

MANZ AUTOMATION AG

**INVITATION TO THE
ANNUAL GENERAL MEETING
ON JUNE 16, 2009**



manz
automation

MANZ AUTOMATION AG REUTLINGEN

German Securities Identification Number: A0JQ5U
ISIN: DE000A0JQ5U3

WE CORDIALLY INVITE
OUR SHAREHOLDERS TO
THE ANNUAL GENERAL
MEETING ON
TUESDAY, JUNE 16, 2009,
AT 10 A.M.

Location >>
FILharmonie Filderstadt
Tuebinger Strasse 40
70794 Filderstadt, Germany

AGENDA >>

- 1. Presentation of the approved annual financial statements and the adopted consolidated financial statements as of December 31, 2008, the management report for both Manz Automation AG and the Group for fiscal year 2008, including the notes to the information disclosed in accordance with Article 289, Paragraph 4, and Article 315, Paragraph 4 of the German Commercial Code, as well as the report from the Supervisory Board for fiscal year 2008**

These documents can be viewed at the Manz Automation AG headquarters, Steigäckerstrasse 5, 72768 Reutlingen, Germany. Each shareholder will be provided a copy of these documents upon request, promptly and free of charge.

- 2. Resolution regarding the use of the annual net profit**

The Managing Board and Supervisory Board recommend carrying forward the net profit from fiscal year 2008 totaling 5,932,042.16 euros to new account.

- 3. Resolution regarding the approval of the actions by the members of the Managing Board for fiscal year 2008**

The Managing Board and Supervisory Board recommend formally approving the actions taken by the members of Managing Board during fiscal year 2008.

- 4. Resolution regarding the approval of the actions by the members of the Supervisory Board for fiscal year 2008**

The Managing Board and Supervisory Board recommend formally approving the actions taken by the

members of the Supervisory Board during fiscal year 2008.

5. Resolution regarding the choice of auditor for the financial reports, consolidated financial reports, and the semi-annual report for fiscal year 2009

The Supervisory Board recommends selecting alltax gmbh Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, in Reutlingen, Germany, as both the company's and Group's auditor of the annual financial statements and the auditor of the shortened financial statements and interim management report contained in the semi-annual report for the fiscal year 2009.

6. Resolution regarding the creation of new authorized capital and the corresponding amendment to the articles of incorporation

As a result of the use of authorized capital during the 2007 and 2008 fiscal years, authorized capital currently only totals 405,821.00 euros. For this reason, new authorized capital totaling 50% of equity capital should be created, so that the company can use these instruments in the coming years, if needed, to strengthen its capital base. The Managing Board and Supervisory Board recommend resolving to:

a) Repeal the existing authorization to increase equity capital

The Managing Board's existing authorization to increase capital stock, with Supervisory Board approval, in the period until August 10, 2011, one or more times up to a total of 405,821.00 euros through the issuance of new shares without par value (no-par shares) in return for cash or assets in kind (authorized capital stock), as set forth in Article 3, Paragraph 3 of the Articles of Incorporation, will be repealed.

b) Create new authorized capital

The Managing Board will be given authorization to

increase the company's capital stock, with Supervisory Board approval, in the period until June 15, 2014, one or more times up to a total of 2,240,027.00 euros through the issuance of a total of 2,240,027 new shares without par value (no-par shares) in return for cash or assets in kind (authorized capital stock 2009).

In principle, the new shares are to be offered to shareholders. The new shares can also be assumed by financial institutions chosen by the Managing Board with the requirement that they be offered to shareholders (indirect subscription rights). However, the Managing Board, with Supervisory Board approval, will also be given authorization to exempt shareholders from their subscription rights

>> in the case of a capital increase in return for cash, when the face value of the new shares is not significantly below the trading price of similar company shares at the time the face value is determined, which should be determined as close as possible to the issue date of the new shares, pursuant to Article 203, Paragraphs 1 and 2, and Article 186, Paragraph 3, Section 4 of the German Companies Act. This authorization to suspend shareholders from preemptive subscription rights only applies in cases where the shares to be issued within the scope of the capital increase apply to a proportional amount of equity capital not exceeding 448,005.00 euros and not more than 10% of total equity capital at the time the authorization is exercised. A proportionate amount of capital stock, equal to shares that were issued or sold during the term of this authorization as a result of other authorizations pursuant to Article 186, Paragraph 3, Section 4 of the Companies Act under exemption of subscription rights, is to be credited against this maximum amount of exempted subscription rights;

>> in case of a capital increase in return for assets in kind in order to purchase a company, parts of

a company, or an interest in a company;

- >> if necessary, in order to give owners of convertible bonds and/or bond options, profit-sharing rights, and/or profit participating bonds issued by the company or indirect or direct affiliates a preemptive right to new shares to the same extent as they would have upon exercising their convertible or options rights or after fulfilling their convertible requirement;
- >> to exclude fractional shares from subscription rights.

The Managing Board will be given authorization, with Supervisory Board approval, to determine the further details pertaining to carrying out a capital increase from the authorized capital.

The Supervisory Board will be given authorization to amend the form of the Articles of Incorporation according to the implementation of the capital increase using authorized capital and after the expiration of the authorization term.

c) Amendment to the Articles of Incorporation

Article 3, Paragraph 3 of the Articles of Incorporation of the company will be amended as follows:

- (3) The Managing Board of the company is authorized to increase the company's capital stock, with Supervisory Board approval, in the period until June 15, 2014, one or more times up to a total of 2,240,027.00 euros through the issuance of a total of 2,240,027 new shares without par value (no-par shares) in return for cash or assets in kind (authorized capital stock 2009).

In principle, the new shares are to be offered to shareholders. The new shares can also be assumed by financial institutions chosen by the Managing Board with the requirement that they

be offered to shareholders (indirect subscription rights). However, the Managing Board, with Supervisory Board approval, will also be given authorization to exempt shareholders from their subscription rights

- >> in the case of a capital increase in return for cash, when the face value of the new shares is not significantly below the trading price of similar company shares at the time the face value is determined, which should be determined as close as possible to the issue date of the new shares, pursuant to Article 203, Paragraphs 1 and 2, and Article 186, Paragraph 3, Section 4 of the German Companies Act. This authorization to suspend shareholders from preemptive subscription rights only applies in cases where the shares to be issued within the scope of the capital increase apply to a proportional amount of equity capital not exceeding 448,005.00 euros and not more than 10% of total equity capital at the time the authorization is exercised. A proportionate amount of capital stock, equal to shares that were issued or sold during the term of this authorization as a result of other authorizations pursuant to Article 186, Paragraph 3, Section 4 of the Companies Act under exemption of subscription rights, is to be credited against this maximum amount of exempted subscription rights;

- >> in the case of a capital increase in return for cash in order to purchase a company, parts of a company, or an interest in a company;

- >> if necessary, in order to give owners of convertible bonds and/or bond options, profit-sharing rights, and/or profit participating bonds issued by the company or indirect or direct affiliates a preemptive right to new shares to the same extent as they would

have upon exercising their convertible or options rights or after fulfilling their convertible requirement;

>> to exclude fractional shares from subscription rights.

The Managing Board will be given authorization, with Supervisory Board approval, to determine the further details pertaining to carrying out a capital increase from the authorized capital.

The Supervisory Board will be given authorization to amend the form of the Articles of Incorporation according to the implementation of the capital increase using authorized capital and after the expiration of the authorization term.”

Report by the Managing Board at the Annual General Meeting on item 6 on the Agenda regarding the suspension of subscription rights in accordance with Article 203, Paragraph 2, and Article 186, Paragraph 2 of the German Companies Act (authorized capital 2009)

At the Annual General Meeting on June 16, 2009, new authorized capital (authorized capital 2009) totaling 2,240,027.00 euros will be suggested to the general assembly of Manz Automation AG under agenda item 6. The authorized capital will be made available for capital increases in return for cash or assets in kind and will replace the existing authorized capital, the bulk of which was used by the Managing Board during the 2007 and 2008 fiscal years, which currently still totals 405,821.00 euros.

The authorized capital will put the company in the position to act quickly and flexibly in the interests of the shareholders during the increase in share capital. Since decisions regarding the coverage of an equity requirement usually need to be made at short notice, it is important that the company is not constrained by the frequency of the annual general meetings or the

long periods before an extraordinary general meeting can be called. The instrument of authorized capital is the government’s response to these restrictions. The most common reasons to use authorized capital are to strengthen the equity base and to finance acquisitions.

In principle, shareholders have preemptive rights with regard to the use of authorized capital 2009. However, the Managing Board, with Supervisory Board approval, has the authorization to suspend shareholders from their preemptive subscription rights under the following conditions.

- a) The Managing Board should be given authorization to suspend the legal preemptive rights of shareholders pursuant to Article 186, Paragraph 3, Section 4 of the German Companies Act in cases of capital increases in return for cash, with the approval of the Supervisory Board. This suspension of subscription rights enables us, in the best interests of the company, to systematically make new shares available to domestic and international capital markets, whereby the shares are issued on short notice at beneficial times and at rates as high as possible yet close to market prices. The discount as compared to the market price at the time the authorized capital is used will be less than 3% when possible – but always less than 5%. The proceeds from such an issue in which shareholders are suspended from using their preemptive subscription rights are usually significantly higher than a normal rights issue. One important reason for this is the fact that an issue without a compulsory subscription period can be carried out immediately after determining the issue price, which means that the issue price does not need to account for the change in price during the subscription period.

Capital increases as a result of this authorization to suspend shareholders from their subscription rights are not allowed to exceed 448,005.00 euros, currently 10% of share capital, or 10% of share

capital at the time the authorization is carried out. This means that, even in cases of multiple capital increases within the authorization period, subscription rights cannot be exempted for more than 10% of share capital as a result of this authorization. Furthermore, a restriction is in place which, when calculating the maximum, also takes shares into account that are issued in direct or indirect application of Article 186, Paragraph 3, Section 4 of the German Companies Act up until the issue of new shares from the authorized capital as a result of the authorization exempting shareholders from their subscription rights. This means that convertible rights, options rights, and/or convertible requirements to company shares which are connected to convertible bonds and/or bond options, profit-sharing rights, and/or profit participating bonds that were issued in the period of this authorization pursuant to the corresponding application of Article 186, Paragraph 3, Section 4 of the German Companies Act, under suspension of subscription rights and in return for cash, must be calculated into the restriction. Furthermore, the sale of the company's own shares held by the company must also be calculated into the restriction if the sale is carried out during the authorization period in accordance with Article 71, Paragraph 1, No. 8 of the German Companies Act in connection with Article 186, Paragraph 3, Section 4 of the German Companies Act under suspension of subscription rights. This ensures that no shares are issued from the authorized capital under exemption of subscription rights in accordance with Article 203, Paragraphs 1 and 2, and Article 186, Paragraph 3, Section 4 of the German Companies Act, if this could lead to shareholders' subscription rights being exempted for more than 10% of share capital without a specific, factual reason. These guidelines take the necessity of protecting shareholders against the dilution of their interests into account, consistent with the corresponding legal stipulations. Furthermore, since the issue price is close to the market price, each shareholder has the ability to purchase the new

shares necessary to maintain their proportional level of interest in the company on the market at nearly the same terms.

- b) The authorization, with Supervisory Board approval, to increase share capital in return for assets in kind under exemption of subscription rights in order to purchase companies, parts of companies, or interests in companies should put the company in the position to purchase companies, parts of companies, or interests in companies not only by paying a purchase price in cash, but also by transferring company shares. Depending on the size of such an acquisition and the expectations of the respective seller, it can be advantageous or necessary to use shares in the company as payment. In doing so, the liquid assets of the company are conserved and the scope of a possible financing of the purchase price is reduced. This process is only possible when shareholders' preemptive subscription rights can be exempted.

The planned authorization to suspend shareholders' preemptive subscription rights will give the company a stronger position in competition for interesting acquisitions and, if the right opportunity comes along, will allow it to act quickly and flexibly, with the approval of the Supervisory Board, and use company shares created by using authorized capital for the purchase of companies, parts of companies, or interests in companies.

Since the value of companies, parts of companies, and interests in companies which may be acquired in the future is not known, and therefore their purchase prices are also not known, a definite amount which will be spent cannot at present be named. The valuation of company shares will be oriented on the respective market price. The value of the respective companies, parts of companies, or interests in companies which will be acquired will be determined using established valuation standards.

The exemption of subscription rights must be applicable to all of the authorized capital in order to be able to offer all or at least a significant portion of the purchase price of an acquisition in company shares, even in cases of larger acquisitions.

- c) Furthermore, the Managing Board, with Supervisory Board approval, should be able to exempt subscription rights if this is necessary in order to give owners of convertible bonds and/or bond options, profit-sharing rights, and/or profit participating bonds issued by the company or indirect or direct affiliates a subscription right to new shares to the same extent as they would have had upon exercising their convertible or options rights or after fulfilling their convertible requirement.

In order to make the issuance of such bonds more successful, they usually include a provision protecting against dilution which, in addition to the ability to reduce the conversion price, gives the owner a subscription right to new shares in cases of subsequent capital increases, as is the case with shareholders. In this way, they are treated as if they were already shareholders. A subscription right for owners or creditors of already-existing options rights, convertible rights, or of convertible bonds with convertible requirements provides an opportunity to prevent the reduction of the option or conversion price in the case of the use of authorized capital. This provides for a higher issue price of the shares to be issued as a result of exercising the option or carrying out the conversion. In order to add such a protection against dilution to the bonds, the preemptive subscription rights of shareholders to these shares must be exempted. This serves the purpose of making the issue of bonds easier, and therefore serves the interests of the shareholders with regard to an optimal financial structure of the company.

- d) The authorization of the Managing Board, with approval of the Supervisory Board, to exclude any

possible fractional amounts from the subscription rights of the shareholders, serves the purpose of presenting a more practical subscription ratio, and therefore makes it easier to carry out capital increases under exemption of subscription rights. The value of such fractional amounts is usually small, whereas the additional effort needed for an issue with such an exclusion is significantly higher. The new shares excluded from the subscription rights as fractional shares will be used in the best way possible for the company.

For this reason, the interests of the shareholders will not be unreasonably affected by the authorization to suspend shareholders from their preemptive subscription rights.

Concrete plans for the use of the new authorized capital 2009 do not yet exist. Similar anticipatory resolutions which include the ability to exempt shareholders from subscription rights are common both in Germany and abroad. The Managing Board will always carefully verify whether the use of authorized capital 2009 is in the interest of the company and its shareholders. Should the suggested authorization be used, the Managing Board will report on it at the next General Meeting.

7. Resolution regarding consent to transfer information to shareholders via electronic means and the corresponding amendment to the Articles of Incorporation

Pursuant to Article 30b, Paragraph 3, No. 1, subsection a) of the German Securities Trading Act, the general assembly must consent to the recommendation in the German Corporate Governance Code regarding the transfer of information to shareholders via electronic means. For this reason, a resolution regarding the ability to transfer information using electronic means should be passed and added to the Articles of Incorporation.

The Managing Board and Supervisory Board recommend resolving to:

a) Consent to transfer information to shareholders via electronic means

Approve the transfer of information from the company to its shareholders via electronic means pursuant to Article 30b, Paragraph 3, No. 1, subsection a) of the German Securities Trading Act.

b) Amendment to the Articles of Incorporation

(1) The title of section VII. of the company's Articles of Incorporation will be amended as follows:

“VII.
Disclosure and Information”

(2) Article 19 of the company's Articles of Incorporation will be changed as follows:

(a) The provision set for in Article 19 will become Article 19, Paragraph 1.

(b) After Article 19, Paragraph 1, the following new Paragraph 2 will be added:

“(2) The company is authorized to transfer information to shareholders via electronic

means in accordance with Article 30b, Paragraph 3 of the German Securities Trading Act.”

8. Resolution regarding the authorization to purchase company shares

In a resolution passed by the General Meeting on June 10, 2008, the company was given the authorization to purchase its own shares until December 9, 2009, up to a total of 10% of share capital. This authorization should be extended for 18 months until December 15, 2010.

The Managing Board and Supervisory Board recommend resolving to the following:

a) In accordance with Article 71, Paragraph 1, Section 8 of the German Securities Trading Act, the company will be given the authorization to purchase its own shares up to a computed value of 10% of the company's capital stock during a period ending on December 15, 2010. Such a purchase can also be carried out by the company's subsidiaries or by third parties on its or their behalf.

The resolution authorizing the company to purchase its own shares passed by the general assembly of the company on June 10, 2008, will expire when this new authorization becomes effective.

Such a purchase can be carried out on the stock exchange or through a publicly issued purchase offer sent to shareholders or a public call for bids.

(1) Should the shares be purchased on the stock exchange, the purchase price of each company share (excluding incidental purchase costs) can neither exceed nor fall below the average of the daily volume-weighted closing price of the company's share in Xetra trading (or a subsequent system in place of the Xetra system) during the last three trading days before the purchase of the shares by more than 10%.

- (2) In case of a publicly issued purchase offer, the company can set a fixed purchase price or price range per company share. Should a price range be set, the final purchase price will be calculated from the available acceptance agreement. The offer can contain a time limit of acceptance, conditions, as well as the possibility of adjusting the purchase price or price range during the time limit for acceptance, should significant price changes occur after issuing the purchase offer during the time limit for acceptance.

The purchase price or price range offered for each company share (excluding incidental purchase costs) can neither exceed nor fall below the average of the daily volume-weighted closing price of the company's shares in Xetra trading (or a subsequent system in place of the Xetra system) during the five trading days prior to issuing the purchase offer by more than 10%. Should the offer be adjusted, the day that the adjustment was issued will replace the day that the purchase offer was issued in the previous stipulation.

If the number of company shares tendered exceeds the number of shares the company had planned to purchase, shareholders can be exempted from their option to sell insofar as the purchase of shares is carried out based on the ratio of the number of company shares tendered. Furthermore, priority can be given to smaller numbers of up to 50 company shares tendered per shareholder.

- (3) In case of a publicly issued call for bids, the company can set a price range for each company share in which offers can be tendered. The offer can contain a time limit of acceptance, conditions, as well as the possibility of adjusting the price range during the time limit for acceptance, should significant price changes occur after issuing the call during the time limit for acceptance.

Upon acceptance, the final purchase price will be calculated from the available sale offers. The purchase price of each company share (excluding incidental purchase costs) can neither exceed nor fall below the average of the daily volume-weighted closing price of the company's shares in Xetra trading (or a subsequent system in place of the Xetra system) during the last five trading days prior to the day the offer is accepted by the company by more than 10%.

If the number of company shares offered for sale exceeds the number of shares the company had planned to purchase, shareholders can be exempted from their option to sell insofar as acceptance of offers is carried out based on the ratio of the number of company shares offered. Furthermore, prioritized acceptance can be given to smaller numbers of up to 50 company shares offered per shareholder.

- b) The Managing Board is authorized to use company shares that were purchased as a result of this or earlier authorizations for all legally allowable purposes – in particular, for the following purposes:
- (1) The Managing Board is authorized, with Supervisory Board approval, to sell company shares purchased under suspension of shareholders' preemptive subscription rights in other ways as through the stock exchange or through an offer made to shareholders should the company shares purchased be sold at a price, or on international exchanges on which the company is not listed, which does not significantly fall below the market price of similar company shares at the time of the sale. The market price will be calculated from the average of the daily volume-weighted closing company share price in Xetra trading (or a subsequent system in place of the Xetra system) during the last three trading days prior to the sale of the shares. This exemption from subscription rights is restricted to a maximum of 10% of the company's capital stock at

both the time this authorization becomes effective and at the time this authorization is exercised. Shares are to be included into this restriction which are issued during the period of this authorization as a result of other authorizations under exemption of subscription rights in direct or respective application of Article 186, Paragraph 3, Section 4 of the German Companies Act.

- (2) Furthermore, the Managing Board will be given authorization to sell company shares with Supervisory Board approval to third parties in connection with the purchase of companies, parts of companies, and interests in companies, under exemption of shareholders' subscription rights in other ways as on the stock exchange or through an offer to all shareholders.
- (3) The Managing Board and, insofar as an obligation pertains to a member of the Managing Board, the Supervisory Board are further authorized to use company shares purchased to fulfill options which were granted or are to be granted as a result of the Manz Performance Share Plan 2008, passed during the Annual General Meeting on June 10, 2008, as item 7 on the agenda. Insofar as the conditions for exercising the options granted within the scope of the Manz Performance Share Plan 2008 call for the exercise price to equal 0.00 euros when using the company's own shares to fulfill these options, the Managing Board, and insofar as an obligation pertains to the Managing Board, the Supervisory Board is authorized to use own shares to fulfill the options from the Manz Performance Share Plan 2008 at a price of 0.00 euros.
- (4) Furthermore, the Managing Board will be given authorization to use the purchased company shares, under suspension of shareholders' preemptive subscription rights, to fulfill options and conversion rights that result from the exercising

of options or conversion rights or fulfilling conversion obligations which have been granted or imposed within the scope of the issuing options and/or convertible bonds, profit-sharing rights, and/or profit participating bonds by the company or its subsidiaries.

- (5) Furthermore, the Managing Board will be given authorization, with Supervisory Board approval, to grant purchased company shares to company employees or to subordinate affiliates pursuant to Article 15 ff. of the German Companies Act.
 - (6) Furthermore, the Managing Board will be given authorization, with Supervisory Board approval, to retire treasury shares without a resolution passed by the General Meeting. Retiring treasury shares leads to a reduction in outstanding share capital. The Supervisory Board will be given authorization to amend the Articles of Incorporation to reflect the level of shares retired. The Managing Board has the right to deviate from the aforementioned and decide that the level of share capital will remain unchanged and instead the retirement of shares will increase each remaining share's value per share. In this case, the Managing Board is authorized to adjust the number of shares listed in the Articles of Incorporation.
- c) The aforementioned authorizations to purchase the company's own shares, to retire these shares, as well as to resell or utilize these shares in other ways can be exercised once or more than once, individually or in conjunction with one another, as well as only in parts.
 - d) Shareholders' legal preemptive subscription rights to the treasury shares will be suspended pursuant to Article 71, Paragraph 1, Number 8, and Article 186, Paragraphs 3 and 4 of the German Companies Act insofar as these shares are used in accordance

with the aforementioned authorizations set forth in subsection b), numbers (1) to (5).

- e) The shares purchased as a result of these authorizations, together with other treasury shares already purchased or owned by the company or with those to be added in accordance with Article 71d and Article 71e of the German Companies Act, can at no time have a total value of more than 10% of the company's total capital stock.

Report by the Managing Board to the General Assembly regarding Agenda item 8 covering the Suspension of Preemptive Subscription Rights in accordance with Article 71, Paragraph 1, Number 8, and Article 186, Paragraph 4, Section 2 of the German Companies Act (Authorization to Purchase the Company's Own Shares)

Based on the proposed resolution regarding agenda item 8 from the Annual General Meeting on June 16, 2009, Manz Automation will once again be given authorization, in accordance with Article 71, Paragraph 1, Number 8 of the German Companies Act, to purchase its own shares up to a total of 10% of total capital stock. The previously existing authorization granted at the General Meeting on June 10, 2008, whose term was restricted to 18 months in accordance with the provisions of Article 71, Paragraph 1, No. 8 of the German Companies Act, expires on December 9, 2009. For this reason, this authorization should be extended until December 15, 2010.

The new authorization will continue to allow Manz Automation AG to use the ability to purchase its own shares, and benefit from the corresponding advantages in the best interests of Manz Automation AG and its shareholders, especially with regard to fulfill the Manz Performance Share Plan 2008 as well as granted shares to employees of the company and its subsidiaries. The authorization falls within the legal boundaries of Article 71, Paragraph 2, Article 71d, and Article 71e of the German Companies Act. This means that the new autho-

zation is not applicable particularly when and as long as the currently existing or an earlier authorization to purchase the company's own shares up to the legal limit was already used and the shares acquired in this way have either not yet been given out or retired.

When purchasing its own shares, the company is already required to comply with the provisions governing stock corporations regarding equal treatment. Purchasing own shares can only be carried out on the stock exchange or through a publicly issued purchase offer sent to shareholders or a public call for bids directed at all shareholders. In this way, all shareholders have an equal opportunity to sell the company shares should the company ever use its authorization to purchase its own shares.

In order to simplify the purchase process, should the number of tendered or offered shares exceed the number of shares the company plans to purchase during a publicly issued purchase offer or a publicly issued call for bids, the purchase or acceptance can be carried out under suspension of the shareholders' right to sell based on the amount of shares tendered or offered. This simplification also serves to give priority consideration or acceptance to smaller amounts of up to 50 tendered or offered shares per shareholder.

As a result of the proposed authorization, the company can retire the purchased shares without the need for a resolution by the general assembly. When doing so, the share capital of Manz Automation AG will be reduced or the value of each remaining share will be increased. Furthermore, the treasury shares can once again be sold through a public offer to all shareholders or on the stock exchange. These possible ways to sell the shares makes an allowance for the shareholders' right to equal treatment.

The resolution calls for the Managing Board to be given authorization to use the treasury shares purchased while suspending shareholders' preemptive subscription rights.

- a) Pursuant to Article 71, Paragraph 1, Number 8, Clause 5 of the German Companies Act, the authorization proposed in b) number (1) provides for the Managing Board, with Supervisory Board approval, to sell the treasury shares in another way as on the stock exchange or through an offer to all shareholders. This can be carried out on the condition that the Manz treasury shares are sold in accordance with Article 186, Paragraph 3, Clause 4 of the German Companies Act at a price that is not significantly lower than the market price at the time of the sale. The proposed resolution sets forth that market price taken into account will be the average of the daily volume-weighted closing prices of the company's shares in Xetra trading during the last three trading days prior to the sale of the Manz shares. By orienting the sale price on the market price, the idea of protecting against dilution is taken into account and the interests of the shareholders with regard to assets and voting rights are appropriately protected. When determining the final sale price while taking the current market environment into account, the Managing Board will make all efforts to keep a possible discount from the market price as small as possible. The shareholders always have the ability to purchase Manz shares on the stock exchange in order to maintain their proportional level of interest.

The ability to sell shares in a form other than on the stock exchange and through an offer to all shareholders lies in the best interests of the company and its shareholders. The ability to suspend shareholders' preemptive subscription rights when reselling the purchased treasury shares in accordance with Article 186, Paragraph 3, Clause 4 of the German Companies Act which results from this authorization lies in the best interests of Manz Automation AG, allowing the company to sell Manz shares to institutional investors or to introduce Manz shares onto international stock exchanges, for example. The international shareholder base

can be expanded by introducing the company's shares onto international exchanges where the shares had not yet been traded. Through the ability to suspend shareholders' preemptive subscription rights, Manz Automation AG has the flexibility necessary to act quickly and flexibly as well as cost-effectively, if the right opportunity arises as a result of a beneficial market situation without being forced to go down the path of a time- and cost-intensive normal rights issue.

The authorization is restricted to a maximum of 10% of the company's share capital. These guidelines take the necessity of protecting shareholders against the dilution of their interests into account, consistent with the corresponding legal stipulations. Taking shares into account that are disbursed before the sale of treasury shares as a result of other authorizations to suspend shareholders' preemptive subscription rights pursuant to Article 186, Paragraph 3, Clause 4 of the German Companies Act ensures that no treasury shares are sold under the suspension of preemptive subscription rights pursuant to Article 71, Paragraph 1, Number 8 and Article 186, Paragraph 3, Clause 4 of the German Companies Act, if this would lead to shareholders' preemptive subscription rights being suspended for more than 10% of share capital without a specific, factual reason.

- b) As a result of the authorization proposed in b) number (2), the Manz shares purchased can, with Supervisory Board approval, also be used as a form of payment in the purchase of companies, parts of companies, or interests in companies. In doing so, Manz Automation AG is put in the position to, when appropriate, purchase companies, parts of companies, or interests in companies not only by paying a purchase price in cash, but also by transferring company shares. This allows the liquid assets of the company to be conserved and the scope of a possible financing of the purchase price to be reduced.

The proposed authorization will give the company a stronger position in competition for interesting acquisitions and will allow it to react to the right opportunity quickly, flexibly, and with little effect on liquidity in order to purchase companies, parts of companies, or interests in companies. The decision whether to use treasury shares or shares from authorized capital will be made on a case-by-case basis by the Managing Board, and will always be guided by the best interests of the company and its shareholders. When determining the valuation ratios, the Managing Board will ensure that the best interests of shareholders are adequately protected. In doing so, the Managing Board will take the market value of Manz shares into account.

- c) Furthermore, the Managing Board, and if the shares are to be granted to a member of the Managing Board, the Supervisory Board under b) number (3) of the resolution should be authorized to use repurchased Manz Automation AG shares to fulfill options which were granted or are to be granted to members of the Managing Board or other managers as a result of the Manz Performance Share Plan 2008, passed during the Annual General Meeting on June 10, 2008, as item 7 on the agenda. This authorization to resell will be determined by the group of people to which the Manz shares could be sold.

During the Annual General Meeting in 2008, the Manz Performance Share Plan 2008 was resolved for members of the Managing Board as well as for managers of the company and its affiliates. The Manz Performance Share Plan 2008 resolved by the Annual General Meeting on June 10, 2008, as agenda item number 7 was explained in a report by the Managing Board. The ability to fulfill options by granting Manz Automation AG's own shares to those entitled is a suitable way to counteract the dilution of capital holdings and voting rights which occurs when fulfilling options using newly created shares from authorized capital. As

long as the company uses this ability, the authorized capital set forth in Article 3, Paragraph 5 of the Articles of Incorporation does not need to be used. Whether or not and to what extent the authorization to dispense treasury shares when fulfilling options rights will be used, or whether new shares from authorized capital will be dispensed instead, will be decided by the Managing Board, and in cases where a member of the Managing Board is exercising options then by the Supervisory Board, both of which when doing so will act in the best interests of Manz Automation AG's shareholders.

According to the proposed authorization to purchase the company's own shares, only the Managing Board is authorized to purchase the company's own shares. Should the Supervisory Board desire to grant treasury shares to members of the Managing Board of the company in order to fulfill options as set forth in the Manz Performance Share Plan 2008, the Board is not authorized to procure such shares and must only use treasury shares that the company had already purchased which are not bound to any other purpose.

It must be pointed out that when using treasury shares, in contrast to dispensing new shares from authorized capital to fulfill options, according to stock corporation law, there is no mandatory minimum issue price (equaling 1.00 euro per share) set as the exercise price. As explained in the report by the Managing Board to the general assembly on June 10, 2008, regarding agenda item number 7, the conditions for exercising options should be allowed to set forth that when using treasury shares to fulfill options granted within the scope of the Manz Performance Share Plan 2008, the exercise price can equal 0.00 euros.

- d) Furthermore, the Managing Board should be authorized under b) number (4) to use treasury shares purchased to fulfill options and conversion rights granted by Manz Automation AG or its subsidiaries

as a result of authorizations to issue options and or convertible bonds, profit-sharing rights, and/or profit participating bonds that result from the exercising of options or conversion rights or from fulfilling the conversion obligations of the owner of options and/or convertible bonds, profit-sharing rights, and/or profit participating bonds. As long as the company uses this ability, the authorized capital set forth in Article 3, Paragraph 4 of the Articles of Incorporation does not need to be used. The interest of the shareholders are not affected by this additional possibility.

- e) Furthermore, the Managing Board should be authorized under b) number (5), with Supervisory Board approval, to suspend shareholders' preemptive rights when treasury shares are granted to employees of the company or one of its subordinate affiliates. In doing so, the company is given the ability to grant employee shares to its employees and the employees of its subsidiaries. In contrast to other forms of employee profit-sharing programs such as share options programs or share price-based compensation systems, employee shares contribute to the fact that employees identify more strongly with the company since they are required to use their own assets to purchase the shares and must hold them over a longer period of time. From the Managing Board's perspective, the ability to issue employee shares represents a positive addition to the existing compensation structure. In addition, the use of treasury shares avoids having to create new shares.

For this reason, the interests of the shareholders will not be unreasonably affected by the authorization to suspend shareholders from their preemptive subscription rights.

The Managing Board will inform the following general assembly if it makes use of the authorization.

NOTICES AND INFORMATION FOR THE SHAREHOLDERS >>

Participation in the Annual General Meeting

In accordance with Article 14 of the Articles of Incorporation, those shareholders who have registered with the company and have verified the level of their holdings through documentation from the institute where their portfolio is held have a right to participate in the Annual General Meeting and exercise their voting rights. Registration and documentation of holdings must be submitted in writing (Article 126b, German Civil Code) in either German or English to the following address and must be received by those authorized to handle such information on or before June 9, 2009:

Manz Automation AG
c/o Landesbank Baden-Württemberg
Abteilung 4027 H
Am Hauptbahnhof 2
70173 Stuttgart
Fax: +49-711-1277-9256
E-mail: hv-anmeldung@lbbw.de

The verification of holdings must apply to shares held before May 26, 2009.

Once the company has received the registration and verification of holdings at the aforementioned address, the tickets granting shareholders admission to the Annual General Meeting will be sent out. In order to ensure that the tickets are received early enough, we would like to

ask all shareholders to send their verification of holdings to the company at the aforementioned address as soon as possible.

Proxy Voting

Shareholders who themselves cannot or do not wish to participate in the Annual General Meeting can allow their voting rights to be exercised by a duly authorized person, financial institution, or shareholders' association. Should neither a financial institution nor a shareholders' association or other equivalent body pursuant to Article 135, Paragraph 9 of the German Companies Act be given authorization, the authorization must be made in writing.

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. Those shareholders who wish to authorize the proxy named by the company require an admission ticket to the Annual General Meeting. Authorizations and instructions must be submitted in written form. The shareholders will receive all documents and information required with their admission ticket. Relevant information can also be found online at www.manz-automation.de under the heading "Investor Relations." Even when proxies have been given authorization, they are only allowed to exercise voting rights when explicit instructions pertaining to the individual agenda items have also been given. We ask you to please send the completed authorization and instruction forms to Manz Automation AG, Steigäckerstrasse 5, 72768 Reutlingen, Germany. The documents must be received no later than [June 12, 2009](#).

Proposals and Inquiries from Shareholders

Proposals, recommendations for votes, and enquiries from shareholders pertaining to the Annual General Meeting must be sent solely to the following address:

Manz Automation AG
Steigäckerstrasse 5
72768 Reutlingen
Fax: +49-7121-9000-99
E-mail: ir@manz-automation.com

Proposals and recommendations for votes pertaining to the Annual General Meeting which must be made public in accordance with Article 126, Paragraph 1, and Article 127 of the German Companies Act will be published online at www.manz-automation.com in the "Investor Relations" section. This will only occur if they are received at the aforementioned address on or before June 2, 2009, together with verification that the person submitting the proposal is a shareholder. Any possible statements by the administration will also be published online at www.manz-automation.com in the "Investor Relations" section.

Total Number of Shares and Voting Rights

At the time the General Meeting was convened, the total number of shares equaled 4,480,054 shares without par value, which grant a total of 4,480,054 votes. The treasury shares held by the company do not grant the company any voting rights. The company holds no shares of its own at the time the Annual General Meeting was convened.

Reutlingen, May 2009

Manz Automation AG The Managing Board

This Invitation and Agenda to the Annual General Meeting of Manz Automation AG is a translation of the German version. Only the German version of this document is legally binding on Manz Automation AG. Every effort was made to ensure the accuracy of this translation, which is provided to shareholders for informational purposes only. No warranty is made as to the accuracy of this translation and Manz Automation AG assumes no liability with respect thereto.

DIRECTIONS >>

BY PLANE

You will land at Stuttgart Airport and take the S2 commuter train to Filderstadt station (terminus station).

BY COMMUTER TRAIN

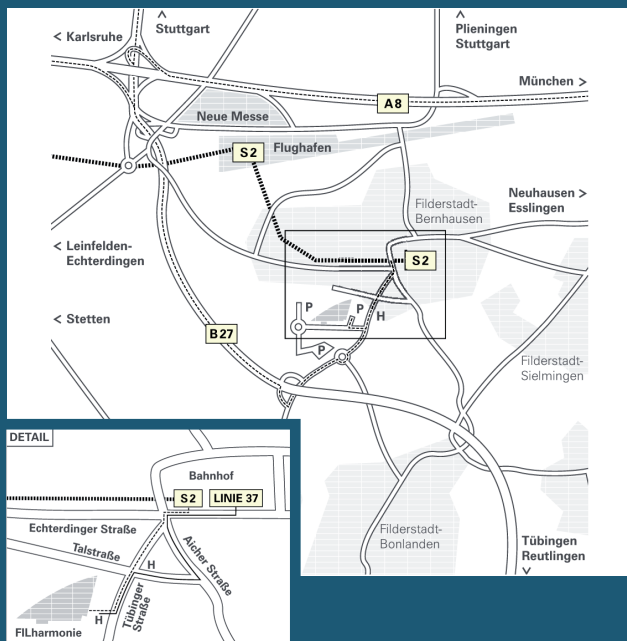
From the Stuttgart main train station, take the S2 commuter train to Filderstadt station (terminus station). The FILharmonie can be reached by taking bus line 37 or on foot.

BY CAR

Autobahn A8 Stuttgart/Munich:

- > When coming from Stuttgart on the B27, 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 spaces are located at the event location.

FILharmonie Filderstadt
Tuebinger Strasse 40
70794 Filderstadt





Manz Automation AG

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