



**DATA MODUL Aktiengesellschaft**  
**Produktion und Vertrieb von elektronischen Systemen**

**Munich**

**- ISIN: DE0005498901 -**  
**- WKN: 549 890 -**

**ANNUAL GENERAL MEETING**

The shareholders of our Company are hereby invited to the

**Annual General Meeting**

to be held on

**Thursday, 9 May 2019, at 10:00 a.m.**

at Haus der Bayerischen Wirtschaft, Max-Joseph-Straße 5, 80333 Munich, Germany.

## **I. Agenda**

### **1. Presentation of the adopted annual financial statements of Data Modul AG and the approved consolidated financial statements of the Group as well as the management report for Data Modul AG and the Group, including the explanatory reports of the Management Board on the information pursuant to section 289a para. 1, section 315a para. 1 of the German Commercial Code (*Handelsgesetzbuch, HGB*) and the essential criteria of the internal control and risk management system with regard to the financial reporting process, the proposal of the Management Board for the appropriation of the balance sheet profit as well as the Report of the Supervisory Board for the financial year 2018**

The Supervisory Board has approved the annual financial statements prepared by the Management Board and the consolidated financial statements of the Group. The annual financial statements have thereby been approved pursuant to section 172 sentence 1 of the German Stock Corporation Act (*Aktiengesetz, AktG*). An approval by the Annual General Meeting is thus not required.

As of the calling of the Annual General Meeting, the documents are available for inspection at the premises of the Company, Landsberger Straße 322, 80687 Munich, Germany. In addition, they are published on the internet at [www.data-modul.com/annual-general-meeting](http://www.data-modul.com/annual-general-meeting). Upon request, each shareholder shall receive a copy of these documents free of charge.

### **2. Resolution on the appropriation of the balance sheet profit**

The Management Board and the Supervisory Board propose that the balance sheet profit for the financial year 2018 in the amount of EUR 22,415,851.37 as set out in the annual financial statements of the Company, be appropriated as follows:

Payment of a dividend to the shareholders (EUR 2.00 per no-par-value share entitled to a dividend)	EUR	7,052,364.00
Allocation to other revenue reserves	EUR	0.00
Profits carried forward	EUR	15,363,487.37
Balance sheet profit	EUR	22,415,851.37

In accordance with section 58 para. 4 sentence 2 AktG, the dividend is due on the third business day following the resolution by the Annual General Meeting, *i.e.* on 14 May 2019.

### **3. Resolution on the discharge of the actions of the Management Board member for the financial year 2018**

The Management Board and the Supervisory Board propose that the acts of the Management Board member holding office in the financial year 2018 be formally approved for the financial year 2018.

**4. Resolution on the discharge of the actions of the Supervisory Board members for the financial year 2018**

The Management Board and the Supervisory Board propose that the acts of the Supervisory Board members holding office in the financial year 2018 be formally approved for the financial year 2018.

**5. Resolution on the appointment of the public auditor for the financial year 2019**

The Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be appointed auditor and Group auditor for the financial year 2019.

The Supervisory Board's proposal is free of undue influence from any third party. Nor were there any rules that would have restricted the Company's freedom to choose in the meaning of the EU Audit Regulation.

**6. Resolution on a by-election to the Supervisory Board**

Pursuant to sections 95 sentence 1, 96 para. 1, 101 para. 1 AktG, section 1 para. 1 no. 1 sentence 2 One-Third Employee Participation Act (*Drittelbeteiligungsgesetz, DrittelbG*) in conjunction with section 8 para. 1 of the Articles of Association of the Company, the Supervisory Board of the Company consists of three members, one of which is an employee representative and two of which are shareholder representatives. With regard to the election of the shareholder representatives the Annual General Meeting is not bound to any election proposals.

The Local Court of Munich appointed Mr. Richard A. Seidlitz by decree of 18 December 2018 as a member of the Supervisory Board of the Company. The Supervisory Board of the Company then elected Mr. Seidlitz as deputy chairman of the Supervisory Board. Previously, the former deputy chairman of the Supervisory Board of the Company, Mr. Thomas Leffler, had resigned as member and deputy chairman of the Supervisory Board of the Company.

The Supervisory Board proposes that

Mr. **Richard A. Seidlitz**, resident in Centennial, Colorado/United States of America, Vice President, Corporate Controller at Arrow Electronics, Inc.

be elected member of the Supervisory Board as shareholder representative with effect as of the end of the Annual General Meeting of the Company held on 9 May 2019 until the end of the Annual General Meeting, which resolves on the granting of discharge of the actions of the Supervisory Board members for the financial year 2021.

In accordance with section 5.4.1 of the German Corporate Governance Code, the Supervisory Board discloses that Mr. Seidlitz holds executive positions at companies of the Arrow Group. Arrow Central Europe Holding Munich GmbH is a company of the Arrow Group and a shareholder holding a material interest in the Company.

The proposal takes into account the objectives set by the Supervisory Board for its composition and aims to complete the competence profile for the entire Supervisory Board as set by the Supervisory Board.

## **II. Further information on the candidate proposed for election to the Supervisory Board under Agenda Item 6**

### **Mr. Richard A. Seidlitz**

Vice President, Corporate Controller at Arrow Electronics, Inc. and resident in Centennial, Colorado/United States of America.

Personal details:

Year of birth: 1977  
Nationality: US

Career:

Since 2016: Vice President, Corporate Controller at Arrow Electronics, Inc.  
2015-2016: Assistant Controller at Arrow Electronics, Inc.  
2005-2014: Various management positions at First Data Corporation  
1999-2005: Auditor at PricewaterhouseCoopers LLP

Education:

Bachelor of Science in Accountancy, University of Illinois

Memberships in other statutory supervisory boards in Germany and comparable boards:

None

## **III. Participation in the Annual General Meeting and exercise of voting rights**

The right to participate in and exercise their voting rights at the Annual General Meeting have those shareholders who have registered to that purpose with the Company and transmitted to the Company a specific proof of their shareholdings pursuant to section 13 para. 3 of the Articles of Association. A specific proof regarding the respective shareholding, prepared by the custodian institution in text form, shall be sufficient. The proof regarding the shareholding must refer to the beginning of the 21st day prior to the Annual General Meeting. This is 18 April 2019, 00:00 a.m. (record date).

The registration and the proof of shareholding must be prepared in the German or English language and must be received by the Company in text form by 2 May 2019, 12:00 p.m., at the latest at the following address, fax-number or e-mail address:

DATA MODUL AG  
c/o Computershare Operations Center  
80249 Munich  
Fax: +49 (89) 30903 74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

## **IV. Significance of the record date**

The entitlement to participate in the Annual General Meeting and the scope of the voting rights are exclusively determined by the shareholding owned by the respective shareholder on the record date. Changes in the shareholding following the record date will not affect the entitlement to participate in the Annual General Meeting and the scope of vot-

ing rights. The record date is not equivalent to a ban on the sale of shares. Persons who do not own any shares on the record date and become shareholders only after the record date are not entitled to participate in the Annual General Meeting or to exercise voting rights. The record date does not constitute a relevant date with respect to the dividend entitlement.

## **V. Procedures for proxy voting**

Shareholders who cannot participate personally in the Annual General Meeting may be represented by a credit institution, a shareholders' association or a proxy of their choice.

The granting of the power of attorney, its revocation and the evidence of the authorization towards the Company must be made in text form. This does not apply if a credit institution or a shareholders' association or any person or institution of equivalent status pursuant to section 135 para. 8 and section 135 para. 10 in conjunction with section 125 para. 5 AktG is authorized to act accordingly. Credit institutions, shareholders' associations and the persons and institutions of equivalent status pursuant to section 135 para. 8 and section 135 para. 10 in conjunction with section 125 para. 5 AktG are required to only maintain documented proof of powers of attorney.

The entrance cards to the Annual General Meeting will contain forms for the granting of powers of attorney, which the shareholders can use in this respect.

The evidence for the authorization can be transmitted (electronically) to the Company at the following e-mail address:

anmeldestelle@computershare.de

## **VI. Shares and voting rights**

As of the calling of the Annual General Meeting 2019, the nominal share capital of the Company amounts to EUR 10,578,546.00 and is divided into 3,526,182 ordinary bearer shares without par value. Each share without par value grants one vote. The total number of voting rights in the Company corresponds to the total number of shares and therefore amounts to 3,526,182 voting rights at the time of calling of the Annual General Meeting.

## **VII. Rights of the shareholders**

### **Supplements to the agenda**

Shareholders whose shareholdings in aggregate represent 5% of the nominal share capital or a proportionate amount of EUR 500,000.00 of the nominal share capital may request that items be included in the agenda and published. Each new item must be substantiated or accompanied by the wording of the proposed resolution. The request is to be addressed in writing to the Management Board of DATA MODUL AG and must be received by the Company at least 30 days prior to the Annual General Meeting. In this respect, the day of receipt and the day of the Annual General Meeting shall not be counted. Thus, the last permissible day of receipt is 8 April 2019, 12:00 p.m. In accordance with section 122 para. 2 and para. 1 AktG, the shareholders concerned must verify that they have owned the above-mentioned minimum number of shares for at least 90 days prior to the receipt of the demand and that they will hold the shares until a decision is reached by the Management Board with respect to the application. For the purposes of calculating the time limit referred to above, section 121 para. 7 AktG will be applied accordingly.

The following address is to be used for the transmission of requests for supplements to the agenda:

DATA MODUL AG  
Investor Relations  
Landsberger Str. 322  
80687 Munich  
Germany

### **Counter-motions and election proposals**

Each shareholder is entitled to make counter-motions regarding individual agenda items or election proposals. Counter-motions must be accompanied by a statement of grounds for the motion.

The Company will make available motions of shareholders, including the respective shareholder's name, a statement of grounds for the motion and any statements of the management, on the internet at [www.data-modul.com/annual-general-meeting](http://www.data-modul.com/annual-general-meeting), provided that the shareholder has sent a counter-motion to the Company against a proposal of the Management Board and the Supervisory Board with respect to a certain agenda item, including a statement of grounds for the counter-motion, no later than 14 days prior to the Annual General Meeting. In this respect, the day of receipt and the day of the Annual General Meeting shall not be counted. Thus, the last permissible day of receipt is 24 April 2019, 12 p.m.

These requirements apply *mutatis mutandis* to election proposals. Election proposals do not need to be substantiated. In addition to the cases referred to in section 126 para. 2 AktG, the Management Board is also not required to make available election proposals of shareholders if they do not include the disclosures referred to in section 124 para. 3 sentence 4 AktG (name, exercised profession and place of residence) and section 125 para. 1 sentence 5 AktG (membership on other statutorily established supervisory boards).

The following address fax-number or e-mail address is to be used for the transmission of counter-motions and election proposals:

DATA MODUL AG  
Investor Relations  
Landsberger Str. 322  
80687 Munich  
Germany  
Fax: +49 (89) 56017102  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The right of each shareholder to make counter-motions and election proposals during the Annual General Meeting regarding the various agenda items, even without prior communication to the Company, remains unaffected.

### **Shareholders' information rights**

In the Annual General Meeting, pursuant to section 131 para. 1 AktG, each shareholder may request from the Management Board information on the matters of the Company to the extent that such information is necessary to permit a proper evaluation of the relevant agenda item. This right to information also extends to the Company's legal and business relationships with an affiliated company. The Management Board may refuse to provide information under the conditions set forth in section 131 para. 3 AktG. An explanation of the conditions under which the Management Board may refuse to provide information is available at the Company's website under [www.data-modul.com/annual-general-meeting](http://www.data-modul.com/annual-general-meeting).

## **VIII. Information contained on the website of the Company**

The present calling of the Annual General Meeting, the documents to be made available and motions of shareholders as well as further information is also available at the website of the Company under [www.data-modul.com/annual-general-meeting](http://www.data-modul.com/annual-general-meeting).

## **IX. Data protection information**

The following data protection information is designed to inform the shareholders about the processing of their personal data in connection with the preparation and holding of as well as follow-up the Annual General Meeting and their rights regarding such processing.

### **Responsible entity, purposes and legal basis of the processing**

The Company is the responsible entity for data processing.

The Company uses personal data of its shareholders and any shareholder representatives to enable the shareholders and shareholder representatives to participate in and exercise their rights before and during the Annual General Meeting. In addition, personal data will be used for related purposes and to satisfy other statutory requirements (e.g., relating to documentary evidence or record retention).

The legal basis for the processing is Art. 6 para. 1 sentence 1 lit. c) EU General Data Protection Regulation.

### **Recipients of personal data**

The Company is using external service providers and advisors to prepare, hold and follow up the Annual General Meeting. Service providers and advisors will receive from the Company only such personal data as are required for the execution of the service and will process the data exclusively in accordance with the Company's instructions. In addition, shareholders and shareholder representatives may inspect the list of participants to be made accessible at the Annual General Meeting.

### **Storage period**

Personal data will be stored as long as this is required by law or the Company has a legitimate interest in the storage of such data, such as in the case of judicial or extrajudicial proceedings in connection with the Annual General Meeting. The personal data will then be deleted.

### **Rights**

Subject to the statutory requirements, shareholders have the right to receive information about the processing of their personal data, to require rectification or erasure of their personal data or the restriction of the processing and to receive your personal data in a structured, commonly used and machine-readable format (data portability).

Subject to the statutory requirements, shareholders have the right to object to the processing of their personal data.

Shareholders also have the right to lodge a complaint with a supervisory authority.

**Contact details**

Contact details of the Company are:

Data Modul AG  
Landsberger Str. 322  
80687 Munich

Contact details of the Data Protection Officer are:

Data Modul AG  
Data Protection Officer  
Landsberger Str. 322  
80687 Munich  
e-mail: [Datenschutz@data-modul.com](mailto:Datenschutz@data-modul.com)

Munich, March 2019

The Management Board