

**INV
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**TO THE
2018 ANNUAL
GENERAL MEETING**

Manz AG
Reutlingen
ISIN DE000A0JQ5U3

2018 Annual General Meeting

Tuesday, July 3, 2018,
10:00 a.m.

Location:
FILharmonie Filderstadt
Tübinger Straße 40
70794 Filderstadt

AGENDA

- 1. Presentation of the approved annual financial statements and the approved consolidated financial statements as of December 31, 2017, and of the management reports for Manz AG and the Group for fiscal year 2017, including the explanatory notes on the information provided pursuant to sections 289a (1) and 315a (1) of the German Commercial Code (HGB) and the Supervisory Board report for fiscal year 2017.**

The documents named above must by law be made available at the Annual General Meeting and can be downloaded from the company website at www.manz.com under "Investor Relations" by selecting the "2018 Annual General Meeting" link. Each shareholder will be provided with a copy of these documents, promptly and free of charge, upon request.

At the annual General Meeting, the Managing Board will comment on the documents that it presents, and the Chairman of the Supervisory Board will comment on the Supervisory Board report. The shareholders will be given an opportunity to ask questions on these matters at the Annual General Meeting under their right to information. In accordance with legal provisions, no resolution of the Annual General Meeting is provided for item 1 of the agenda, because the Supervisory Board has already adopted the annual financial statements and the consolidated financial statements prepared by the Managing Board.

- 2. Resolution on the approval of the actions of the members of the Managing Board for fiscal year 2017**

The Managing Board and the Supervisory Board propose that the actions of the members of the Managing Board be approved for fiscal year 2017.

3. Resolution on the approval of the actions of the members of the Supervisory Board for fiscal year 2017

The Managing Board and Supervisory Board propose that the actions of the members of the Supervisory Board be approved for fiscal year 2017.

4. Resolution regarding the selection of the auditor for the individual and the consolidated financial statements for fiscal year 2018

The Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be selected as the auditor of the individual financial statements and the consolidated financial statements of the company for the 2018 financial year.

The selection proposal of the Supervisory Board is based on the recommendation and preference of its Economic Committee. Based on a selection process conducted pursuant to Article 16 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC ("Auditor's Regulation"), the Economic Committee recommended that the Supervisory Board propose to the Annual General Meeting either Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart; Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich; or KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, as the auditors of the individual financial statements and the consolidated financial statements of the company for the financial year 2018. The Economic Committee has announced its preference for Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft. The Economic Committee stated in its recommendation that it was free from undue influence by third parties and that it was not

subject to a clause of the kind referred to in Article 16 (6) of the “Auditors Regulation”.

5. Election to the Supervisory Board

Former member of the Supervisory Board Mr. Guoxing Yang resigned from his office effective September 12, 2017. In his place, Dr. Zhiming Xu was appointed as a member of the Supervisory Board of the company by the Stuttgart District Court on October 17, 2017. Dr. Xu is now to be elected to the Supervisory Board at the Annual General Meeting, with the election being held for the remainder of the term of office of the departed Mr. Guoxing Yang.

The Supervisory Board of the company exists, in accordance with sections 96 (1) Alt. 6 and 101 (1) AktG in conjunction with section 8 (1) sentence 1 of the Articles of Association, of four members elected by the Annual General Meeting. Pursuant to section 8 (1), sentences 2 to 4 of the Articles of Association, the member to be elected at this year’s Annual General Meeting shall be elected for a period ending no later than at the close of the Annual General Meeting that decides on the formal approval of actions for the financial year 2022.

The Supervisory Board nominates

Dr. Zhiming Xu,
Chief Technical Officer of Shanghai Electric Automation Group of Shanghai Electric Group Co., Ltd., residing in Shanghai (People’s Republic of China),

to be elected to the Supervisory Board for a term of office until the end of the Annual General Meeting that decides on the formal approval of actions for the financial year 2020.

The nomination by the Supervisory Board takes into account the objectives stated by the Supervisory Board for its composition and seeks to complete the competence profile drawn up for the entire body by the Supervisory Board. The goals and the competence profile, including the status of implementation, are published in Manz AG's Corporate Governance Statement and Corporate Governance Report for fiscal year 2017, which can be found on the company's website under the address www.manz.com in the "Investor Relations" area and is available under the "2018 Annual General Meeting" link .

Dr. Zhiming Xu holds the following positions in other statutory Supervisory Boards or comparable domestic and foreign supervisory bodies of commercial enterprises:

- Member of the Board of Supervisors at NICE PV Research Ltd., Beijing (People's Republic of China)
- Member of the Advisory Board of Broetje-Automation GmbH, Rastede
- Non-executive member of the Board of Directors of Suzhou Manz New Energy Equipment Co., Ltd., Suzhou (People's Republic of China)

Dr. Zhiming Xu's CV is available on the company's website at www.manz.com in the "Investor Relations" section under the "Annual General Meeting 2018" link.

Dr. Zhiming Xu is active with Shanghai Electric Group Co., Ltd., whose German subsidiary Shanghai Electric Germany Holding GmbH holds a significant interest in Manz AG and maintains business relationships with Manz AG through companies in which it has joint interests with other companies. In the judgment of the Supervisory Board, apart from the already existing membership on

the Supervisory Board of Manz AG, there are otherwise no relevant personal or business relationships between Dr. Zhiming Xu and Manz AG or its affiliated companies, the executive bodies of Manz AG, or a shareholder significantly involved in Manz AG within the meaning of section 5.4.1 (6) to (8) of the German Corporate Governance Code.

6. Resolution on the change in compensation of the Supervisory Board and the amendment of the Articles of Association

The Supervisory Board's compensation was last adjusted in 2013 and converted to a pure fixed compensation. The compensation is to be adjusted in order to take into account the increased demands placed on the activities of the Supervisory Board, as well as the developments in Supervisory Board compensation, and to be able to continue to recruit qualified candidates for the Supervisory Board.

The Managing Board and the Supervisory Board submit the following proposals for resolution:

- a) Section 12 (1) to (3) of the Articles of Association shall be amended as follows:

“(1) Each member of the Supervisory Board shall receive a fixed compensation in the amount of 16,000.00 euros, payable at the end of the fiscal year. Supervisory Board members shall receive an additional fixed compensation for work on Board committees in the amount of 8,000.00 euros for each member of a committee. Committee activities shall be considered for a maximum of two committees. In addition, the members of the Supervisory Board shall receive an attendance fee of 1,500.00 euros for each time they attend a meeting of the Supervisory Board and

its committees. Attendance fees shall be granted only once when several sessions take place in one day.

- (2) The chair of the Supervisory Board shall receive in each case three times the compensation amount specified in paragraph 1. His deputy shall receive twice the fixed compensation amount specified in paragraph 1 (1).
 - (3) Members of the Supervisory Board who belong to the Supervisory Board or a committee or hold the chairmanship or vice-chairmanship of the Supervisory Board only for part of the financial year shall receive the fixed compensation on a pro rata basis.”
- b) The compensation amounts for the members of the Supervisory Board for fiscal year 2018 for the period from January 1, 2018, until July 3, 2018, are determined pursuant to the currently valid provisions in the Articles of Association and, for the period from July 4, 2018, until December 31, 2018, pursuant to the provisions in the Articles of Association that shall take effect in the future specified under item a) of this resolution, for which the envisaged amounts specified in these regulations shall be paid out on a pro rata basis.

NOTICES AND INFORMATION FOR THE SHAREHOLDERS

Participation in the Annual General Meeting and exercise of voting rights

Registration for the Annual General Meeting and verification of holdings

In accordance with section 14 of the Articles of Association, those shareholders who have registered with the company and have verified their holdings are entitled to participate in the Annual General Meeting and exercise their voting rights. Registration and verification of holdings must be received in writing (section 126b, German Civil Code), in either German or English, no later than midnight on Tuesday, June 26, 2018, at the following address:

Manz AG
c/o Landesbank Baden-Württemberg
4035/H Hauptversammlungen
Am Hauptbahnhof 2
70173 Stuttgart
Fax: +49 (0) 711 127-79264
Email: hv-anmeldung@LBBW.de

The specific verification of holdings must be provided in writing in either German or English by a depository institution and must apply to shares held before Tuesday, June 12, 2018 ("record date"). Only shareholders who have provided specific verification of their shareholdings will be deemed shareholders of the company for the purposes of attending the Annual General Meeting and exercising their voting rights. Authorization to participate in the Annual General Meeting and to exercise voting rights is based on verification of holdings by the record date. Disposals and acquisitions of shares after the

record date have no effect on the right to participate in the Annual General Meeting or to exercise voting rights.

Once the company has received the registration and verification of holdings at the above address, tickets granting shareholders admission to the Annual General Meeting are sent out. To ensure that tickets are received within plenty of time of the event, we ask that all shareholders send their registration and verification of holdings to the company at the above address as early as possible.

Procedures for participation in the Annual General Meeting and the exercise of voting rights by a duly authorized person

Shareholders who are authorized to participate in the Annual General Meeting and to exercise voting rights and who are unable or do not wish to attend the Annual General Meeting can allow their voting rights to be exercised by a duly authorized person, financial institution, or shareholders' association.

In the event that no financial institutions or shareholders' associations, persons, financial services companies, or other companies that are equivalent to these according to section 135 (8) or (10) of the German Stock Corporation Act (AktG) in conjunction with section 125 (5) AktG are given authorization, the authorization must be made in writing (section 126b BGB). The same applies for the verification of authorization, as well as to any necessary revocation of it.

The declaration of assignment of proxy authorization can be made to the authorized person or to the company. The verification of proxy rights assigned to the authorized person can be carried out by presenting the verification of proxy rights at the entrance to the event on the day of the Annual General Meeting. The verification of proxy rights can also be sent to the company in writing to the address below, by fax to the fax number below, or by email to the email address below:

Manz AG
"Hauptversammlung 2018"
Steigäckerstraße 5
72768 Reutlingen
Fax: +49 (0) 7121 9000-99
Email: hv@manz.com

The methods of transmission mentioned above are also available when the proxy rights will be made via declaration to the company or when proxy rights to the company need to be revoked.

The proxy form provided by the company can be used for the assignment and verification of proxy rights. The proxy form is also found on the back of the admission tickets that are provided to shareholders upon receipt of registration and verification of holdings. A form for the assignment of proxy rights can also be requested from the company for free at the company website at www.manz.com under "Investor Relations" by selecting the link "2018 Annual General Meeting" or using the above mailing address, fax number, or email address.

The assignment of proxy rights to financial institutions or to shareholders' associations, persons, financial services companies, or other companies that are equivalent to these according to section 135 (8) or (10) of the German Stock Corporation Act (AktG) in conjunction with section 125 (5) of the German Stock Corporation Act (AktG) must be recorded in verifiable form and is further subject to the legal provisions under section 135 of the German Stock Corporation Act (AktG). In particular, presentation of a special verification issued by a depository institution is sufficient for verification of voting rights. The institutions and persons named may have additional requirements for the process for their own assignment of proxy rights.

If a shareholder authorizes more than one person, the company may refuse one or more of them.

We offer our shareholders the ability to authorize a proxy named by the company, who is bound by the instructions given to them, before the General Meeting to exercise their voting rights. Please bear in mind that the voting rights proxies named by the company can only exercise the voting rights for those items in the agenda to which the shareholders have issued instructions and that they cannot accept instructions concerning procedural motions either in advance of or during the Annual General Meeting. Those shareholders who wish to authorize the proxy named by the company require an admission ticket to the Annual General Meeting.

Authorizations and instructions for the proxies designated by the company must be received by midnight on Friday, June 29, 2018, in writing to the address below, by fax to the fax number below, or by email to the email address below:

Manz AG
c/o Computershare Operations Center
80249 München
Fax: +49 (0) 89 30903-74675
Email: manz-hv2018@computershare.de

The proxy and instruction form provided by the company can be used for the assignment and proxy and instruction rights. The proxy and instruction form is also found on the admission tickets that will be sent to the shareholders upon receipt of registration and verification of holdings. A form for the assignment of proxy rights can also be downloaded from the company's website at www.manz.com under "Investor Relations" by selecting the link "2018 Annual General Meeting" or requested for free from the company.

Total number of shares and voting rights

At the time the General Meeting was convened, the total number of company shares equaled 7,744,088 shares without par value, which grant a total of 7,744,088 votes.

Rights of shareholders

Requests for addition to the agenda pursuant to section 122 (2) AktG

Shareholders of the company whose shares jointly equal at least one-twentieth of share capital (387,205 company shares) can, under section 122 (2) of the German Stock Corporation Act (AktG), request that additions be made to the agenda of the Annual General Meeting and that these additional items be announced. Every new agenda item must be accompanied by a statement of reasons or a proposed resolution. Requests for additions to the agenda must be directed to the Managing Board of Manz AG and must be received by the company no later than midnight on Saturday, June 2, 2018.

Requests for additions to the agenda must be sent to the following address:

Managing Board of
Manz AG
"Hauptversammlung 2018"
Steigäckerstraße 5
72768 Reutlingen

Applicants must prove that they have held the shares for at least 90 days before the date of receipt of the request by the company and that they will continue to hold the shares until the decision of the Managing Board concerning the request.

Any additions to the agenda that require publication and were not published in the calling notice will be published in the German Federal Gazette immediately upon receipt of the request and will be forwarded for publication to media, which can be expected to publish the information across the entire European Union. As soon as they are received, these additions will be published on the company website at www.manz.com under "Investor Relations", via the link "2018 Annual General Meeting" and communicated to the shareholders pursuant to section 125 of the German Stock Corporation Act (AktG).

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

Under section 126 (1) of the German Stock Corporation Act (AktG), shareholders of the company can submit counter-proposals to the proposals by the Managing Board and/or Supervisory Board relating to particular items of the agenda and can, under section 127 of the German Stock Corporation Act (AktG), submit proposals for the election of Supervisory Board members or auditors.

Counterproposals pursuant to section 126 (1) of the German Stock Corporation Act (AktG) must include a statement of reasons. A statement of reasons is not required for proposals for election pursuant to section 127 of the German Stock Corporation Act (AktG). The Managing Board also does not have to make a proposal for election of Supervisory Board members or auditors available in cases where the proposal does not include the name, profession, or city of the proposed individual. The Managing Board further does not have to make a proposal for election of Supervisory Board members available when information concerning the membership of candidates in other statutory supervisory boards is not provided.

Counterproposals and proposals for election must be sent to the following address:

Manz AG
"Hauptversammlung 2018"
Steigäckerstraße 5
72768 Reutlingen
Fax: +49 (0) 7121 9000-99
Email: hv@manz.com

Counterproposals and election proposals for shareholders of the company, including the name of the shareholder, the statement of reasons, and any statements of the administration are published on the company website at the address www.manz.com under "Investor Relations" by selecting the "2018 Annual General Meeting" link only if they are received by the company by midnight on Monday, June 18, 2018.

Shareholders' right to information pursuant to section 131 (1) of the German Stock Corporation Act (AktG)

Shareholders of the company can demand information at the Annual General Meeting from the Managing Board under section 131 (1) of the German Stock Corporation Act (AktG) concerning the company's affairs, the legal and business dealings of the company with affiliated companies, and the current situation of the Group and the companies included in the consolidated financial statements, provided that the information is necessary for an accurate assessment of the agenda item.

The Managing Board may refrain from answering individual questions for the reasons specified in section 131 (3) of the German Stock Corporation Act (AktG), for example because on the basis of a prudent business assessment it is judged that the disclosure of the information in question would likely cause significant harm to the company or to an affiliated company.

If a shareholder is given information outside the Annual General Meeting on the basis of being a shareholder, then it must be provided to any shareholder upon request during the Annual General Meeting, even when it is not necessary in order to make an accurate assessment of the agenda item.

The right of shareholders to information can be exercised during the Annual General Meeting. The chair of the Annual General Meeting may limit the time allowed for the stockholders' questions and statements within appropriate bounds and, in particular, can set limits on the time of the Annual General Meeting and the discussion of individual agenda items, as well as limits on speaking times and time for asking questions.

Additional explanations

Additional information on the rights of shareholders pursuant to sections 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Act (AktG) can be downloaded from the company website at www.manz.com under "Investor Relations" using the "2018 Annual General Meeting" link.

Information on the company website

Information relating to the Annual General Meeting pursuant to section 124a of the German Stock Corporation Act (AktG), in particular the documents that must be made available for the Annual General Meeting, can be downloaded from the company website at www.manz.com under "Investor Relations" by clicking the link "2018 Annual General Meeting".

Data protection information

The company processes personal data (name, place of residence, email address, number of shares, share ownership type, and admission ticket number) based on the applicable data protection regulations in order to enable shareholders to participate in the Annual General Meeting and exercise their rights in the scope of this meeting and to allow the company to execute the Annual General Meeting. Manz AG is the party responsible for the processing of this data. Article 6 (1) sentence 1 lit. b) of the EU General Data Protection Regulation (GDPR) serves as the legal basis for processing data related to participation and the exercising of the shareholder rights in the scope of the Annual General Meeting. Article 6 (1) sentence 1 lit. c) of the GDPR serves as the legal basis for data processing related to recording the list of participants at the Annual General Meeting. The company's service providers, which have been commissioned for the purpose of organizing the Annual General Meeting, shall only receive data from the company to the extent that this data is necessary for performing the contracted services. The service providers shall only process data in accordance with instructions provided by the company. The company will store the personal data for a period of ten years as of the end of 2018.

Shareholders and shareholder representatives have the right, pursuant to article 15 et seq. of the GDPR, to receive information as to any of their personal data that has been stored, the right to correct any erroneous data, the right to request a limitation on the scope of processing this data, the right to have their personal data deleted, to the extent that this is not opposed to any statutory retention requirements or other reasons pursuant to article 17 (3) of the GDPR, and the right to have their personal data that has been provided to the company delivered to them in a common file format.

These rights can be exercised in relation to the company using the following contact information:

Manz AG
"Hauptversammlung 2018"
Steigäckerstraße 5
72768 Reutlingen
Fax: +49 (0) 7121 9000-99
Email: hv@manz.com

The company's data protection officer can be reached using the following contact information:

Manz AG
- Der Datenschutzbeauftragte -
Steigäckerstraße 5
72768 Reutlingen
Fax: +49 (0) 7121 9000-99
Email: hv@manz.com

Moreover, shareholders and shareholder representatives have a right of appeal with the data protection supervisory authorities.

Reutlingen, May 2018

Manz AG
The Managing Board

DIRECTIONS

By plane

From the Stuttgart airport, take the S 2 commuter train line to the end of the line at the Filderstadt station.

By commuter train

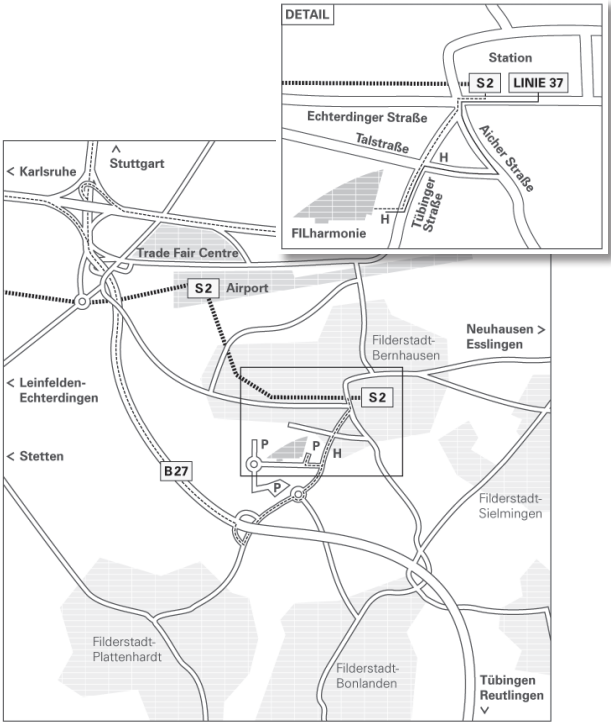
From the Stuttgart main train station, take the S 2 commuter train to Filderstadt station (end of line). The FILharmonie can be reached by taking bus line 37 or on foot.

By car

Autobahn A8 Stuttgart/Munich:

- When coming from Stuttgart on the B 27, take the FILharmonie exit.
- From Munich: Take the Stuttgart-Flughafen (airport) exit and continue through the tunnel to Filderstadt-Bernhausen. Follow the signs to the FILharmonie.
- Parking is available at the event location.

FILharmonie Filderstadt
Tübinger Straße 40
70794 Filderstadt





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