



# Notice of Annual General Meeting

on April 20, 2016

## IFRS key figures of GEA

(EUR million)	2015	2014	Change in %
<b>Results of operations</b>			
Order intake	4,590.1	4,519.6	1.6
Revenue	4,599.3	4,515.7	1.9
Operating EBITDA <sup>1</sup>	621.0	590.7	5.1
as % of revenue	13.5	13.1	–
Operating EBIT <sup>1</sup>	538.8	513.5	4.9
as % of revenue	11.7	11.4	–
EBIT	309.4	439.9	–29.6
<b>Net assets</b>			
Working capital intensity in % (average of the last 12 months)	13.1	12.1	–
Net liquidity (+)/Net debt (-)	982.0	903.7	8.7
<b>Financial position</b>			
Operating cash flow driver margin <sup>2</sup>	10.3	10.1	–
ROCE in % (goodwill adjusted) <sup>3</sup>	14.6	22.6	–
Full-time equivalents (reporting date)	17,533	18,243	–3.9
<b>GEA Shares</b>			
Earnings per share (EUR)	1.88	1.66	12.9

1) Before effects of purchase price allocations and before non-recurring items  
(see Annual Report 2015, page 218 f.)

2) Cash flow driver = Operating EBITDA - Capital expenditure - Change in Working Capital  
(average of the last 12 months)

3) Capital employed excluding goodwill from the acquisition of the former GEA AG by  
former Metallgesellschaft AG in 1999 (average of the last 12 months)

GEA Group Aktiengesellschaft  
Düsseldorf

ISIN: DE0006602006

WKN: 660200

## Notice of Annual General Meeting

Dear Shareholders:

Notice is hereby given that the

### **Annual General Meeting of GEA Group Aktiengesellschaft**

will be held on Wednesday, April 20, 2016, 10:00 hours  
(Central European Summer Time – CEST) at the  
CCO - Congress Center Luise Albertz Oberhausen,  
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

- Presentation of the adopted annual financial statements of GEA Group Aktiengesellschaft and of the approved consolidated financial statements as of December 31, 2015, of the group management report combined with the management report of GEA Group Aktiengesellschaft for the fiscal year 2015 including the explanatory report of the Executive Board on the information provided in accordance with s. 289 para. 4 and s. 315 para. 4 HGB (German Commercial Code) as well as the report of the Supervisory Board for the fiscal year 2015.**

On March 3, 2016, the Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Board; the annual financial statements are hereby adopted pursuant to s. 172 sentence 1 AktG (German Stock Corporation Act). Hence, in accordance with statutory requirements, a resolution by the Annual General Meeting on 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 fiscal year 2015 in the amount of EUR 154,464,482.08 be appropriated as follows:

Distribution of a dividend of EUR 0.80

per profit-participating			
no par value share	=	EUR	153,996,380.80
profit carried forward	=	EUR	468,101.28
net earnings	=	EUR	154,464,482.08

The aforementioned amount relating to the aggregate dividend payment considers the 192,495,476 profit-participating no par value shares issued at the time notice of the Annual General Meeting was given. As of the date of this notice of Annual General Meeting, the Company does not hold any treasury stock. Should the number of profit-participating no par value shares have changed by the day the Annual General Meeting is held, an appropriately adjusted motion that will likewise provide for a dividend of EUR 0.80 per profit-participating no par value share will be submitted for resolution.

### **3. Ratification of the acts of the members of the Executive Board in the fiscal year 2015**

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board who were in office during the fiscal year 2015 be ratified for this period.

### **4. Ratification of the acts of the members of the Supervisory Board in the fiscal year 2015**

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board who were in office during the fiscal year 2015 be ratified for this period.

### **5. Election of the auditor for the fiscal year 2016**

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 the Group for the fiscal year 2016.

### **6. Elections to the Supervisory Board**

The term of office of all Supervisory Board members is due to expire at the close of the Annual General Meeting held on April 20, 2016. In accordance with s. 10 para. 1 of the Articles of Association, ss. 96 para. 1 and para. 2, 101 para. 1 AktG (German Stock Corporation Act) as well as s. 7 para. 1 sentence 1 no. 1, para. 2 no.1 MitbestG (Codetermination Act), the Supervisory Board is composed of six members elected by the shareholders as well as six members to be elected by the employees.

Since GEA Group Aktiengesellschaft is a listed company, the legal requirements governing compliance with the gender quota (Act on Equal Participation of Women and Men in Executive Positions in the Private and the Public Sector, dated April 24, 2015, BGBl. I (Federal Law Gazette I), p. 642) must be taken into account for the first time for the purpose of the forthcoming elections to the Supervisory Board. The minimum proportion of women and men that need to be represented on the Supervisory Board of GEA Group Aktiengesellschaft pursuant to s. 96 para. 2 sentence 1 AktG amounts to 30 percent, respectively. As neither the shareholder side nor the employee representative side has contradicted overall compliance with this quota towards the Chairman of the Supervisory Board in accordance with s. 96 para. 2 sentence 3 AktG, the minimum

gender quota to be met by the Supervisory Board will apply with respect to all twelve Supervisory Board members (overall compliance). Thus, the Supervisory Board members up for election that represent the shareholders and the employees must embrace at least four women and four men.

The following nominations are based on the recommendations submitted by the Nomination Committee of the Supervisory Board. These recommendations were made in line with the requirements of the German Corporate Governance Code while taking into account the targets for the composition of the Supervisory Board adopted by the latter in December 2015. A publication of these targets can be found in the corporate governance report which is included in the annual report 2015.

It is intended to carry out the elections to the Supervisory Board on an individual basis by conducting separate ballots.

The Supervisory Board proposes that the following individuals be elected as members of the Supervisory Board:

- a) Ahmad M.A. Bastaki  
resident of Safat, Kuwait  
Executive Director, Planning and Senior Management Support (including Office of the Managing Director),  
Kuwait Investment Authority, Kuwait

Membership in other statutory supervisory boards: None

Membership of comparable German or foreign supervisory bodies of business entities: None

- b) Prof. Dr. Ing. Werner J. Bauer  
resident of Lutry, Switzerland  
Chairman of the Supervisory Board  
of Nestlé Deutschland AG, Frankfurt am Main

Membership in other statutory supervisory boards:

- Nestlé Deutschland AG, Frankfurt am Main  
(Chairman of the Supervisory Board)
- Bertelsmann SE & CO. KGaA and  
Bertelsmann Management SE, Gütersloh

Membership of comparable German or foreign supervisory bodies of business entities:

- Lonza S.A., Switzerland  
(Member of the Board of Directors)
- Givaudan S.A., Switzerland (Member of the Board of Directors)

- c) Hartmut Eberlein  
resident of Gehrden  
Chairman of the Audit Committee of  
GEA Group Aktiengesellschaft, Düsseldorf

Membership in other statutory supervisory boards: None

Membership of comparable German or foreign supervisory bodies of business entities: None

- d) Dr. Helmut Perlet  
resident of Munich  
Chairman of the Supervisory Board of Allianz SE,  
Munich

Membership in other statutory supervisory boards:

- Allianz SE, Munich  
(Chairman of the Supervisory Board)
- Commerzbank AG, Frankfurt am Main

Membership of comparable German or foreign supervisory bodies of business entities: None

- e) Jean E. Spence  
resident of Wilmette/Illinois, USA  
Management Consultant, President,  
JES Consulting LLC, USA

Membership in other statutory supervisory boards: None

Membership of comparable German or foreign supervisory bodies of business entities: None

- f) Molly P. Zhang  
resident of Denver/Colorado, USA  
Vice President, Global Manufacturing, Initiation Systems  
and Packaged Emulsion, Orica Ltd, USA

Membership in other statutory supervisory boards: None

Membership of comparable German or foreign  
supervisory bodies of business entities: None

Unless the Annual General Meeting resolves otherwise, the members of the Supervisory Board will be appointed in accordance with s. 10 para. 2 of the Articles of Association for the period commencing at the close of the Annual General Meeting held on April 20, 2016, and ending at the close of the Annual General Meeting resolving on the ratification of their acts in relation to the fourth fiscal year following the start of their term of office. The fiscal year that marks the beginning of their tenure will not count towards this period.

Apart from the fact that the proposed candidates (with the exception of Ms. Zhang) are currently members of the Company's Supervisory Board, the Supervisory Board is of the opinion that none of the proposed candidates has any personal or business relations with the Company and its corporate bodies that would require disclosure pursuant to section 5.4.1 of the German Corporate Governance Code. The Company is not aware of any shareholders who have a material interest in the Company (i.e. shareholders who directly or indirectly hold an interest equivalent to more than 10% of voting shares of the Company) while being involved in such personal or business relations.

The resumés of the candidates will be available on the Company's website at

[http://www.gea.com/global/en/investor-relations/  
events-presentations/agm/index.jsp](http://www.gea.com/global/en/investor-relations/events-presentations/agm/index.jsp).

With view to section 5.4.3 of the German Corporate Governance Code it is noted that, provided that he will be elected to the Supervisory Board, Dr. Helmut Perlet will be proposed as candidate for the position of Chair of the Supervisory Board.



## II. Additional information on the convening of the Annual General Meeting

### 1. Documents and publication on the website

This notice of Annual General Meeting, the documents listed under agenda item 1 as well as further information, in particular relative to the Annual General Meeting required under s. 124a AktG (German Stock Corporation Act) will be accessible on the Company website at

<http://www.gea.com/global/en/investor-relations/events-presentations/agm/index.jsp>

from the date on which notice of the Annual General Meeting was given. The aforementioned documents will also be available during the Annual General Meeting.

The results of the votes cast will be published on the same website after the Annual General Meeting.

### 2. Total number of shares and voting rights

On the day notice of the Annual General Meeting was given, the nominal capital of the Company was divided into 192,495,476 no par value shares. Each no par value share represents one vote; thus, the total number of voting rights amounts to 192,495,476. At the time notice of the Annual General Meeting was given, the Company did not hold any treasury stock.

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

All shareholders that have registered to participate prior to the Annual General Meeting will be entitled to attend and exercise their voting rights at the Annual General Meeting. This registration must be made in text form in German or English language. Moreover, the shareholders have to furnish proof of their right to attend the Annual General Meeting. For this purpose it will suffice to present documentary evidence of share ownership issued in text form by the custodian bank or financial services institution. This documentary evidence must be presented in German or English and relate to the commencement of the 21st day before the Annual General Meeting, i.e. **March 30, 2016, 0:00 hours (i.e. at midnight CEST)** (so-called record date).

Registrations and credentials must be received by the Company no later than six days prior to the Annual General Meeting, excluding the day of the Annual General Meeting itself and the day of receipt of such documents. Hence, registrations and credentials must be received by the Company **no later than April 13, 2016, 24:00 hours (at midnight CEST)** at the following address:

GEA Group Aktiengesellschaft  
c/o Computershare Operations Center  
80249 München  
Fax: +49 (0)89 30903 74675  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Only those shareholders who have presented proof of share ownership are eligible to attend the Annual General Meeting and to exercise their voting rights as shareholders. Shareholders' eligibility to attend and the extent of their voting rights are exclusively based on the shares held by the respective shareholders on record date. This record date does not imply a ban on selling shareholdings in the Company. Even in the event of a disposal of all or part of the shareholding after record date, the eligibility to participate and the extent of the voting rights are exclusively subject to the shares held by the respective shareholder on record date, i.e. any disposal of shares after the record date will not affect the right to attend or the extent of the voting rights. This provision shall apply mutatis mutandis to acquisitions and purchases of shares after the record date. Individuals who do not yet own shares on the record date and become shareholders thereafter shall not be eligible to attend and exercise voting rights unless they have obtained proxy rights or an authorization to exercise legal rights.

Once the Company has received the shareholders' registrations and proof of share ownership, admission cards for participation in the Annual General Meeting will be sent out to eligible shareholders. Shareholders are requested to ensure that their registrations and proof of share ownership are sent to GEA Group Aktiengesellschaft at the aforementioned address in due time in order to facilitate the organization of the Annual General Meeting.

#### 4. Proxy voting

Voting rights may also be exercised by 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. In the event of proxy voting, shareholders' registrations and the proof of share ownership must also be submitted to the Company in due time in accordance with the regulations specified above.

Proxies may be appointed and proxy appointments may be revoked by delivering a notice to this effect to the Company or to the proxy. The appointment of a proxy, its revocation and the evidence of a proxy's authority vis-à-vis the Company must be made in text form.

When authorizing banks, institutions equivalent to banks or companies under ss. 135 para. 10, 125 para. 5 AktG, shareholders' associations or individuals to whom the regulations stipulated in s. 135 paras. 1 - 7 AktG apply mutatis mutandis under s. 135 para. 8 AktG, diverging regulations that have to be requested from the intended proxy may apply. According to the law, the powers of proxy have to be conferred on a specific proxy that must keep a verifiable record in such cases. Moreover, the proxy statement must be complete and may only contain statements relating to the exercise of the voting right.

##### a) Proxy voting of a third party

For appointing proxies, shareholders may use the proxy form on the admission card they receive after registration. The use of the proxy form is not compulsory. Shareholders may also issue separate proof of a proxy's authority in text form. For appointing proxies and revoking a proxy's authority vis-à-vis the Company and for the purpose of providing proof of a proxy's authority and/or its revocation, the Company offers the shareholders the possibility of sending the proxy notice, its revocation or proof of a proxy's authority in electronic form via email to the Company (GEA-HV2016@computershare.de). Furthermore, proxy authority may be granted or revoked using

the data printed on the admission card by making use of the electronic authorization and instruction system available on the Company's website at

<http://www.gea.com/global/en/investor-relations/events-presentations/agm/index.jsp>

from the day notice of the Annual General Meeting was given.

Proof of a proxy's authority may also be furnished by presenting the proxy's authorization at the check-in on the day of the Annual General Meeting. If a proxy's authorization is declared vis-à-vis the Company, no further proof is required.

**b) Authorization of proxy agents appointed by the Company**

As in previous years, we offer our shareholders the possibility of authorizing proxies appointed by the Company to represent them at the Annual General Meeting. For this purpose, proxies must be granted powers and given express and clear instructions for exercising the voting rights on each relevant item on the agenda. Such proxies have the obligation to vote in accordance with the instructions given. In the absence of express and clear instructions, the proxies will abstain from voting on the respective item.

Powers of proxy and voting instructions to the proxies appointed by the Company may be issued by using the authorization and instruction form provided on the admission card for this purpose. Proxy powers (including instructions) granted to the proxies appointed by the Company shall be sent to the following address **no later than April 19, 2016, 18:00 hours (CEST)** (relevant date is the time of receipt):

GEA Group Aktiengesellschaft  
c/o Computershare Operations Center  
80249 München  
Fax: +49 (0)89 30903 74675  
Email: GEA-HV2016@computershare.de

Using the data on the admission card, powers of proxy and voting instructions to the proxies may also be made available, conferred or revoked via the electronic authorization and instruction system which will be available on the website of the Company at

<http://www.gea.com/global/en/investor-relations/events-presentations/agm/index.jsp>

with effect from the date notice of the Annual General Meeting was given. Proxy powers (with instructions) for the proxies appointed by the Company that are conferred via the electronic authorization and instruction system must be received **no later than April 19, 2016, 18:00 hours (CEST)**, otherwise they cannot be considered.

Shareholders attending the Annual General Meeting in person may also arrange to be represented by the proxies appointed by the Company during votes by issuing powers of proxy and instructions in text form to these proxies at the exit gate. 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 ss. 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG**

**a) Addenda to the agenda pursuant to s. 122 para. 2 AktG**

Shareholders whose aggregate shares account for 5% of the nominal capital or a pro rata share of EUR 500,000 in nominal capital may request that items be added to the agenda and published. Such requests are to be sent in writing to the following address:

GEA Group Aktiengesellschaft  
z. Hd. des Vorstands (c/o Executive Board)  
Peter-Müller-Straße 12  
40468 Düsseldorf

The Company must receive this request no later than 30 days prior to 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 20, 2016, 24:00 hours (at midnight CET)**. Any requests for addenda received thereafter will not be considered.

Each request for adding an item to the agenda must be substantiated or be accompanied by a motion for resolution. Petitioners must prove that they have been shareholders in respect of the required minimum share volume for no less than three months prior to the date of the Annual General Meeting (cf. s. 142 para. 2 sentence 2 AktG in conjunction with s. 122 para. 1 sentence 3 (old version), para. 2 sentence 1 AktG in conjunction with s. 26h para. 4 sentence 2 EGAktG (Introductory Act to the German Stock Corporation Act). For the purpose of computing the period of share-ownership, s. 70 AktG specifying additional periods that may be considered as shareholding periods, as the case may be, must be taken into account. Proof furnished in the form of a confirmation to this effect by the respective custodian bank shall suffice.

Any addenda to the agenda that require publication – unless already announced in connection with the notice of Annual General Meeting – will be published without undue delay upon receipt of the request in the Federal

Gazette and forwarded for publication to such media that can be expected to publish the information throughout the entire European Union. Furthermore, they will be made accessible and communicated to the shareholders on the Internet at

<http://www.gea.com/global/en/investor-relations/events-presentations/aggm/index.jsp>.

**b) Motions and proposals for election pursuant to ss. 126 para. 1, 127 AktG**

Shareholders may submit motions on individual agenda items (cf. s. 126 AktG). This also applies to proposals for the election of Supervisory Board members or auditors (cf. s. 127 AktG).

Subject to s. 126 para. 2 and 3 AktG, shareholders' motions, including the shareholder's name, substantiation of the motion and a potential comment by the Administration, shall be made accessible to those entitled as specified in s. 125 para. 1 - 3 AktG (including, amongst others, shareholders who specifically make this request) in compliance with the requirements stipulated therein, provided that the respective shareholder has sent to the Company a countermotion with substantiation in relation to a proposal submitted by the Executive Board and/or the Supervisory Board under a certain agenda item no later than 14 days prior to the Annual General Meeting to the address stated below. The day of receipt and the day of the Annual General Meeting will not be included in this period. If the Company is to make countermotions accessible, the latest possible date of receipt will be **April 5, 2016, 24:00 hours (at midnight CEST)**.

Shareholders' proposals for election pursuant to s. 127 AktG need not be substantiated. Nominations will only be made accessible if they include the proposed nominee's name, current occupation and domicile address and, in the case of the election of Supervisory Board members, information about their membership in other statutory supervisory boards (cf. s. 127 sentence 3 in conjunction with s. 124 para. 3 and s. 125 para. 1 sentence 5 AktG). In

accordance with s. 127 sentence 1 AktG in conjunction with s. 126 para. 2 AktG there are further causes which do not require that proposals for election be made accessible. Otherwise the prerequisites and regulations governing the publication of motions shall apply mutatis mutandis.

Any motions (plus substantiation) or proposals for election submitted by shareholders in accordance with s. 126 para. 1 and s. 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 3333  
Email: Hauptversammlung@gea.com

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

Any motions and proposals for election presented by shareholders (including the shareholder's name and – in the case of motions – substantiation) that are to be made accessible as well as any comments by the Administration will be made accessible upon receipt on the Company's website at

[http://www.gea.com/global/en/investor-relations/  
events-presentations/agm/index.jsp](http://www.gea.com/global/en/investor-relations/events-presentations/agm/index.jsp)

without undue delay.

The right of each shareholder to submit countermotions regarding the various items on the agenda and proposals for election of Supervisory Board members or auditors during the Annual General Meeting, even without prior and timely submission to the Company, shall remain unaffected. Please note that any countermotions and proposals for election submitted to the Company in due time prior to the Annual General Meeting will only be considered at the Annual General Meeting if they are re-submitted on this occasion.



**c) Shareholders' right to obtain information pursuant to s. 131 para. 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 properly evaluating the respective agenda item (cf. s. 131 para. 1 AktG). The Executive Board may decide not to reply to certain questions for the reasons specified under s. 131 para. 3 AktG.

The Executive Board's duty to inform also comprises the legal and business relations of the Company with affiliated companies as well as the situation of the Group and the companies included in the consolidated financial statements.

The information must comply with the principles of diligent and faithful reporting. In accordance with s. 19 para. 3 of the Articles of Association of the Company, the Chairman of the Annual General Meeting may reasonably restrict the time allowed to shareholders for exercising 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 with respect to the entire meeting, individual items on the agenda or individual speakers.

**d) Further explanations**

Further explanations concerning shareholder rights under s. 122 para. 2, s. 126 para. 1, s. 127, s. 131 para. 1 AktG are available on the Company's website at

<http://www.gea.com/global/en/investor-relations/events-presentations/agm/index.jsp>.

## **6. Publication in the Federal Gazette**

Notice of the Annual General Meeting to be held on April 20, 2016, was given by publishing the above agenda in the Federal Gazette on March 10, 2016.

## **7. Venue and travel information**

Detailed information on how to get to the venue of the Annual General Meeting is provided on the Company's website at

<http://www.gea.com/global/en/investor-relations/events-presentations/agm/index.jsp>.

Shareholders who have registered to participate in the Annual General Meeting will receive an admission card that also serves as a ticket giving them free travel on all local public transport services provided by the Verkehrsverbund Rhein-Ruhr (VRR) on that day.

Düsseldorf, March 2016

The Executive Board

GEA Group Aktiengesellschaft

Peter-Müller-Straße 12

40468 Düsseldorf

[www.gea.com](http://www.gea.com)





## We live our values.

Excellence • Passion • Integrity • Responsibility • GEA-versity

GEA 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 is listed in the STOXX® Europe 600 Index.

GEA Group Aktiengesellschaft  
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