



INVITATION

to the Annual General Meeting of
MTU Aero Engines AG

Invitation to the Annual General Meeting of MTU Aero Engines AG

Munich

WKN A0D 9PT · ISIN DE000A0D9PT0

and

WKN A254VD · ISIN DE000A254VD3

We hereby invite the shareholders of our Company to attend the Annual General Meeting, which will be held on

Wednesday, August 5, 2020 at 10 a.m.

In view of current restrictions due to the COVID-19 pandemic, the Executive Board has decided to make use of the option offered by the German Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law (COVID-19 Act) to hold this year's Annual General Meeting as a virtual meeting without the physical presence of shareholders or their proxies. For the purposes of the German Stock Corporation Act (AktG), the place of the meeting is the Company's domicile at Dachauer Strasse 665, 80995 Munich, Germany.

The entire proceedings of the Annual General Meeting, starting at 10 a.m. on August 5, 2020, will be broadcast live to shareholders via a portal on the Company's website at www.mtu.de/hv. Other interested parties will be able to follow the Annual General Meeting up to the end of the speech delivered by the CEO, via the above-mentioned link. For information on how to participate in the virtual Annual General Meeting and exercise voting rights, please see Chapter II, "Further information concerning the convocation".

I. Agenda

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for the Company and the Group, and the report of the Supervisory Board including the explanatory report of the Executive Board on the statements pursuant to Sections 289a and 315a of the German Commercial Code (HGB), each for fiscal year 2019

The above-mentioned documents will be made available on the Company's website at www.mtu.de/hv as of the date on which the Annual General Meeting is convened.

According to the statutory requirements, no resolution is necessary in respect of this item of the agenda, because the Supervisory Board has already approved the annual financial statements and the consolidated financial statements.

2. Resolution on the appropriation of net profit

The changes in the operating environment resulting from the coronavirus health crisis threaten to severely impact the Company's future business performance and its revenue and earnings prospects. The Executive Board therefore resolved on March 17, 2020, to propose to the Annual General Meeting that the net profit for fiscal year 2019 should initially be carried forward to new account, in view of the global impact of the coronavirus health crisis. This proposal is to be reviewed jointly with the Supervisory Board on the basis of developments in the weeks following the resolution and their probable effect on business performance. If deemed appropriate, a modified proposal may be presented to the Annual General Meeting. This resolution was disclosed in the form of an ad-hoc release. In view of current developments in connection with the global COVID-19 pandemic and the as-yet unforeseeable economic consequences these might have for the Company, it is proposed that the net profit for fiscal year 2019 shall not be distributed to shareholders, except for the minimum dividend prescribed by Section 254 (1) of the German Stock Corporation Act (AktG), and instead be allocated to other retained earnings.

Under these circumstances, the Executive Board and Supervisory Board propose that the net profit generated by MTU Aero Engines AG in fiscal year 2019, amounting to Euro 179,692,709.80 be appropriated as follows:

Appropriation of net profit

Dividend payment of Euro 0.04 per share for non-par shares entitled to a dividend:	Euro	2,121,578.28
Allocation to other retained earnings:	Euro	177,571,131.52

Pursuant to Section 58 (4) sentence 2 of the German Stock Corporation Act (AktG), the entitlement shall fall due on the third business day following the resolution of the shareholders' meeting, namely on Monday, August 10, 2020.

Treasury shares held by the Company are not entitled to a dividend. The number of non-par shares entitled to a dividend may change prior to the date of the Annual General Meeting. In this case, an appropriately modified proposal for the appropriation of net profit will be presented to the Annual General Meeting which still allows a dividend of Euro 0.04 to be paid on each non-par share entitled to a dividend.

3. Resolution on the discharge of members of the Executive Board for fiscal year 2019

The Executive Board and Supervisory Board propose that discharge be granted to the members of the Executive Board for fiscal year 2019.

4. Resolution on the discharge of members of the Supervisory Board for fiscal year 2019

The Executive Board and Supervisory Board propose that discharge be granted to the members of the Supervisory Board for fiscal year 2019.

5. Resolution on the appointment of the auditor for fiscal year 2020

Following the recommendation of the Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed to audit the annual and consolidated financial statements for fiscal year 2020.

The Audit Committee has declared that its recommendation is free from undue influence by third parties as defined in Article 16 (2) subparagraph 3 of EU Regulation 537/2014, and that no restrictive clause within the meaning of Article 16 (6) of the aforementioned Regulation had been imposed regarding its choice.

6. Resolution on an amendment to the Articles of Association

Section 16 (3) of the Articles of Association makes provision for postal voting, but not for online participation in the Annual General Meeting. The Executive Board and Supervisory Board are of the opinion that it would be expedient to authorize the Executive Board to allow online participation in the Annual General Meeting.

Consequently, the Executive Board and Supervisory Board propose the addition of the following text as Section 16 (4) of the Articles of Association:

“(4) The Executive Board may choose to allow shareholders to participate in the Annual General Meeting and to exercise some or all of their voting and other rights by means of electronic media, without being physically present at the place of the meeting and without the physical presence of a proxy. The Executive Board is moreover authorized to specify the modalities of the procedure, which it will communicate at the time of convocation.”

II. Further information concerning the convocation

1. Total number of shares and voting rights

At the time of convening the 2020 Annual General Meeting, the Company's capital stock consisted of 53,095,488 registered non-par shares, each representing one vote. At the time of convocation, voting rights may be exercised in respect of 53,041,078 of these shares. No voting rights may be exercised in respect of the 54,410 treasury shares held by the Company.

2. Conditions for participating in the virtual Annual General Meeting and for exercising voting rights

The Executive Board has decided to apply Section 1 (2) of the COVID-19 Act and to hold this year's Annual General Meeting as a virtual meeting without the physical presence of shareholders or their proxies. The Supervisory Board has approved this decision. The Annual General Meeting will be held on the Company's business premises at Dachauer Strasse 665, 80995 Munich, Germany, where a notary public will be physically present to record the minutes of the meeting. The entire proceedings of the Annual General Meeting will be broadcast to shareholders in an audiovisual transmission via a portal on the Company's website at www.mtu.de/hv. Shareholders will have the opportunity to exercise their voting rights by means of electronic media. They may also delegate these rights to a proxy or choose to participate in a postal vote, either directly or through the intermediary of a proxy. Shareholders may also use electronic media to ask questions and to raise objections to resolutions of the Annual General Meeting.

In order to participate in the virtual Annual General Meeting and exercise their voting and other rights, shareholders must be listed in the Company's share register and their requests to register their shareholding must be received by the Company at the latest by midnight on Wednesday, July 29, 2020.

Shareholders who are listed in the share register can register their shareholding by writing (in German or English) to MTU Aero Engines AG at the following address:

MTU Aero Engines AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

or by sending a fax to the number
+49 (0)89 210 27 288

or by sending an email to

namensaktien@linkmarketservices.de

or by registering online at

www.mtu.de/hv

For online registration on the website above, you will require the personal access data that is provided with your shareholders' documentation. Shareholders who have asked for invitations to be sent to them by email will receive the access data for online registration as a link in a separate email sent to the email address provided. More detailed information on the registration procedure can be found in the shareholders' documentation sent to you and on the website mentioned above.

Professional agents and other persons specified in Section 135 of the German Stock Corporation Act (AktG) are not permitted to exercise voting rights for shares which they do not own and for which they are not listed in the share register as the holders, without the express authorization of the shareholder.

The shareholding listed in the share register on the date of the Annual General Meeting determines the entitlement to participate in the meeting and exercise voting rights. Please note that, for administrative reasons, no changes in share ownership will be recorded in the share register on the three working days preceding the date of the Annual General Meeting, nor on the date of the meeting itself, in other words from Saturday, August 1, 2020 (00:00 hours) up to and including Wednesday, August 5, 2020 (24:00 hours). Shares that have been registered for the purposes of the Annual General Meeting are not blocked. After registration, shareholders remain free to dispose of their shares as they wish, even during the above-mentioned period in which changes in share ownership are not immediately recorded.

3. Procedure for designating proxies

Shareholders listed in the share register may appoint a proxy, for instance a bank or an association of shareholders, to vote on their behalf. These proxies may only exercise voting rights at the Annual General Meeting by means of a postal vote or through the intermediary of a proxy appointed by the Company. The written form is required for the granting and revocation of the power of attorney and for proof of the proxy's authorization if such authorization is granted neither to a professional agent (e.g. a bank) nor to an association of shareholders or equivalent person or institution as defined in Section 135 (8) of the German Stock Corporation Act (AktG). Proof of the granted or revoked authorization can be submitted to the Company by the shareholder or proxy in written form by sending the appropriate documents to the postal address, email address, fax number or website specified in subsection 2 above.

For the authorization of professional agents (e.g. banks), associations of shareholders or equivalent persons or institutions as defined in Section 135 (8) AktG and for the revocation and proof of such authorization and revocation, the legal requirements, especially Section 135 AktG, shall apply. Please also consider, where necessary, the rules issued in that respect by the

professional agents (e.g. banks), associations of shareholders or other equivalent persons or institutions.

In all cases, it is imperative that the shareholder should be registered at the latest by midnight on Wednesday, July 29, 2020. Once registered, the shareholder has until the day before the Annual General Meeting, or more precisely until midnight on Tuesday, August 4, 2020, to grant powers of attorney and send the necessary proof **by post, fax or email** to one of the addresses specified above in subsection 2 for registration.

Alternatively, the Company's **AGM portal** at www.mtu.de/hv may be used to grant powers of attorney, in which case this may be done during the virtual Annual General Meeting on August 5, 2020, up to the time when the chair of the meeting announces the opening of the vote.

Further details, including forms for granting powers of attorney, will be included in the information to shareholders enclosed with the invitation to the Annual General Meeting.

To enable a proxy to use the AGM portal, the shareholder must forward to the proxy the portal access data enclosed with the invitation to the Annual General Meeting.

4. Procedure for voting by proxies appointed by the Company

Shareholders may choose to be represented by a Company-appointed proxy in order to exercise the voting rights. In this case, the shareholder must grant power of attorney to the proxy and provide written instructions on how they wish their voting rights to be exercised. These proxies are obligated to vote as instructed. Company-appointed proxies are not allowed to accept instructions to ask questions, table motions or raise objections at the meeting. Proxies such as banks, associations of shareholders and equivalent parties as defined in Section 135 AktG may also choose to grant power of attorney and issue instructions to a Company-appointed proxy.

In all cases, it is imperative that the shareholder should be registered at the latest by midnight on Wednesday, July 29, 2020. Once registered, the shareholder has until the day before the Annual General Meeting, or more precisely until midnight on Tuesday, August 4, 2020, to grant powers of attorney and issue or modify instructions for a Company-appointed proxy and send the necessary proof **by post, fax or email** to one of the addresses specified above in subsection 2 for registration.

Alternatively, the Company's **AGM portal** at www.mtu.de/hv may be used to grant powers of attorney, and to issue or modify instructions for a Company-appointed proxy, in which case this may be done during the virtual Annual General Meeting on August 5, 2020, up to the time when the chair of the meeting announces the opening of the vote.

Further details, including forms for granting powers of attorney and issuing instructions to proxies, will be included in the information to shareholders enclosed with the invitation to the Annual General Meeting.

5. Procedure for exercising voting rights by means of a postal vote

Shareholders listed in the share register have the further option of exercising their voting rights by means of a postal vote. This option is also available to proxies such as banks, associations of shareholders and equivalent parties as defined in Section 135 AktG.

In all cases, it is imperative that the shareholder should be registered at the latest by midnight on Wednesday, July 29, 2020. Once registered, the shareholder has until the day before the Annual General Meeting, or more precisely until midnight on Tuesday, August 4, 2020, to submit postal votes or to modify or withdraw previously submitted postal votes in written form **by post, fax or email** to one of the addresses specified above in subsection 2 for registration.

Alternatively, the Company's **AGM portal** at www.mtu.de/hv may be used to submit postal votes or to modify or withdraw previously submitted postal votes, in which case this may be done during the virtual Annual General Meeting on August 5, 2020, up to the time when the chair of the meeting announces the opening of the vote.

Further details, including forms for postal voting, will be included in the information to shareholders enclosed with the invitation to the Annual General Meeting.

6. Additions to the agenda, motions, nominations and requests for information by shareholders

a) Additions to the agenda requested by a minority pursuant to Section 122 (2) AktG

Shareholders whose shares together represent one twentieth of the capital stock or the proportionate amount of Euro 500,000 may call for items to be included in the agenda and published. Each new item must be accompanied by a reason or a draft resolution. Such requests must be received by the Company in writing at the postal address specified in item 6b) at the latest by midnight on Sunday, July 5, 2020. The parties filing the request shall provide evidence that they have been shareholders for at least 90 days prior to the day of receipt of the request and that they will hold the shares until a decision has been rendered by the Executive Board.

b) Shareholders' motions and nominations pursuant to Sections 126 (1) and 127 AktG

Pursuant to Section 126 et seq. AktG, the Executive Board will make shareholders' motions and nominations accessible only if they are received by the Company at the latest by midnight on Tuesday, July 21, 2020, and on the condition that the persons submitting the motions and nominations are listed as shareholders in the share register. Shareholders' motions and questions as defined in Section 126 (1) AktG and nominations as defined in Section 127 AktG will be accepted only if they are sent directly to the Company at one of the following addresses:

Postal address

MTU Aero Engines AG
Investor Relations
Dachauer Strasse 665
80995 Munich, Germany

or by sending a fax to the number
+49 (0)89 1489 95139

or by sending an email to
Hauptversammlung@mtu.de

Motions and nominations sent to any other address will not be taken into account. Shareholders' motions and nominations received in due time at the above addresses will be published without delay together with the name of the relevant shareholder, the reasons given, and any opinion expressed by management, on the Company's website at

www.mtu.de/hv

Motions and nominations submitted in the correct form and before the closing date, as specified in Sections 126 and 127 AktG, will be treated as if they had been presented at the Annual General Meeting, on condition that the shareholder in question has registered as a participant.

c) Option to submit questions via electronic media

Section 1 (2) of the German law to mitigate the consequences of the COVID-19 pandemic allows shareholders to submit questions via electronic media. As authorized in Section 1 (2) sentence 2 of the COVID-19 Act, the Executive Board has decided that such questions must be submitted at least two days prior to the Annual General Meeting. The Executive Board will give due consideration to each question and decide, at its own discretion, which of them to answer.

Shareholders and proxies who have registered to participate in the Annual General Meeting may submit questions to the Company via the AGM portal at www.mtu.de/hv. A questions button will be provided for this purpose in the AGM portal. Although the AGM portal is available in German and English language, questions will only be considered if submitted in German. Questions submitted this way will be accepted until midnight on Sunday, August 2, 2020, after which the questions button will be deactivated. It will not be possible to submit questions during the Annual General Meeting itself.

The name of the questioner will not be mentioned in the answer, unless this has been specifically requested.

7. Objections to resolutions during the virtual Annual General Meeting

Shareholders who have exercised their voting rights may use electronic media to raise objections to resolutions of the Annual General Meeting.

This facility is provided exclusively via the AGM portal at www.mtu.de/hv and will remain available from the opening of the Annual General Meeting up to its closure by the chair of the meeting.

8. Publications available on the Company's website

This invitation to the Annual General Meeting, the documents to be made available pursuant to Section 124a AktG, shareholders' motions, detailed explanations of the above-mentioned shareholders' rights, and other information are available on the Company's website at www.mtu.de/hv.

Further information about the virtual Annual General Meeting will also be posted on the website.

The voting results will be published in the same section of the website after the Annual General Meeting.

9. Notes regarding data privacy

When you register to attend the Annual General Meeting or issue a power of attorney, we record personal data about yourself and/or your proxy. We need to do this in order to allow you to exercise your rights in connection with the Annual General Meeting. We may also be required to publish your name under certain circumstances, for instance if you request the addition of an item to the agenda or wish to make a counterproposal or submit a nomination.

If you appoint a proxy to exercise your rights at the Annual General Meeting on your behalf, you must inform that person that we will record their personal data. The proxy's personal data will only be recorded insofar as it is needed in the context of voting and/or assigning powers of attorney during the Annual General Meeting, including verifying their authorization to exercise these rights, especially voting rights.

MTU Aero Engines AG bears the responsibility for processing your data in accordance with the terms of the EU General Data Protection Regulation (GDPR) and in compliance with all other statutory requirements. More information about data privacy is provided online at www.mtu.de/hv. We will gladly send you this information as hardcopy on request.

Munich, June 2020
MTU Aero Engines AG

The Executive Board



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