



SNP Schneider-Neureither & Partner AG

Heidelberg

- ISIN DE0007203705 -

- WKN 720370 -

Invitation to the Annual General Meeting 2014

We would like to invite the shareholders in our company to the **Annual General Meeting** in the Grand Hall of the Portland Forum am Herrenberg, Festhallenstraße 1, 69181 Leimen, Germany at **10:30 AM** on **Friday, 6 June 2014** (doors open at 9:30 AM).

Agenda

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the management report and the Group management report (including the explanatory report by the Executive Board on the disclosures required in accordance with sections 289 (4) and (5) and 315 (4) of the German Commercial Code) for SNP Schneider-Neureither & Partner AG, each for the 2013 financial year, and the report of the Supervisory Board**

As of the convocation of the Annual General Meeting, the aforementioned documents can be viewed online at <http://www.snp-ag.com/de/Investor-Relations/Hauptversammlung/Hauptversammlung-2014/> and are available for inspection during normal business hours at the company's offices at Dossenheimer Landstraße 100, 69121 Heidelberg, Germany.

On 6 March 2014, the Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Executive Board in accordance with section 172 of the German Stock Corporation Act (AktG). The annual financial statements were thereby adopted. Consequently, it is not necessary for the Annual General Meeting to adopt the annual financial statements or approve the consolidated financial statements pursuant to section 173 AktG.

2. Resolution on the appropriation of retained earnings

The Executive Board and Supervisory Board propose to resolve to appropriate the retained earnings of the company for the 2013 financial year, amounting to EUR 327,557.74, as follows:

- Distribution of a dividend of EUR 0.08 per no-par value share (ISIN DE0007203705) on 3,716,178 no-par value shares entitled to dividend	EUR	297,294.24
- Profit carried forward	EUR	30,263.50
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Retained earnings	EUR	327,557.74

The proposal for the appropriation of net earnings takes into account the 21,882 treasury shares held by the company on the date of convocation of this Annual General Meeting, which are not entitled to dividend according to section 71b AktG.

The number of shares entitled to dividend is subject to change before the Annual General Meeting resolution on the appropriation of retained earnings. Should this occur, a suitably amended proposal will be submitted to the Annual General Meeting for a vote that includes an unchanged dividend in the amount of EUR 0.08 per share entitled to dividend and a suitably amended profit carried forward.

3. Resolution on the approval of the actions of the members of the Executive Board for the 2013 financial year

The Supervisory Board and Executive Board propose to grant approval of the actions of the Executive Board for the 2013 financial year.

4. Resolution on the approval of the actions of the members of the Supervisory Board for the 2013 financial year

The Executive Board and Supervisory Board propose to grant approval of the actions of the Supervisory Board for the 2013 financial year.

5. Resolution on the election of the auditor of the annual financial statements and the consolidated financial statements, as well as the auditor for the audit review of the half-yearly report

The Supervisory Board proposes to appoint MOORE STEPHENS TREUHAND KURPFALZ GmbH, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Mannheim,

- a) as auditor of the annual and consolidated financial statements for the 2014 financial year and
- b) as auditor for the audit review of the condensed financial statements and the half-yearly report for the first half of the 2014 financial year, should such a review be commissioned.

6. Amendments to Articles of Association

A number of provisions in the Articles of Association no longer reflect the current legal situation and the opportunities that the legislature has created in recent years. At the same time, more flexibility within these legal possibilities should be created. The Articles of Association should therefore be amended.

The Executive Board and Supervisory Board propose the following changes to the Articles of Association:

6a) Section 6 (17) of the Articles of Association is rewritten as follows:

“Unless inconsistent with mandatory legal provisions, the Supervisory Board may pass resolutions outside Supervisory Board meetings in written or text form, via telephone, or in other comparable forms of resolution – also in combination – if directed by the Chairman of the Supervisory Board, or in case he is prevented, the deputy and no member opposes it.”

6b) Section 7 (10) of the Articles of Association is rewritten as follows:

“In deviation of section 6 (12) (2) of these Articles of Association, the Annual General Meeting shall be chaired by the Chairman of the Supervisory Board or by another member of the Supervisory Board appointed by the Chairman of the Supervisory Board. If the Chairman is prevented and has not appointed anyone to chair the meeting or none of the Supervisory Board members appointed by the Chairman assumes the chair, the Annual General Meeting shall choose a chair under the direction of the Executive Board.”

6c) Section 7 (11) of the Articles of Association is rewritten as follows:

“The chair of the meeting shall chair the discussions and determine the order in which the discussion items are addressed as well as the method of voting.”

6d) Section 8 (4) of the Articles of Association is deleted without substitution.

The following paragraphs 5 to 8 shall become paragraphs 4 to 7.

7. Resolution on the election to the Supervisory Board

The Supervisory Board member Thomas Volk resigned his mandate effective 31 October 2013 and left the Supervisory Board of the company on this date. By resolution dated 4 November 2013, the Mannheim Local Court appointed Mr Roland Weise as a member of the Supervisory Board with effect from 4 November 2013. The appointment is limited until the irregularity is rectified.

The Supervisory Board consists of three shareholder members as per sections 95 (1) (1), 96 (1), 101 (1) of the German Stock Corporation Act (AktG) and section 6 (1) of the Articles of Association. For the election of the shareholder representatives, the Annual General Meeting is not bound by election recommendations.

The Supervisory Board recommends the election of

Mr
Roland Weise,
Management Consultant,
resident of Siegsdorf

as a member of the company's Supervisory Board with immediate effect and in accordance with section 6 (5) of the Articles of Association for the remainder of the term of office of the departing member until the conclusion of the Annual General Meeting that will decide on the approval of actions for financial year 2015.

Mr Weise is not a member of other Supervisory Boards formed in accordance with law or of comparable German or international supervisory committees of commercial enterprises.

Mr Weise was employed at the company in financial year 2013 on the basis of a consultancy agreement that fulfils all legal requirements. This agreement was approved by the Supervisory Board in accordance with section 114 AktG. The subject of the agreement was services in the area of sales support and customer acquisition. The agreement was limited to 15 operating days and, in April 2014, almost identical in substance with a new consulting scope of a total of a maximum of 25 days, renewed by two new agreements and approved by the Supervisory Board.

Mr Weise has no further personal relationships with the company, the bodies of the company, or a major shareholder of the company.

Total number of shares and voting rights

At the time of convocation of the Annual General Meeting, the share capital of the company is EUR 3,738,060.00 and is divided into 3,738,060 no-par value bearer shares, each of which grants one vote. Of these, the company holds 21,882 treasury shares at the time of convocation of the Annual General Meeting. These cannot be used to exercise voting rights.

Attendance of the Annual General Meeting

In accordance with section 7 (5) of the Articles of Association of the company, only those shareholders who have registered with the company in writing ("Registration") and have verified their eligibility to attend the Annual General Meeting and to exercise their voting rights may attend the Annual General Meeting and exercise their voting rights. Special verification in writing of the shareholding ("Verification") from the custodian bank is necessary and sufficient to verify eligibility to attend the Annual General Meeting and to exercise voting rights.

Verification shall pertain to the 21st day prior to the Annual General Meeting, therefore to 16 May 2014 (i.e. 00:00, 16 May 2014) ("Time of verification"). Eligibility in the above sense is based exclusively on the shareholding of the shareholder at the time of verification, without this constituting a block on the ability to dispose of the shareholding. Even if shares are fully or partial sold after the time of verification, only the shareholding of the shareholder at the time of verification is material for eligibility; in other words, the sale or purchase of shares after the time of verification shall have no effect on eligibility to attend the Annual General Meeting and to exercise voting rights.

The verification and registration must be sent to the following address in writing in German or English by no later than 24:00 on 30 May 2014:

SNP Schneider-Neureither & Partner AG
c/o PR IM TURM HV-Service AG
Römerstraße 72-74
68259 Mannheim, Germany
Fax: +49 (0) 621 71 77 213
E-mail: eintrittskarte@pr-im-turm.de

Shareholders may continue to dispose of their shares freely irrespective of registration for the Annual General Meeting.

Exercise of voting rights by authorised representatives

Shareholders who are unable or unwilling to attend the Annual General Meeting in person can arrange for their voting rights to be exercised by an authorised representative or an association of shareholders, having issued appropriate powers of proxy. Even in this case, proper registration is required on the part of the shareholder, either by the shareholder him/herself or by an authorised representative.

The issue and revocation of power of proxy and the verification of power of proxy to the company must always be made in writing. A form that can – but does not have to – be used for issuing power of proxy can be found on the reverse of the admission ticket

The verification of power of proxy can be sent to the company by electronic means via the password-protected proxy platform at www.hv-vollmachten.de. The PIN for the proxy platform is printed on the admission ticket. Further verification of power of proxy is unnecessary if the verification of power of proxy as described above is sent electronically. The proxy platform can also be used to issue power of proxy, if representation authorisation is declared to the company, and to revoke or change power of proxy once issued.

If a bank, shareholder association or other equivalent legal entity per section 135 AktG is to be granted representation authorisation, power of proxy requires no specific form either according to law or according to the company's Articles of Association, with the exception of the aforementioned requirement of the written form. However, we advise that in these cases, the banks, shareholder associations, or other equivalent legal entities per section 135 AktG that are to be granted representation authorisation may request a special form of power of proxy, as they are required to keep a verifiable record of the power of proxy under section 135 AktG. Shareholders that wish to issue representation authorisation to a bank, shareholder association, or other legal entity rated equal to these in section 135 AktG should therefore coordinate with these on the possibility of a formal requirement for power of proxy.

The company offers its shareholders the option of issuing representation authorisation to a voting proxy bound by instructions, nominated by the company, even before the Annual General Meeting. The voting proxy bound by instructions exercises the voting rights exclusively on the basis of the instructions issued by the shareholder. Should the voting proxy appointed by the company possess

representation authorisation, he or she must issue instructions as to how the voting rights are to be exercised. The power of proxy is not valid unless corresponding instructions are issued.

Those shareholders that wish to issue power of proxy and instructions to the voting proxy appointed by the company require an admission ticket to the Annual General Meeting for this purpose. The issue of power of proxy to the appointed voting proxy, its revocation and the issue and revocation of instructions must be made in writing and sent to the company at the following address:

SNP Schneider-Neureither & Partner AG
c/o PR IM TURM HV-Service AG
Römerstraße 72-74
68259 Mannheim, Germany
Fax: +49 (0) 621 71 77 213

or via the password-protected proxy platform at www.hv-vollmachten.de.

The shareholders will receive the documents and information necessary for this together with the admission ticket.

Rights of the Shareholder

a) Supplements to agenda as per section 122 (2) AktG

In accordance with section 122 (2) of the German Stock Corporation Act, shareholders whose shares constitute one twentieth of the share capital (EUR 186,903.00) can request that items be placed on the agenda and announced ("Supplementary motions"). The request must be made in writing (section 126 of the German Civil Code) to the Executive Board of the company and submitted to the company by no later than 24:00 on 6 May 2014. The shareholders concerned must verify that they have been in possession of the necessary number of shares for at least three months before the time at which the supplementary motion is received by the company. Please send such requests to the following address:

SNP Schneider-Neureither & Partner AG
The Executive Board
FAO Investor Relations
P.O. Box 105080
69040 Heidelberg, Germany

Supplements to the agenda requiring announcement are – unless already announced at the time of convocation – announced immediately following entry of

the request in the Federal Gazette and supplied for publication to such members of the media as can be expected to disseminate the information throughout the European Union. They are also announced at <http://www.snp-ag.com> (in the Investor Relations/Annual General Meeting -2014 section) and sent to shareholders.

b) Counter-motions by shareholders and election recommendations as per sections 126 (1), 127 AktG

According to section 126 (1) of the German Stock Corporation Act, any shareholder can submit a counter-motion to a proposal by the Executive Board and Supervisory Board on a certain point on the agenda. According to the more detailed specifications of section 126 (1) and (2) AktG, a counter-motion must be made accessible on the website of the company if submitted to the company at the address given below by no later than 24:00 on 22 May 2014.

In addition, according to the more detailed specifications of section 127 AktG, each shareholder can send the company a recommendation for the election of Supervisory Board members or the selection of auditors. According to the more detailed specifications of sections 126 (1) and (2) and 127 AktG, an election recommendation must be made accessible on the website of the company if submitted to the company at the address given below by no later than 24:00 on 22 May 2014.

We will make counter-motions and election recommendations received in good time accessible online at www.snp-ag.com (in the Investor Relations/Annual General Meeting -2014 section), provided that they meet the statutory requirements. We will also make any statements from the management accessible at the same web address. We will announce supplementary motions received in good time insofar as they meet the statutory requirements.

Counter-motions and election recommendations from shareholders must be directed exclusively to:

SNP Schneider-Neureither & Partner AG
The Executive Board
FAO Investor Relations
P.O. Box 105080
69040 Heidelberg, Germany
Fax: +49 (0) 6221 64 25 470
E-mail: investor.relations@snp-ag.com

c) Right to information as per section 131 (1) AktG

In accordance with section 121 (3) no. 3 of the German Stock Corporation Act, we advise that, upon request, each shareholder is to be given information on company matters by the Executive Board at the Annual General Meeting, provided that it is necessary for proper evaluation of an agenda item (section 131 (1) AktG). The right to information can be exercised at the Annual General Meeting without the need for a prior announcement or other notification.

Further explanations

Further explanations and information on the rights of shareholders as per sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act are available to shareholders on the company's website at www.snp-ag.com (in the Investor Relations/Annual General Meeting -2014 section).

Information on the company's website

This convocation of the Annual General Meeting, the documents furnishing access to the Annual General Meeting and further information in connection with the Annual General Meeting, including the information pursuant to section 124a AktG, can be found on the company's website at <http://www.snp-ag.com> (in the Investor Relations/Annual General Meeting -2014 section).

Information on requirements as per section 125 AktG:

Please send your reservation directly
to the company we have commissioned

PR IM TURM HV-Service AG

Römerstraße 72-74

68259 Mannheim, Germany

Fax: +49 (0) 621 70 99 07

Heidelberg, April 2014

The Executive Board

