



**Invitation to the
Annual General Meeting
on April 18, 2013**

GEA Group Aktiengesellschaft,
Düsseldorf

ISIN: DE0006602006

WKN: 660200

Invitation to the Annual General Meeting

Dear Shareholders:

You are invited to attend the

Annual General Meeting of GEA Group Aktiengesellschaft

due to take place on Thursday, April 18, 2013, 10:00 hrs
(Central European Summer Time – CEST) at the Congress
Center Luise-Albertz-Halle, Düppelstraße 1,
46045 Oberhausen.

This is only a convenience translation into English from the original document in the German language which is solely binding for legal purposes.

I. Agenda

- 1. Presentation of the adopted Annual Financial Statements of GEA Group Aktiengesellschaft and of the approved Consolidated Financial Statements as at December 31, 2012, of the Group Management Report combined with the Management Report of GEA Group Aktiengesellschaft for the 2012 fiscal year including the Explanatory Report of the Executive Board on the information provided in accordance with § 289 Sect. 4 and Sect. 5, § 315 Sect. 2 No. 5 and Sect. 4 HGB (German Commercial Code) as well as the Report of the Supervisory Board for the 2012 fiscal year.**

On March 7, 2013, the Supervisory Board approved the Annual Financial Statements and the Consolidated Financial Statements prepared by the Executive Board; the Annual Financial Statements are adopted therewith pursuant to § 172 Sentence 1 AktG (German Stock Corporation Act). Hence, in accordance with statutory requirements, a resolution by the Annual General Meeting in connection with Agenda Item 1 is not required.

- 2. Appropriation of Net Earnings**

The Executive Board and the Supervisory Board propose that the net earnings of GEA Group Aktiengesellschaft for the 2012 fiscal year in the amount of EUR 109,048,228.08 be appropriated as follows:

Distribution of a dividend of EUR 0.55

per profit-participating no-par value share	=	EUR	105,872,511.80
Profit carried forward	=	EUR	3,175,716.28
Net earnings	=	EUR	109,048,228.08

The aforementioned amount relating to the aggregate dividend payment considers the 192,495,476 profit-participating no-par value shares existing at the date of convocation. To the extent that up to the day of the Annual General Meeting the number of participating shares should change, an appropriately adjusted motion will be submitted for resolution which will likewise provide for a dividend of EUR 0.55 per profit-participating no-par value share.

3. Ratification of the Acts of the Executive Board in the 2012 Fiscal Year

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board who were in office during the 2012 fiscal year be ratified for this period.

4. Ratification of the Acts of the Supervisory Board in the 2012 Fiscal Year

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board who were in office during the 2012 fiscal year be ratified for this period.

5. Election of the Auditor for the 2013 Fiscal Year

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed auditor of the annual accounts of the Company and of the Consolidated Group for the 2013 fiscal year.

II. Additional Information on the Convening of the Annual General Meeting

1. Documents and Publication on the Website

This convocation of the Annual General Meeting, the documents mentioned in Item 1 on the Agenda and further information in connection with the Annual General Meeting in accordance with § 124a AktG are accessible from the date of convening the Annual General Meeting via the website of the Company at <http://www.gea.com/en/investoren/hauptversammlung-2013.html>. The aforementioned documents will also be available at the Annual General Meeting.

2. Total Number of Shares and Voting Rights

On the day of convening the Annual General Meeting the nominal capital of the Company is divided into 192,495,476 no-par value shares. Each no-par value share represents one vote; the total number of voting rights therefore amounts to 192,495,476. At the time of convocation of the Annual General Meeting the Company does not hold treasury stock.

3. Attendance of the Annual General Meeting and Exercising of the Voting Right

Those shareholders shall have the right to attend and vote at the Annual General Meeting who announce their attendance prior to the date of the Annual General Meeting. The notice of attendance requires the text form and must be in German or English. Moreover, the shareholders have to furnish proof of their right to attend the Annual General Meeting. For this purpose it suffices to present evidence of the shareholding in text form issued by their deposit bank or financial service institution. The evidence text must be presented in German or English and must relate to the commencement of the 21st day before the Annual General Meeting, i.e. **March 28, 2013, 0:00 hrs (CET)** (so-called record date).

The notice of attendance and proof of entitlement must be submitted to the Company at least six days prior to the Annual General Meeting, excluding the day of the Annual General Meeting itself and the day of receipt of the notice. Hence the notice of attendance and proof of entitlement must be available to the Company **at the latest by April 11, 2013, 24:00 hrs (CEST)**, at the following address:

GEA Group Aktiengesellschaft
c/o Commerzbank AG
GS-MO 4.1.1 General Meetings
60261 Frankfurt am Main
Fax: +49 (0)69 136 26351
E-Mail: hv-eintrittskarten@commerzbank.com

In relation to the Company only those individuals shall be accepted as shareholders for attending the Meeting or exercising the voting right who have furnished evidence of their shareholding. The authorization to attend and the scope of voting right will be exclusively dependent on the share property of the shareholder at the record date. The record date does not imply a blocking of the disposability of the shareholding. Even in the event of complete or partial disposal of the shareholding after the record date, the shares held by the respective shareholder at the record date shall be exclusively decisive for attendance and for the scope of voting right; this means that any disposals of shares after the record date will not have an impact on the entitlement to attendance and the scope of the voting right. This provision shall apply analogously to acquisitions and purchases of shares after the record date. Those individuals who do not yet own

shares at the record date and only become shareholders afterwards shall not be entitled to attend and vote unless they are authorized in this respect or acquire an authorization for exercising a legal right.

After receipt of the notice of attendance and presentation of proof of their shareholding, admission tickets for the Annual General Meeting will be sent to the shareholders entitled to attend. The shareholders are requested to ensure that their notice of attendance and proof of their shareholding are sent in good time ahead to GEA Group Aktiengesellschaft at the aforementioned address in order to facilitate the organization of the Annual General Meeting.

4. Proxy Voting

The voting right may also be exercised through proxies, such as a bank, a shareholders' association, proxies appointed by the Company or any other third party. If a shareholder appoints more than one proxy, the Company may reject one or several of them. Even in the case of authorization of proxies, the notice of attendance and proof of shareholding must be submitted to the Company in due time in accordance with the regulations specified above.

The granting of authority, its revocation and the evidence of proxy authority towards the Company require the text form, unless a bank or an individual of equal right pursuant to § 135 Sects. 8 and 10 in conjunction with § 125 Sect. 5 AktG is authorized.

a) Proxy Voting by a Third Party

For appointing proxies, shareholders may use the authority slip on the admission ticket which they receive after registration of attendance. The use of the authority slip is not obligatory. The shareholders may also issue separate proof of authority in text form. In addition, for sending proof of proxy appointment the Company accepts electronic transmission by the shareholders via email to the Company (GEA-HV2013@computershare.de). Furthermore, proxy authority may be granted or revoked using the data printed on the admission ticket, via the electronic authorization and instruction system available from the day of convocation on the website of the Company at <http://www.gea.com/en/investoren/hauptversammlung-2013.html>.

When authorizing banks, institutions equivalent to banks as per §§ 135 Sect. 10, 125 Sect. 5 AktG or companies, shareholders' associations or individuals to whom pursuant to § 135 Sect. 8 AktG

the regulations of § 135 Sects. 1 through 7 AktG apply analogously, diverging regulations may be applicable which have to be requested from the respective authorizing party. Under the law, the powers of proxy have to be conferred in such cases on a defined proxy and must be recorded by such proxy in a verifiable form. Moreover, the statement of conferral of proxy powers must be complete and may only contain statements relating to the exercise of the voting right.

b) Proxy Voting by a Proxy Appointed by the Company

This year, too, we are offering our shareholders representation at the Annual General Meeting by proxies appointed by the Company. For this purpose, the proxy must be granted powers and given express and clear instructions for exercising the voting right on each relevant item on the Agenda. The proxies have the obligation to vote in accordance with the instructions given. To the extent that an express and clear instruction is missing, the proxies will abstain from voting on the respective voting item.

Powers and voting instructions to the proxies appointed by the Company may be passed using the authorization and instruction form provided for this purpose on the admission ticket. Proxy powers (with instructions) shall be sent **at the latest until April 17, 2013, 24:00 hrs (CEST)** (time of receipt is decisive), to the following address:

GEA Group Aktiengesellschaft
c/o Computershare Operations Center
80249 München
Fax: +49 (0)89 30903 74675
E-Mail: GEA-HV2013@computershare.de

Powers and voting instructions to the proxies using the data on the admission ticket may also be conferred or revoked via the electronic authorization and instruction system which will be available with effect from the date of convocation on the website of the Company at <http://www.gea.com/en/investoren/hauptversammlung-2013.html>. Proxy powers (with instructions) for the proxies appointed by the Company conferred via the electronic authorization and instruction system must have been received **at the latest by April 17, 2013, 18:00 hrs (CEST)**, otherwise they will not be considered.

Shareholders attending the Annual General Meeting personally may also be represented for voting by the proxies appointed by

the Company by conferring powers and instructions in text form at the exit checkpoint. Shareholders may make use of this option irrespective of whether or not they want to leave the Annual General Meeting afterwards or continue to attend.

5. Information about Shareholders' Rights under §§ 122 Sect. 2, 126 Sect. 1, 127, 131 Sect. 1 AktG

a) Addenda to the Agenda pursuant to § 122 Sect. 2 AktG

Those shareholders whose aggregate shares account for 5% of the nominal capital or a pro rata share of EUR 500,000 in the nominal capital may request that items be added to the Agenda and announced. Such a request has to be submitted to the Executive Board of the Company in writing at the following address:

GEA Group Aktiengesellschaft
Rechtsabteilung / Legal Department
Peter-Müller-Straße 12
40468 Düsseldorf

The request must be received by the Company at the latest 30 days before the Annual General Meeting. The day of receipt and the day of the Annual General Meeting will not be included in this period. The last valid date of receipt will therefore be **March 18, 2013, 24:00 hrs (CET)**. Any requests for addenda received after that time will not be considered.

Every request for adding an item to the Agenda must be accompanied by substantiation or a motion for resolution. Applicants must prove that they have been shareholders in respect of the required minimum share volume for not less than three months ahead of the date of the Annual General Meeting (cf. § 142 Sect. 2 Sentence 2 AktG in conjunction with § 122 Sect. 1 Sentence 3, Sect. 2 Sentence 1 AktG). Proof can be furnished in the form of a confirmation to this effect by the respective deposit bank.

Any addenda to the Agenda to be published – unless already announced on convening the Meeting – will be published without undue delay on receipt of the request in the Federal Gazette and transmitted to such media for publication of which it can be assumed that they will spread the information in the entire European Union. Furthermore, they will be made accessible and communicated to the shareholders at the website address <http://www.gea.com/en/investoren/hauptversammlung-2013.html>.

b) Motions and Proposals for Election pursuant to §§ 126 Sect. 1, 127 AktG

Shareholders may submit motions on the individual items on the Agenda (cf. § 126 AktG). This shall also apply to proposals of candidates for the election of Supervisory Board members or of accounts auditors (cf. § 127 AktG).

Subject to § 126 Sects. 2 and 3 AktG, shareholders' motions including the shareholder name, substantiation of the motion and a potential comment by the Administration shall be made accessible to those entitled as mentioned in § 125 Sects. 1 through 3 AktG (these are, among others, shareholders claiming it) in compliance with the requirements stated in that law, provided that the respective shareholder has sent to the Company a counter motion with substantiation on a proposal of the Executive Board and/or Supervisory Board concerning a certain item on the Agenda at the address stated below not later than 14 days prior to the Annual General Meeting. The day of receipt and the day of the Annual General Meeting are not included in this period. The latest possible date of receipt is therefore **April 3, 2013, 24:00 hrs (CEST)**.

Shareholders' proposals for election as per § 127 AktG need not be substantiated. Candidate proposals will only be made accessible if they include the name, occupation practiced and domicile of the candidate proposed and, in the case of election of Supervisory Board members, information about their membership of other legally constituted supervisory boards (cf. § 127 Sentence 3 in conjunction with § 124 Sect. 3 and § 125 Sect. 1 Sentence 5 AktG). In accordance with § 127 Sentence 1 AktG in conjunction with § 126 Sect. 2 AktG there are further causes for which, when applicable, proposals for election need not be made accessible via the internet. Otherwise the prerequisites and regulations governing the making accessible of motions shall apply *mutatis mutandis*.

Any motions (plus substantiation) or proposals for election submitted by shareholders in accordance with § 126 Sect. 1 and § 127 AktG shall be exclusively addressed to:

GEA Group Aktiengesellschaft
Rechtsabteilung / Legal Department
Peter-Müller-Straße 12
40468 Düsseldorf
Fax: +49 (0)211 9136 3 2013
E-Mail: hv2013@gea.com

Counter motions or election proposals sent to other addresses or submitted late will not be considered.

Any motions and proposals for election presented by shareholders (including shareholder's name and – in the case of motions – substantiation) to be made accessible as well as any comments by the Administration will be made accessible without undue delay on receipt on the Company's website at <http://www.gea.com/en/investoren/hauptversammlung-2013.html>.

The right of each shareholder to submit counter motions on the various items of the Agenda and proposals for election of Supervisory Board members or accounts auditors during the Annual General Meeting even without prior and timely transmission to the Company shall remain unaffected. We should point out that any counter motions and proposals for election transmitted to the Company timely in advance will only be considered at the Annual General Meeting if they are repeated at the Meeting.

c) Shareholders' Right to Obtain Information as per § 131 Sect. 1 AktG

At the Annual General Meeting any shareholder or shareholder representative may request information from the Executive Board about matters relating to the Company to the extent that such information is necessary for proper judgment of the significance of the respective items on the Agenda (cf. § 131 Sect. 1 AktG). The Executive Board may decide not to reply to certain questions for the reasons specified in § 131 Sect. 3 AktG.

The duty of information of the Executive Board also comprises the legal and business relations of the Company with related companies and the situation of the Group as well as the companies included in the consolidated financial statements.

The information must comply with the principles of rendering diligent and faithful account. In accordance with § 19 Sect. 3 of the Articles of Association of the Company the Chairman of the Annual General Meeting may reasonably restrict the time allowed for the shareholders to exercise their right to ask questions and to speak; in particular the Chairman has the right to set a reasonable timeframe at the beginning or in the course of the Annual General Meeting for the entire meeting, for individual items on the Agenda or for individual speakers.

d) Further Explanations

Further explanations concerning shareholder rights under § 122 Sect. 2, § 126 Sect. 1, § 127, § 131 Sect. 1 AktG are to be found on the Company's website at <http://www.gea.com/en/investoren/hauptversammlung-2013.html>.

Düsseldorf, March 2013

The Executive Board

GEA Group Aktiengesellschaft

Peter-Müller-Straße 12

40468 Düsseldorf

www.gea.com



We live our values.

Excellence • Passion • Integrity • Responsibility • GEA-versity

GEA Group is a global engineering company with multi-billion euro sales and operations in more than 50 countries. Founded in 1881, the company is one of the largest providers of innovative equipment and process technology. GEA Group is listed in the STOXX® Europe 600 Index.

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