



*Convenience translation: The German version shall prevail.*

## **Vossloh Aktiengesellschaft**

Werdohl, Germany

German SIN: 766 710  
ISIN: DE 000 766 710 7

We hereby invite our stockholders to attend the ordinary **Annual General Meeting** to be held on May 25, 2016 at 10.00 a.m., in Düsseldorf, Germany, Congress Center Düsseldorf Ost (CCD Ost), Stockumer Kirchstrasse 61.

# Agenda

## 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements, the combined management report, the explanatory report by the Executive Board on the information pursuant to Sections 289(4) and 315(4) of the German Commercial Code („HGB“), and the Supervisory Board Report for fiscal 2015.

On March 16, 2016, the Supervisory Board approved the separate and consolidated annual financial statements as prepared by the Executive Board, thus adopting the separate financial statements. Therefore, Agenda Item 1 needs not be voted on. The above mentioned documents have all been published on the Company's website at [www.hauptversammlung.vossloh.com](http://www.hauptversammlung.vossloh.com). Free copies will promptly be mailed to any stockholder upon request. Furthermore, the documents will be available at the Annual General Meeting.

## 2. Appropriation of net income

The Executive and Supervisory Boards propose that the unappropriated net income for fiscal 2015 in the amount of € 123,466,395.60 be appropriated as follows:

Amount carried forward	€ 123,466,395.60
<b>Net income</b>	<b>€ 123,466,395.60</b>

## 3. Vote on the approval of the Executive Board's acts and omissions

- The Executive and Supervisory Boards propose that approval be granted to the members of the Executive Board acting in fiscal 2015 for said period.
- The Executive and Supervisory Boards propose to adjourn the decision on granting approval to the members of the Executive Board who exited the board in fiscal 2014 for the period in which they acted in fiscal 2014.

## 4. Vote on the approval of the Supervisory Board's acts and omissions

The Executive and Supervisory Boards propose that approval be granted to the members of the Supervisory Board acting in fiscal 2015 for said period.

## 5. Election of statutory auditor for fiscal 2016 and for the review of the condensed financial statements and the interim management report

Based on the recommendation of the Audit Committee, the Supervisory Board proposes the following be resolved:

- that Berlin-based KPMG AG Wirtschaftsprüfungsgesellschaft, Düsseldorf branch, be elected statutory auditor of Vossloh Aktiengesellschaft and the Vossloh Group for fiscal 2016.
- that Berlin-based KPMG AG Wirtschaftsprüfungsgesellschaft, Düsseldorf branch, be elected statutory auditor for a review of the condensed financial statements and the interim management report of Vossloh Aktiengesellschaft and the Vossloh Group for the six-month period ending June 30, 2016.

## 6. Change of Section 2 of the Articles of Incorporation (Purpose of the Company)

The purpose of the company as stated in the Articles of Incorporation is to be amended and updated in order to reflect the Company's intention on focusing its business activities.

The Executive and Supervisory Boards propose the following be resolved:

Section 2 of the Articles of Incorporation shall be reworded as follows:

- „1. The purpose of the Company is the development, manufacture and sale of products and the provision of services related to transport infrastructure, railbound and non-railbound vehicles, and transport technology. In addition, the purpose of the Company is to hold and acquire interests in, perform management activities for, and provide services to companies that develop, manufacture, provide or sell such products and services.
2. The Company has the right to conduct all business transactions related to the purpose of the Company or that are directly or indirectly beneficial to it. It may fulfill the purpose itself or through subsidiaries and associate companies.“

## Participation in and voting at the Annual General Meeting

Every stockholder is entitled to attend and vote at the Annual General Meeting (personally or by proxy) who has registered with the Company under the following address, duly submitting proof of their stock ownership:

Vossloh Aktiengesellschaft  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
P.O. Box 20 01 07  
60605 Frankfurt/Main  
Germany  
Fax: (+49-69) 12012-86045  
Email: [wp.hv@db-is.com](mailto:wp.hv@db-is.com)

Evidence in text form (Section 126b of the German Civil Code, „BGB“) in German or English issued by the custodian financial institution shall suffice as evidence of ownership of the shares. Evidence of share ownership must refer to the beginning of the 21st day prior to the Annual General Meeting, i.e. May 4, 2016 („Record Date“).

Both the registration and proof of share ownership must be received by the Company at the above address no later than the close of May 18, 2016.

With respect to the Company only such persons will be deemed stockholders with respect to attending and exercising voting rights at the Annual General Meeting who have furnished proof of stock ownership by the deadline. Even if stockholders sell any or all of their shares after the Record Date, their right to attend the Annual General Meeting and the scope of their voting rights depends solely on stock ownership as of the Record Date.

The sale of shares after the Record Date does not affect the right to attend and vote at the Annual General Meeting in any way. The same applies for stockholders who have acquired (additional) shares after the Record Date. Stockholders who owned no Vossloh shares at the Record Date and acquired shares later are only entitled to attend and exercise the voting rights for their shares at the Annual General Meeting if they have obtained proxy rights or an authorization to exercise rights.

After due receipt by the Company of the registration and proof of stock ownership, stockholders will receive admission tickets for the Annual General Meeting. Stockholders are requested to arrange for the timely dispatch of their stock ownership proof to the Company to ensure that the tickets are received in good time.

### **Total number of shares and voting rights**

As of the date of this invitation to the Annual General Meeting, Vossloh Aktiengesellschaft has issued a total of 13,325,290 no-par bearer shares with an equal number of voting rights. The Company does not hold any of its own shares as of the date of this invitation to the Annual General Meeting. The total number of voting shares as of the date of this invitation to the Annual General Meeting is therefore 13,325,290.

### **Procedure for voting by proxy**

Stockholders may also appoint a proxy to exercise their voting rights at the Annual General Meeting by issuing an authorization granting power of attorney to, for instance, a bank or stockholder association. Even when a proxy is appointed, stockholders or their proxies are required to register and provide proof of stock ownership in due time before the Record Date. The issuance, revocation or withdrawal and proof of the authorization vis-à-vis the Company require text form pursuant to Section 126b BGB. If a bank, a stockholder association, or a person or entity that is deemed to rank equal with a bank or stockholder association according to Section 135 of the German Stock Corporation Act („AktG“), also in conjunction with Section 125(5) AktG, is appointed as proxy, neither the law nor Vossloh AG's Articles of Incorporation require a particular form for the power of attorney. However, the institution or person that power of attorney is granted may require a particular form as the authorization must be documented in a verifiable format in accordance with Section 135 AktG. Therefore, stockholders are advised to contact the designated proxies directly for further details on requirements of form.

Stockholders wishing to appoint a voting proxy should preferably use the form provided by the Company. It is printed on the reverse of the Annual General Meeting admission ticket which will be sent to stockholders after due registration with and timely receipt of the proof of stock ownership by the Company. The form is also downloadable from the Company's website at [www.hauptversammlung.vossloh.com](http://www.hauptversammlung.vossloh.com). The proof of appointment of a voting proxy may also be emailed to [hauptversammlung@ag.vossloh.com](mailto:hauptversammlung@ag.vossloh.com).

As a service for our stockholders' convenience, general voting proxies have been appointed by the Company. Should stockholders wish to be represented by such a proxy, the proxy must be given authorization and instructions regarding the exercise of voting rights. Vossloh proxies are strictly bound by such voting instructions. Stockholders wishing to exercise their voting right through a Vossloh-appointed proxy require an admission ticket to the Annual General Meeting. A form for the authorization granting power of attorney and voting instructions is printed on the ticket, along with detailed explanations on authorizing the Vossloh proxies and issuing instructions to them. This information is also downloadable from the Company's website at [www.hauptversammlung.vossloh.com](http://www.hauptversammlung.vossloh.com).

Authorizations and voting right instructions issued to Vossloh proxies require the written form (Section 126b BGB) using the authorization and voting right instruction form on the admission tickets. Authorizations and voting right instructions issued to the Vossloh proxies must be received by the Company at the address below by the close of May 23, 2016. Authorizations and voting instructions received thereafter cannot be accepted.

Vossloh Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax: (+49-89) 30903-74675  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

If a stockholder appoints more than one person as proxy, the company may reject one or more of these.

### **Information on the rights of stockholders according to Sections 122(2), 126(1), 127 and 131(1) AktG**

Motions to amend the agenda submitted by a minority interest (Section 122(2) AktG)

Stockholders whose combined stake in the Company comprises more than one twentieth of the capital stock or the proportional amount of € 500,000 in the capital stock may request that items be placed on the agenda and published. Each new agenda item must be accompanied by a statement of the reasons or a proposed resolution.

Such requests to amend the agenda must be received in written form by the Company by the close of April 24, 2016, at the address stated below. Requests received after this deadline will not be considered. Requests to change the agenda that require publication will be published immediately after receipt in the German Federal Gazette ("Bundesanzeiger") and forwarded to any such media for publication that can be safely assumed to cover the entire European Union.

Vossloh Aktiengesellschaft  
- Executive Board -  
Vosslohstrasse 4  
58791 Werdohl  
Germany  
Fax: (+49-2392) 52-219  
Email: [hauptversammlung@ag.vossloh.com](mailto:hauptversammlung@ag.vossloh.com)

#### Counter motions and nominations (Sections 126(1) and 127 AktG)

Stockholders have the right to submit counter motions to the proposals of the Executive Board and/or Supervisory Board at the Annual General Meeting on certain items of the agenda and to submit nominations for candidates.

Counter motions and nominations may only be sent to the address given below:

Vossloh Aktiengesellschaft  
Vosslohstrasse 4  
58791 Werdohl  
Germany  
Fax: (+49-2392) 52-219  
Email: [hauptversammlung@ag.vossloh.com](mailto:hauptversammlung@ag.vossloh.com)

Counter motions and nominations received by the Company at the above address no later than the close of May 10, 2016, containing evidence of ownership of shares, are made available immediately on the Company's website at [www.hauptversammlung.vossloh.com](http://www.hauptversammlung.vossloh.com), including any comments by the management. Counter motions and nominations issued to another address or counter motions that do not contain a statement of reasons will not be published in advance of the meeting.

The right of every stockholder to file counter motions against the various agenda items during the Annual General Meeting without prior submission to the Company within the deadline remains unaffected.

#### Right to obtain information (Section 131(1) AktG)

The Executive Board must provide information about the affairs of the Company to every stockholder upon request at the Annual General Meeting so far as it is required for the proper assessment of the item on the agenda. The Executive Board's duty to inform also extends to the legal and commercial relationships of the Company with an affiliated company and the situation of the Group and the companies included in the consolidated financial statements.

#### Publications on the Company's website (Section 124a AktG)

This invitation to the Annual General Meeting, the reports and documents publishable as from the date of this invitation, as well as any further information related to the Annual General Meeting and additional details on stockholder rights according to the provisions of Sections 122(2), 126(1), 127, and 131(1) AktG are disclosed on the Company's website at [www.hauptversammlung.vossloh.com](http://www.hauptversammlung.vossloh.com).

The voting results will be published after the Annual General Meeting at the same website. This invitation was published in the German Federal Gazette ("Bundesanzeiger") on April 12, 2016.

Werdohl, April 2016

Vossloh Aktiengesellschaft  
The Executive Board