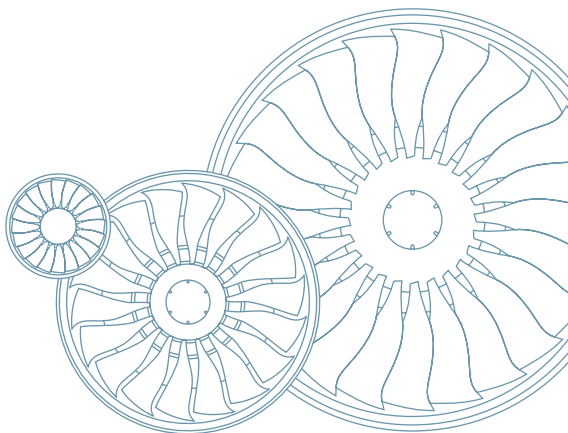




# 2012

Invitation to the Annual General Meeting  
of MTU Aero Engines Holding AG





# Invitation to the Annual General Meeting of MTU Aero Engines Holding AG

**Munich · Securities code no. WKN A0D 9PT  
ISIN DE000A0D9PT0**

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

**Thursday, 3 May 2012, at 10:00 a.m.**

in

**Dolce Munich Unterschleissheim  
Ballhausforum  
Andreas-Danzer-Weg 1, 85716 Unterschleissheim.**

The doors open at 9:00 a.m.

## I. Agenda

### **1. Presentation of the adopted annual financial statements and the management report for MTU Aero Engines Holding AG, the approved consolidated financial statements and group management report for the financial year 2011, the Supervisory Board Report and the Explanatory Report of the Management Board regarding the statements pursuant to Sec. 289(4) and (5) and Sec. 315(4) of the German Commercial Code**

These documents will be available on the Internet at the address [www.mtu.de/hv](http://www.mtu.de/hv) from the time the Annual General Meeting is convened onwards.

In accordance with the law, there will be no vote on this item of the agenda since the Supervisory Board has already approved the annual financial statements and the consolidated financial statements.

### **2. Resolution on the appropriation of net profit**

The Management Board and the Supervisory Board propose to appropriate MTU Aero Engines Holding AG's net profit for the financial year 2011, which amounts to EUR 61,182,604.65, as follows:

#### **Appropriation of net profit**

Payment of a dividend of EUR 1.20 on each share entitled to a dividend	Euro	60,759,222.00
Transfer to revenue reserves	Euro	423,382.65
Profit carried forward	Euro	0

The dividend will be distributed on 4 May 2012.

Own shares held by the Company are not entitled to a dividend. The number of shares entitled to a dividend may change by the time the Annual General Meeting is held. In this event, a suitably modified proposal for the appropriation of the profit will be submitted to the Annual General Meeting, which still provides for a dividend of EUR 1.20 per share.

### **3. Resolution to approve the actions of the members of the Management Board in the financial year 2011**

The Management Board and the Supervisory Board propose that approval for the actions of the members of the Management Board for the financial year 2011 be given.

### **4. Resolution to approve the actions of the members of the Supervisory Board in the financial year 2011**

The Management Board and the Supervisory Board propose that approval for the actions of the members of the Supervisory Board for the financial year 2011 be given.

### **5. Appointment of the auditor for the financial year 2012**

The Supervisory Board proposes that Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditors for the financial year 2012 and for the review of the half-year financial report 2012; this proposal is supported by the recommendation of the Audit Committee.

## II. Additional Information

### **1. Total Number of Shares and Voting Rights**

At the time of convening the 2012 Annual General Meeting, the Company's share capital is divided into 52,000,000 registered no par value shares with the same number of voting rights. Of these shares, only 50,632,685 shares are currently entitled to voting rights since the Company is not entitled to exercise the voting rights attached to the 1,367,315 own shares held by it.

### **2. Prerequisites for Attendance at the Annual General Meeting and for Exercising Voting Rights**

Only shareholders who are entered in the Company's share register on the day of the Annual General Meeting and who have registered their shares such that their registration has been received by the Company at the latest by the end of Thursday, 26 April 2012, are entitled to attend the Annual General Meeting and to vote.

Shareholders who are entered in the share register may register either in writing with MTU Aero Engines Holding AG at the following address

MTU Aero Engines Holding AG  
c/o HAUBROK CORPORATE EVENT GMBH  
Landshuter Allee 10  
80637 Munich  
Germany

or by sending a fax to the following number


+49 (0)89 210 27 288

or by e-mail to

[anmeldung@haubrok-ce.de](mailto:anmeldung@haubrok-ce.de)

or electronically at the Internet address

[www.mtu.de/hv](http://www.mtu.de/hv)



In order to register electronically, you will require the individual access code which you will receive with your shareholder documents. If you wish to attend the Annual General Meeting, please register your attendance as early as possible to facilitate the organization of the meeting. Further information on the registration procedure can be found on the registration form and on the above-mentioned Internet site.

Where a bank is registered as the owner of a share in the share register, but does not own the share, it may only exercise the voting right for such share if it has been authorized to do so.

The shareholding registered in the share register on the day of the Annual General Meeting is decisive for exercising the rights to vote and to participate. Please note that for administrative reasons no transfer entries are made in the share register within the last three workdays prior to the meeting and on the date of the Annual General Meeting (each day inclusively). The shares are not blocked by a registration to the Annual General Meeting. Thus the shareholders can dispose on their shares also upon registration to the Annual General Meeting and unaffected by the stop of transfer entries mentioned hereinabove.

### **3. Procedure for Voting by Proxy; Voting Right Proxies of the Company**

#### **a) Authorization of a third party**

Shareholders who are registered in the share register, but do not attend the Annual General Meeting in person may appoint a proxy, such as a bank or a shareholders' association, to vote on their behalf. Also in this case the shareholder or the proxy have to ensure that they are registered in time. Grants and revocations of proxies, as well as proof of proxy authorization, must be effected in text form unless a bank, a shareholders' association or any other person described in Sec. 135 of the Stock Corporation Act requires some other form for its authorization. If you wish to authorize a bank, a shareholders' association or any other person described in Sec. 135 of the Stock Corporation Act, it would be advisable to agree on the format of the authorization.

#### **b) Authorization of a voting right proxy of the Company**

Furthermore, we also offer you the option of having a company employee vote in accordance with your instructions as your proxy. You must issue your proxy with a power of attorney and give him or her instructions on how to exercise your voting right. Voting right proxies are obliged to vote as instructed. The issue of powers of attorney and voting instructions to the voting right proxies named by the Company, their revocation and proof of authorization may be effected in text form prior to the Annual General Meeting up until the end of Wednesday, 2 May 2012. Shareholders may also use the Company's power of attorney and instruction system, which is available online at [www.mtu.de/hv](http://www.mtu.de/hv). We wish to point out that the authorization of voting right proxies of the Company is only possible for shareholders who have registered attendance at the Annual General Meeting by no later than the end of Thursday, 26 April 2012.

The proof of proxy authorization or any revocation of proxy authorization to the Company in writing or via electronic media by shareholders or their proxies can be (i) communicated to one of the addresses specified



in section 2 above, or (ii) furnished on the day of the Annual Meeting at the entrance or exit desks.

Please note that the voting right proxies will not accept requests to speak or to ask questions or bring forward motions, and they will not support procedural motions or unannounced motions by shareholders.

We will provide our shareholders with further details, as well as forms for granting proxies and issuing instructions, together with the invitation to the Annual General Meeting.

#### **4. Exercise of Voting Rights by Postal Vote**

Shareholders who are registered in the share register but who do not attend the Annual General Meeting personally may cast a postal vote. Banks authorized to act as proxies, shareholders' associations and other persons with equivalent status to these under Sec. 135 of the Stock Corporation Act may also cast postal votes.

Only shareholders, who have registered in due time by no later than the end of Thursday, 26 April 2012 in accordance with no. 2 and are registered in the share register on the day of the Annual General Meeting, may cast a postal vote (see "Prerequisites for Attendance at the Annual General Meeting and for Exercising Voting Rights").

Shareholders who have registered in due time for the Annual General Meeting may cast the postal votes, or alter or revoke their vote up to the expiry of Wednesday, 2 May 2012, (relevant is receipt by the company). They may do this in writing or electronically via the internet using one of the addresses mentioned in no. 2 above.

Votes casted in this way will become invalid if the shareholder attends the Annual General Meeting personally or is represented there by a proxy.

Please note it will not be possible to cast a postal vote on a countermotion which is first tabled at the Annual General Meeting or make nominations. Similarly, it will not be possible to make requests to speak, ask questions or submit motions using a postal vote.

We will send our shareholders further information and forms for postal voting together with the invitation to the Annual General Meeting.

### **5. Additions to the Agenda, Motions, Nominations and Requests for Information by Shareholders**

a) Additions to the agenda requested by a minority pursuant to Sec. 122(2) of the Stock Corporation Act  
Shareholders whose shares together total 5% of the share capital or the amount of EUR 500,000 may call for items to be added to the agenda and publicized. Each new item must be accompanied by a reason or a draft resolution. The request must be received by the Company in writing at the postal address stated in no. 5 b) by the end of Monday, 2 April 2012.

Shareholders requesting additions to the agenda must show proof pursuant to Sec. 122(2) and (1) in conjunction with Sec. 142(2) sentence 2 of the Stock Corporation Act that they have held the necessary number of shares since at least 3 February 2012, 0:00 hours.

b) Shareholders' Motions and Nominations pursuant to Secs. 126(1) and 127 of the Stock Corporation Act

The Management Board will only make shareholder motions and nominations, if any, accessible pursuant to Sec. 126 et seqq. of the Stock Corporation Act if the Company receives same until the end of Wednesday, 18 April 2012, and if the persons proposing the motions are registered in the share register as shareholders of the Company. Motions and queries by shareholders within the meaning of Sec. 126(1) of the Stock Corporation Act, and nominations within the meaning of Sec. 127 of the Stock Corporation Act, are to be sent exclusively to the following Company addresses:

By letter

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

or by fax

+49 (0)89 1489 - 95139

or by e-mail to

hv2012@mtu.de

Motions and nominations addressed otherwise will not be taken into account. The Company will publish motions and nominations by shareholders which are received in due time at the above address together with the name of the relevant shareholder, the reasons given and any opinion of the management expressed thereon, at the following Internet address:

[www.mtu.de/hv](http://www.mtu.de/hv)

c) Shareholder's Right to Information pursuant to Sec. 131(1) of the Stock Corporation Act

The Management Board is obliged to provide information about Company matters, including legal and business relationships with affiliated companies as well as the situation of the Group and companies included in its consolidated financial statements, to any shareholder at his request during the Annual General Meeting insofar as this is necessary for the proper appraisal of an agenda item.

## **6. Publication on the Company's Website**

This invitation to the Annual General Meeting, the documents to be made available pursuant to Sec. 124a of the Stock Corporation Act, shareholder motions and detailed explanations of the above-mentioned rights of shareholders are available at the Company's website at [www.mtu.de/hv](http://www.mtu.de/hv).

The voting results will be publicized on the same website after the Annual General Meeting.

Munich, March 2012

MTU Aero Engines Holding AG

The Management Board

## How to find us

Dolce Munich Unterschleißheim  
Andreas-Danzer-Weg 1  
85716 Munich-Unterschleißheim  
Tel. +49 (0)89 370 530 0  
Fax +49 (0)89 370 530 911

Parking is available at the house



## By car

**Coming from Munich Airport** Follow signs in direction of Munich and go onto the motorway (Autobahn) A92. Exit A92 at Unterschleissheim, Haimhausen and turn left to Unterschleissheim. On the cross road turn right into Landshuter Strasse and follow the road for approximately 2 km before turning right to Andreas-Danzer-Weg 1.

**Coming from Munich City Centre** Follow Leopoldstrasse and drive forward to Ingolstädter Strasse when you have left Munich, follow B13. Leave B13 at the third exit for Unterschleissheim and turn left into Landshuter Strasse (St 2342). Enter Unterschleissheim and follow the road for approximately 2 km before turning right to Andreas-Danzer-Weg 1.

**Coming from Nürnberg** Follow the motorway A9 to München. At the motorway interchange (4) Neufahrn/68, change onto the A92 in direction of Stuttgart for 4km. Leave A92 in direction of Unterschleissheim and turn left to Unterschleissheim. Follow the street for approximately 150 Meters, on the cross road turn right into Landshuter Strasse and follow the road for approximately 2 km before turning right to Andreas-Danzer-Weg 1.

**Coming from Stuttgart** Follow the motorway A8. At the motorway interchange (79) Dreieck München-Eschenried change from A8 onto the A99 to Salzburg for 11.5 km. At the motorway interchange (11) Dreieck München-Feldmoching/1 change from A99 onto the A92 to Deggendorf for 10.07 km. Leave A92 to Unterschleissheim and join Landshuter Strasse. Follow the Landshuter Strasse (St2342) for approximately 2 km before turning right to Andreas-Danzer-Weg 1.

## Public Transportation

**From Munich's central station** Take rapid transit S1 headed for Freising/Flughafen (Airport) to Unterschleissheim.

**From Munich Airport** Take rapid transit S1 headed for Ostbahnhof to Unterschleissheim. An MTU shuttle bus will operate regularly between Unterschleissheim station and the venue starting at 8:30 a.m. to the end of the Annual General Meeting.

Stop at the rapid transit station: Vis-a-vis to Pegasusstrasse 20

Stop at the venue: at the entrance of BallhausForum.





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