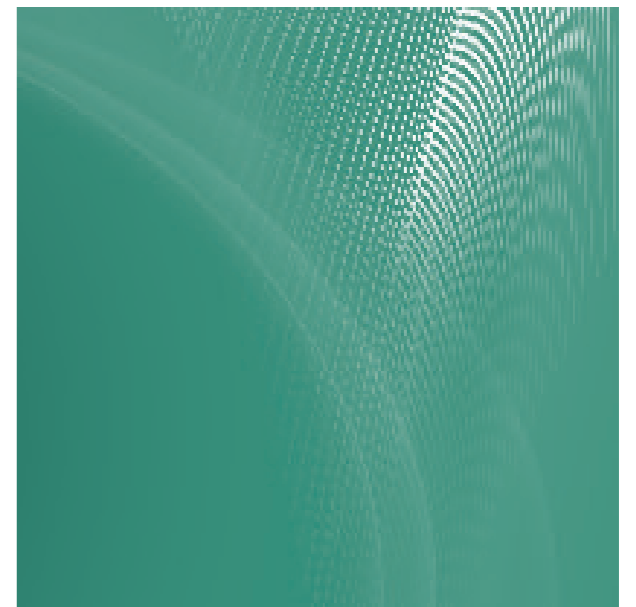
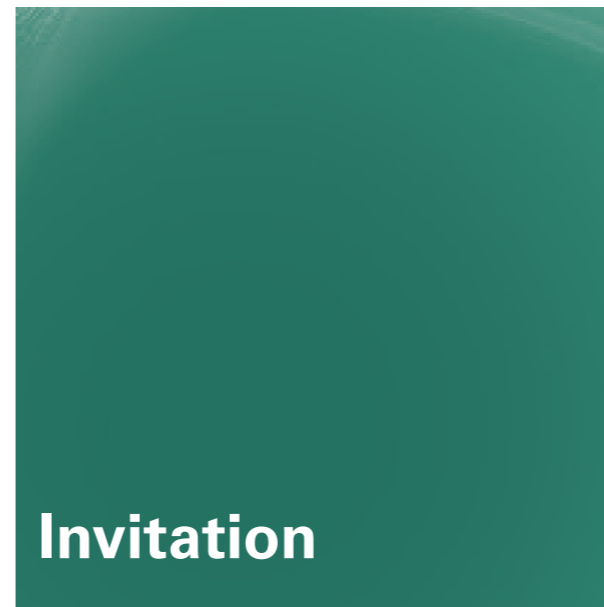
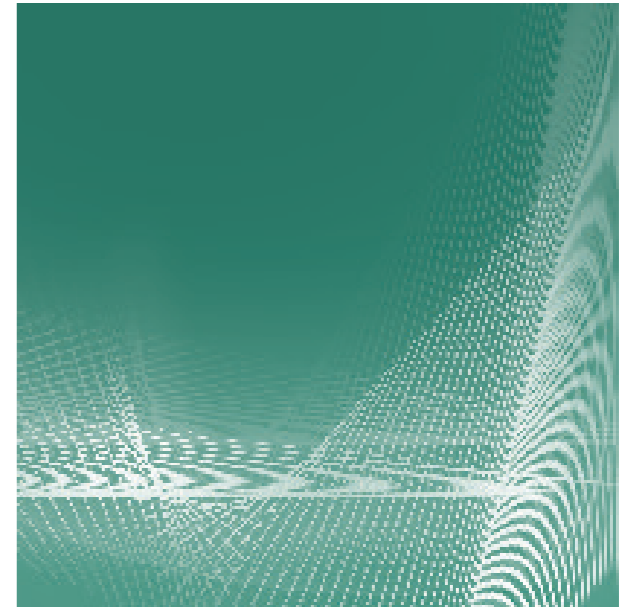


Directions to the Venue

Portland Forum am Herrenberg
Großer Festsaal
Festhallenstraße 1
69181 Leimen
Germany

Tel.: +49 (0) 6221 7390273
www.portland-forum.de
info@portland-forum.de



Invitation

to the 13th Annual General Meeting

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Dossenheimer Landstraße 100
69121 Heidelberg
Germany
Telephone: +49 6221 6425-0
Fax: +49 6221 6425-20
E-mail: investor.relations@snp-ag.com
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SNP | The Transformation Company



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SNP Schneider-Neureither & Partner AG

Heidelberg

- ISIN DE0007203705 -
- WKN 720370 -

Invitation to the 13th Annual General Meeting

We would like to invite the shareholders in our company to the **13th Annual General Meeting** in the Grand Hall of the Portland Forum am Herrenberg, Festhallenstraße 1, 69181 Leimen, Germany at **10:00 am CET on Thursday 16 May 2013** (doors open at 09:00 am CET).

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 2012 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://snp-ag.com/Investor-Relations/Annual-General-Meeting/2013>.

On 6 March 2013, 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 2012 financial year, amounting to EUR 897,134.40, as follows:

Distribution of a dividend of EUR 0.72 per no-par value share (ISIN DE0007203705) on 1,238,726 no-par value shares entitled to dividend	EUR 891,882.72
Profit carried forward	EUR 5,251.68
Retained earnings	EUR 897,134.40

The proposal for the appropriation of net earnings takes into account the 7,294 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. Should this occur, in the case of unchanged distribution of a dividend of EUR 0.72 per no-par value share entitled to dividend, a suitably amended proposal for the appropriation of net earnings shall be submitted to the Annual General Meeting.

The amendment will take place as follows. If the number of no-par value shares entitled to dividend (and thus the dividend amount) falls, the profit carried forward shall rise accordingly. If the number of no-par value shares entitled to dividend (and thus the dividend amount) increases, the profit carried forward shall decrease accordingly.

- 3. Resolution on the approval of the actions of the members of the Executive Board for the 2012 financial year**

The Supervisory Board and Executive Board propose to grant approval of the actions of the Executive Board for the 2012 financial year.

- 4. Resolution on the approval of the actions of the members of the Supervisory Board for the 2012 financial year**

The Executive Board and Supervisory Board propose to grant approval of the actions of the Supervisory Board for the 2012 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 2013 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 2013 financial year, should such a review be commissioned.

6. Amendments to Articles of Association

6.1

The German Federal Gazette has ceased publication in print and is now available only in electronic form. For this reason, the Federal Gazette no longer uses the prefix "electronic", as the distinction is now unnecessary. The Articles of Association are to be amended to reflect this change.

Consequently, the Executive Board and Supervisory Board propose to change the wording of section 10 (1) of the Articles of Association as follows:

"Section 10 Final provisions

(1) Announcements by the company shall be published exclusively in the German Federal Gazette."

6.2

In order that amendments to the Articles of Association that concern only the wording can be made quickly and flexibly, the Supervisory Board shall in future be authorised to resolve upon these amendments.

The Executive Board and Supervisory Board therefore propose to add a paragraph 21 to section 6 of the Articles of Association as follows:

"(21) The Supervisory Board shall be authorised to resolve upon amendments to the Articles of Association that concern only the wording thereof."

7. Resolution on an increase in the company's share capital by EUR 2,492,040.00 from the company's own funds via conversion of part of retained earnings amounting to EUR 2,492,040.00 against the issue of new shares and amendment of the Articles of Association

The Executive Board and Supervisory Board propose to make the following resolution:

According to the provisions of the German Stock Corporation Act on the increase of capital from the company's own funds (sections 207 et seq. AktG), the company's share capital of EUR 1,246,020.00 shall be increased by EUR 2,492,040.00 to EUR 3,738,060.00 via conversion of part of EUR 2,492,040.00 of the other retained earnings of EUR 6,414,822.52 disclosed in the annual

financial statements of SNP Schneider-Neureither & Partner AG as at 31 December 2012 under commercial law. The capital increase shall take place via the issue of 2,492,040 new no-par value bearer shares. The new shares shall have a pro-rata amount of the share capital of EUR 1.00. The new shares shall be distributed to shareholders at a ratio of 1:2 in respect of their shareholdings; in other words, each shareholder shall receive two new shares per old share. The new shares are entitled to a share in profits as of 1 January 2013. This resolution is based on the adopted annual financial statements of SNP Schneider-Neureither & Partner AG as at 31 December 2012, which were issued with an unqualified audit opinion by MOORE STEPHENS TREUHAND KURPFALZ GmbH, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Mannheim, on 6 March 2013. The Executive Board is authorised to define the details of the capital increase with the approval of the Supervisory Board.

To amend the company's Articles of Association to reflect the capital increase as per point 1, section 3 (1) of the Articles of Association (Share capital, shares) shall be reworded as follows with effect from the date of entry of the resolution on point 1 of this agenda item in the Commercial Register:

"Section 3 Share capital, shares

(1) The share capital of the company is EUR 3,738,060.00 (three million seven hundred and thirty-eight thousand and sixty euros) and is divided into 3,738,060 no-par value bearer shares."

8. Resolution on the election to the Supervisory Board

The Supervisory Board member Klaus Weinmann resigned his mandate effective 30 April 2013 and will leave the Supervisory Board on this date.

The Supervisory Board consists of three 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 Gerhard A. Burkhardt,
Chairman of the Executive Board of Familienheim Rhein-Neckar eG,
resident at Schriesheim-Altenbach,

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 Burkhardt does not have personal or business relationships with the company, the bodies of the company or a major shareholder of the company.

Information on memberships in other Supervisory Boards formed in accordance with law:

- casadomus AG, Ludwigsburg (Chairman)
- ESS EDV-Software-Service AG, Bad Essen
- GdW Revision Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft, Berlin
- GWE Gesellschaft für Wohnen im
Eigentum AG, Mannheim
- L-Bank, Staatsbank Baden-Württemberg, Karlsruhe

Memberships in comparable German and international supervisory committees of commercial enterprises:

- ASW südwest Assekuranz- und
Finanzierungsvermittlungsservice GmbH, Frankfurt
- AWI Akademie der Wohnungs- und
Immobilienwirtschaft GmbH, Stuttgart
- AWTS-Assekuranz-GmbH, Stuttgart
- AWTS-Assekuranz-GmbH, Stuttgart
- HABITAT Revisions- und
Treuhandgesellschaft mbH
Wirtschaftsprüfungsgesellschaft, Stuttgart

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 1,246,020.00 and is divided into 1,246,020 no-par value bearer shares, each of which grants one vote. Of these,

the company holds 7,294 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

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 do so. 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 25 April 2013 (i.e. 00:00, 25 April 2013) ("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 9 May 2013:

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 for 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 by 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 shareholders as per sections 122 (2), 126 (1), 127, 131 (1) AktG

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 249,204.00) 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 15

April 2013. 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
Attn. Investor Relations
Post office 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 2013 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 1 May 2013.

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 1 May 2013. 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 2013 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
Post office box 105080
69040 Heidelberg
Germany
Fax: +49 (0) 6221 6425-20
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 2013 section).

Information on the company's website (section 124a AktG)

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 2013 section).

Heidelberg, April 2013

The Executive Board