' recommendations for election as per s. 127 AktG need not be substantiated. Candidate proposals will only be made accessible if they include the name, occupation practiced and domicile of the candidate proposed (for legal entities the trade name and the registered office) and, in the case of election of Supervisory Board members, information about their membership in other legally constituted supervisory boards; information about their membership in comparable domestic and foreign supervisory committees of corporations shall be included (cf. s. 127 sentence 3 in conjunction with s. 124 para. 3 sentence 4 and s. 125 para. 1 sentence 5 AktG). According to s. 127 sentence 1 AktG in conjunction with s. 126 para. 2 AktG (cf. the legal wording below) there are further causes for which, when applicable, proposals for election need not be made accessible. Otherwise the prerequisites and regulations governing the making accessible of motions shall apply mutatis mutandis.

Any motions (plus substantiation) or proposals for election submitted by shareholders in accordance with s. 126 para. 1 and s. 127 AktG shall be exclusively addressed to:

GEA Group Aktiengesellschaft
Rechtsabteilung / Legal Department
Peter-Müller-Straße 12
40468 Düsseldorf
Fax: +49 (0)211 9136 3 3333
Email: Hauptversammlung@gea.com

Countermotions or election proposals sent to other addresses or submitted late will not be considered.

Motions and proposals for election presented by shareholders (including shareholder's name and – in the case of motions – substantiation and – in the case of proposals for election – the information pursuant to s. 127 sentence 4 AktG) as well as any comments by the Administration will be made accessible without undue delay after receipt on the company's website at

http://www.gea.com/en/investor-relations/corporate-governance/agm-information/index.jsp.

The right of each shareholder to submit counter motions on the various agenda items and proposals for election of Supervisory Board members or accounts auditors during the Annual General Meeting even without prior and timely transmission to the Company remains unaffected. This right derives from s. 124 para. 4 sentence 2 AktG according to which a resolution on motions on items on the agenda does not need to be announced.

We should emphasize that counter motions and proposals for election transmitted to the Company in advance in due time will only be taken up at the Annual General Meeting if they are presented there again.

The rules of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:

S. 126 AktG

(1) Motions of shareholders, including the name of the shareholder, the reason and any comment by the Management, must be disclosed to the persons duly entitled thereto pursuant to s. 125 para. 1. to para. 3 on the conditions stipulated therein if the shareholder has sent a countermotion to a proposal of the executive or supervisory board for a specific item on the agenda, together with a reason, at least 14 days before the general meeting of the company to the address provided for this in the notice. The day of receipt is not to be included. Listed companies must disclose the motions on the company's website. S. 125 para. 3 shall apply mutatis mutandis.

(2) A countermotion and the reason for it do not need to be disclosed,

1. *if the executive board would render itself liable to prosecution by disclosing it,*
2. *if the countermotion would result in a general meeting resolution that were contrary to law or articles of association,*
3. *if the key points of the reason include information that is obviously incorrect or misleading or it contains defamatory comments,*
4. *if a countermotion of the shareholder based on the same matter has already been disclosed for a general meeting of the company in accordance with s. 125,*
5. *if the same countermotion of the shareholder with a reason that is essentially the same has already been disclosed in the past five years for at least two general meetings of the company in accordance with s. 125 and less than a twentieth of the represented share capital voted in favor of it at the general meeting,*
6. *if the shareholder makes it clear that he / she will not participate in the general meeting and will not allow himself / herself to be represented, or*
7. *if the shareholder has not made, or has not had made, a countermotion that he / she communicated in two general meetings in the last two years.*

The reason does not need to be disclosed if it is more than 5,000 characters long in total.

(3) If more than one shareholder submits a countermotion to the same item of the resolution, the executive board may combine the countermotions and their reasons.

S. 127 AktG

S. 126 shall apply mutatis mutandis to the proposal of a shareholder to nominate supervisory board members or auditors. The nomination does not need to be justified. The executive board does not need to disclose the nomination if the proposal does not include the information under s. 124 para. 3 sentence 4 and s. 125 para. 1 sentence 5. The executive board has to provide the nomination for the election of a member of the supervisory board of a listed company, which falls under either the German Co-Determination Act (Mitbestimmungsgesetz), the German Coal, Iron and Steel Co-Determination Act (Montan-Mitbestimmungsgesetz) or the German Supplementary Co-Determination Act (Mitbestimmungsergänzungsgesetz) with the following information:

1. Reference to the requirements under s. 96 para. 2,

2. Statement on whether overall compliance pursuant to s. 96 para. 2 sentence 3 has been objected to, and

3. Statement on how many seats on the supervisory board will need to be allocated to women and men, respectively, in order to comply with the requirements under s. 96 para. 2 sentence 1.

S. 124 para. 3 sentence 4 AktG

The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence.

S. 125 para. 1 sentence 5 AktG

In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises should be added.

c) Shareholders' right to information as per s. 131 para. 1 AktG

At the Annual General Meeting any shareholder or shareholder representative may request information from the Executive Board about matters relating to the Company to the extent that such information is necessary for proper judgement of the significance of the respective items on the agenda (cf. s. 131 para. 1 AktG). The Executive Board may refrain from answering individual questions for the reasons mentioned in s. 131 para. 3 AktG.

The duty of the Executive Board to provide information also comprises the legal and business relations of the Company with related companies and the situation of the Group and the companies included in the consolidated financial statements.

The information must comply with the principles of rendering diligent and faithful account. In accordance with s. 19 para. 3 of the Company's Articles of Association the Chairman of the Annual General Meeting may reasonably restrict the time allowed for the shareholders to exercise their right to ask questions and to speak; in particular, he has the right to set a reasonable time frame at the beginning or in the course of the Annual General Meeting for the entire meeting, for individual items on the agenda or for individual speakers.

The rules of the German Stock Corporation Act (AktG) and the Articles of Association underlying these shareholder rights read as follows:

S. 131 AktG

(1) Every shareholder is entitled to information from the executive board on the company affairs upon request in the general meeting to the extent that it is required to make an informed judgement on any given agenda item. The duty to provide information also applies to the company's legal and business relations with affiliated companies. If a company makes use of the conveniences under s. 266 para. 1 sentence 3, s. 276 or s. 288 of the Handelsgesetzbuch (HGB – German Commercial Code), every shareholder is entitled to request that the annual financial statements be presented to him / her in the general meeting on the annual financial statements in the form that they would have without such facilitation. The duty of the executive board of a parent company (s. 290 para. 1 and para. 2 of the HGB) to provide information in the general meeting to which the consolidated financial statements and group management report are presented also applies to the group's position and the companies included in the consolidated financial statements.

(2) The information must comply with the principles of diligent and accurate accountability. The articles of association or the rules of procedure pursuant to s. 129 may authorize the chairman of the meeting to limit the shareholders' rights to pose questions and to speak to a reasonable period of time and determine the details in this respect.

(3) The executive board may also refuse to provide information,

1. if issuing it would, in the judgement of a prudent businessman, inflict a not inconsiderable disadvantage on the company or an affiliated company;

2. if it relates to the tax carrying amounts or the amount of individual taxes;

3. about the difference between the amount at which items have been recognized in the annual balance sheet and a higher value that these items have, unless the general meeting is adopting the annual financial statements;

4. about the accounting policies, insofar as these policies have been disclosed in the notes to the financial statements and this suffices, in order to present a true and fair view of the company's net assets, financial position and results of operations within the meaning of s. 264 para. 2 of the HGB; this does not apply if the general meeting is adopting the annual financial statements;

5. if the executive board would render itself liable to prosecution if it were to issue the information;

6. if, in the case of a bank or financial service institution, the accounting policies applied and offsets made in the annual financial statements, management report, consolidated financial statements or group management report do not need to be disclosed;

7. if the information is accessible on the company's website at least seven days before the general meeting begins and at all times during it.

Information may not be refused for any other reason.

(4) If a shareholder has been provided with information outside of the general meeting in his / her capacity as shareholder, it must be provided to every other shareholder upon request in the general meeting, even if it is not required to make an informed judgement on any given agenda item. The executive board may not refuse to provide the information under para. 3 sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (s. 290 para. 1 and para. 2 of the HGB), a joint venture (s. 310 para. 1 of the HGB) or an associate (s. 311 para. 1 of the HGB) provides a parent company (s. 290 para. 1 and para. 2 of the HGB) with the information for the purposes of consolidating the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) If a shareholder is refused information, he / she may request that his / her question and the reason for refusing to provide the information are recorded in the minutes of the meeting.

S. 19 para. 3 of the Articles of Association

(3) The chairman may restrict the shareholders' right to ask questions and to speak at the meeting to a reasonable space of time. In particular, he shall be entitled to set an appropriate timeframe at the beginning of the Annual General Meeting or in its course, for the whole meeting, for individual agenda items or for individual speakers.

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