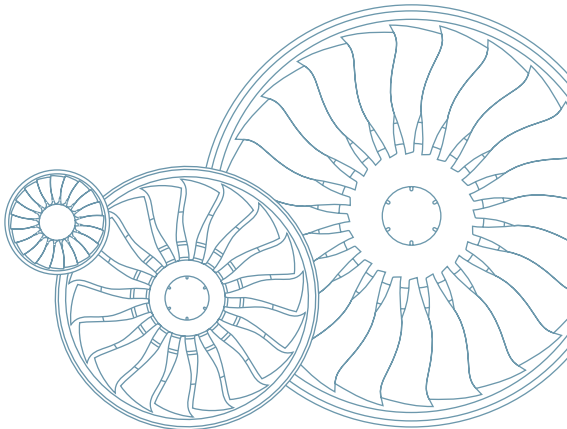





MTU Aero Engines Holding AG
Dachauer Straße 665
80995 Munich • Germany
Tel. +49 89 1489-0
Fax +49 89 1489-5500
www.mtu.de



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





Convenience translation. The German version of this document is authoritative.

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

Munich · WKN A0D 9PT · ISIN DE000A0D9PT0

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

Friday, May 3, 2013, at 10:00 a.m.

at

**The Westin Grand Munich
Entrance Ballsaal Foyer
Arabellastrasse 6, 81925 Munich**

Doors open at 9:00 a.m.

I. Agenda

1. Presentation of the adopted annual financial statements and management report of MTU Aero Engines Holding AG and the approved consolidated financial statements and group management report for the financial year 2012, the report of the Supervisory Board, and the explanatory report of the Board of Management regarding the statements according to Sections 289(4), 289(5), and 315(4) of the German Commercial Code (HGB).

The documents cited above will be available for inspection on the company's website (at www.mtu.de/hv) as of the date on which the Annual General Meeting is convened.

In accordance with the legal provisions, no resolutions will be required with respect to 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 Board of Management and the Supervisory Board propose to appropriate the net profit generated by MTU Aero Engines Holding AG in the financial year 2012, amounting to € 69,280,514.22 euros, as follows:

Appropriation of net profit

1. Payment of a dividend of € 1.35 on each share of common stock entitled to receive a dividend	Euro	68,498,770.50
2. Transfer to revenue reserves	Euro	781,743.72
3. Amount carried forward	Euro	0

The dividend will be paid on May 6, 2013.

Treasury shares held by the company are not entitled to a dividend. It is possible that the number of outstanding common shares might change before 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 € 1.35 to be paid on each outstanding common share.

3. Resolution on the discharge of the members of the Board of Management for the financial year 2012

The Board of Management and Supervisory Board propose that discharge be granted to the members of the Board of Management for the financial year 2012.

4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2012

The Board of Management and Supervisory Board propose that discharge be granted to the members of the Supervisory Board for the financial year 2012.

5. Appointment of the auditor for the financial year 2013

Following the recommendations of the Audit Committee, the Supervisory Board proposes that the accounting firm Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed to audit the annual financial statements and consolidated financial statements for the financial year 2013 and to review the half-year interim report for the financial year 2013.

6. Resolution to amend Sections 12(1), 12(3) and 12(5) of the articles of association (Compensation of members of the Supervisory Board)

The compensation awarded to members of the Supervisory Board has not changed since the initial public offering in 2005. Therefore, the Supervisory Board has called on the services of an external compensation expert to evaluate the appropriateness of the compensation offered to members of the Supervisory Board and to propose ways in which this compensation might be modified. The parties concerned discussed the results of the evaluations and the proposed suggestions in detail. The changes approved by the Board of Management and the Supervisory Board relate to an increase in the fixed compensation and the compensation for members and chairmen of committees as well as the establishment of fees payable for participation in telephone and video conferences.

To reflect these changes, the Board of Management and Supervisory Board propose the following amendments to Section 12, paragraphs 1, 3 and 5 of the articles of association:

Sections 12(1), 12(3) and 12(5) shall be reworded as follows:

„(1) Members of the Supervisory Board shall receive a fixed annual compensation payable after the end of the financial year amounting to € 50,000.00 (in words: fifty thousand euros).

(3) In addition to the compensation stated in paragraph 1, members of the Supervisory Board who belong to a committee shall receive an additional € 10,000.00 (in words: ten thousand euros) and if they chair the committee an additional € 20,000.00 (in words: twenty thousand euros). This shall not

apply to membership in the committee set up to perform the task named in Section 31(3) of the German Codetermination Act of 1976, for which no additional compensation is paid.

(5) In addition to their fixed annual compensation, members of the Supervisory Board shall receive an attendance fee of € 3,000.00 (in words: three thousand euros) for each meeting of the Supervisory Board or of a committee to which they belong, subject to an upper limit of € 3,000.00 (in words: three thousand euros) per calendar day. If the provisions of Section 11 paragraph 6 have been invoked by the chairman or deputy chair of the Supervisory Board, and a meeting is held via modern telecommunications channels (telephone or video conference), participants shall receive one half of the attendance fee stated above.”

7. Resolution to amend Sections 1(1) (Company name) and 2 (Object of the Company) of the articles of association

Mid of March, 2013 the merger of the Company's wholly owned subsidiary MTU Aero Engines GmbH into MTU Aero Engines Holding AG was notarially certified. On the date of entry of the merger in the commercial register, all assets including liabilities of MTU Aero Engines GmbH are transferred to MTU Aero Engines Holding AG, necessitating a corresponding amendment to the articles of association of MTU Aero Engines Holding AG.

The Board of Management and the Supervisory Board therefore propose the following changes to the wording of Sections 1(1) and 2 of the articles of association:

a) Revised wording of Section 1(1):

*“(1) The company operates under the name of:
MTU Aero Engines AG“*

b) Revised wording of Section 2:

“Section 2 Object of the Company

(1) The object of the company is

(a) the development, production, maintenance, repair and sale of gas turbines and their control and monitoring systems, including their accessories and spare parts for aircraft and for stationary uses,

(b) the development, production, acquisition and sale of other industrial products and

(c) the provision of services related to the development, production, maintenance, repair and sale of the abovementioned products.

(2) The company may conduct any business and take any suitable action that directly or indirectly serves the object of the company. In this context the company may set up, take over and participate in other enterprises. The company may set up branches at home or abroad under the same or a different company name.“

The Board of Management is instructed to apply for inclusion of these amendments to the articles of association in the commercial register after the date on which the merger becomes effective.

8. Election of members of the Supervisory Board

The term of office of five members of the Supervisory Board, elected by the Annual General Meeting as shareholder representatives, expires at the close of this year's Annual General Meeting on May 3, 2013.

The members in question are:

- Prof. Dr. Wilhelm Bender
- Klaus Eberhardt
- Dr. Jürgen M. Geißinger
- Udo Stark
- Prof. Dr. Klaus Steffens

An election must therefore be held to appoint five new shareholder representatives. The term of office of the sixth shareholder representative, Dr. Joachim Rauhut, who fulfills the requirements of a Financial Expert in accordance with Articles 100 (5) and 107 (4) of the German Stock Corporation Act (AktG), expires at the close of the next Annual General Meeting in 2014.

In accordance with the requirements of Sections 96(1), option 1, and 101(1) of the German Stock Corporation Act (AktG), Sections 1(1), 6(1), 6(2) and 7(1), sub-section 1, no. 1 of the German Codetermination Act (MitbestG), and Article 7(1) of the company's articles of association, the MTU Supervisory Board comprises six shareholder representatives and six employee representatives. The Annual General Meeting is not obliged to vote in accordance with the proposed nominations.

Following the recommendations of the Nomination Committee, and bearing in mind the company's diversity goals, the Supervisory Board, as shareholder representatives, proposes the following candidates for election to the Supervisory Board. Their election is for a term of office that will expire after the Annual General Meeting entrusted with granting discharge to the members of the Supervisory Board for the financial year 2017:

a) Prof. Dr. Wilhelm Bender, Frankfurt/Main, former CEO of Fraport AG, Frankfurt/Main

Prof. Dr. Bender holds seats on the supervisory boards of the following companies:

- Bombardier Transportation GmbH
- Bombardier Transportation (Bahntechnologie) Holding Germany GmbH
- Eintracht Frankfurt Fußball AG
- Lufthansa Cargo AG
- MTU Aero Engines GmbH (group company)

Prof. Dr. Bender also holds seats on comparable supervisory bodies of the following foreign or domestic commercial companies:

- The New Germany Fund Inc. (USA)

b) Klaus Eberhardt, Lindau, former CEO of Rheinmetall AG, Düsseldorf

Klaus Eberhardt holds seats on the supervisory boards of the following companies:

- Dürr AG
- KSPG AG (formerly Kolbenschmidt Pierburg AG) (chairman)
- MTU Aero Engines GmbH (group company/ chairman)

Klaus Eberhardt also holds seats on comparable supervisory bodies of the following foreign or domestic commercial companies:

- Familienstiftungen Dietrich und Eckart Wälzholz

c) Dr. Jürgen M. Geißinger, Herzogenaurach, CEO of Schaeffler AG, Herzogenaurach

Herr Dr. Geißinger holds seats on the supervisory boards of the following companies:

- Continental AG
- MTU Aero Engines GmbH (group company)

Dr. Geißinger also holds seats on comparable supervisory bodies of the following foreign or domestic commercial companies:

- Sandvik AG, Sweden

d) Prof. Dr. Klaus Steffens, Bernried, former president and CEO of MTU Aero Engines GmbH, Munich

Prof. Dr. Steffens holds seats on the supervisory boards of the following companies:

- CompuGroup Medical AG
- MTU Aero Engines GmbH (group company)
- Tyczka Energie GmbH & Co. KGaA

Prof. Dr. Steffens also holds seats on comparable supervisory bodies of the following foreign or domestic commercial companies:

- Poppe & Potthoff GmbH

e) Prof. Dr. Marion A. Weissenberger-Eibl, Karlsruhe, Head of the Fraunhofer Institute for Systems and Innovation Research in Karlsruhe and Chair of Innovation Management at the Karlsruhe Institute of Technology

Prof. Dr. Marion A. Weissenberger-Eibl holds a seat on the supervisory board of the following company:

- HeidelbergCement AG

Prof. Dr. Marion A. Weissenberger-Eibl also holds seats on comparable supervisory bodies of the following foreign or domestic commercial companies:

- Deutsche Akademie der Technikwissenschaften (acatech)

The candidates will be elected on an individual basis, as specified in Section 5.4.3 sent. 1 of the German Corporate Governance Code.

In compliance with the disclosure requirements of Section 5.4.1 (4) of the German Corporate Governance Code, the Supervisory Board declares that, to the best of its knowledge, none of the presented candidates has personal or business relations with the enterprise, the executive bodies of the company, or with shareholders holding a material interest in the company. As a former president and CEO of MTU Aero Engines GmbH, Prof. Dr. Klaus Steffens receives contractually agreed retirement benefits.

The current members of the Supervisory Board propose Klaus Eberhardt as their chosen candidate for the chairmanship of the new Supervisory Board, on condition that he is elected as a member of the Supervisory Board (Section 5.4.3 sent. 3 of the German Corporate Governance Code).

II. Additional Information

1. Total number of shares and voting rights

At the time of convening the 2013 Annual General Meeting, the company's capital stock consisted of 52,000,000 registered no-par-value shares, each representing one vote. Voting rights may currently be exercised in respect of 50,739,830 of these shares. No voting rights may be exercised in respect of the 1,260,170 treasury shares held by the company.

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

In order to participate in the Annual General Meeting and exercise their voting 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 the end of Friday, April 26, 2013.

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

MTU Aero Engines Holding AG
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 München
Germany

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

or by sending an email to
anmeldung@haubrok-ce.de

or by completing the online registration form at
www.mtu.de/hv

For online registration, you will require the personal access code that is provided with your shareholders' documentation. If you intend to participate in the Annual General Meeting, please register as early as possible to facilitate the organization of the meeting. More detailed information on the registration procedure can be found in the shareholders' documentation that will be sent to you by post or at the above-mentioned Internet address.

Banks, associations of shareholders, and other third parties as defined in Section 135 of the German Stock Corporation Act (AktG) are not permitted to exercise voting rights attached to shares which they do not own and for which they are not listed in the share register as the owners 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 last three working days preceding the date of the Annual General Meeting, nor on the date of the meeting itself, meaning April 29, 2013 (00:00 hours) to May 3, 2013 (24:00 hours) inclusive. 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 voting by proxy; proxies appointed by the company


a) Authorization of a third party

Shareholders listed in the share register may appoint a proxy, for instance a bank or an association of shareholders, to vote on their behalf. The deadline for registration of the shares, by the shareholder or the proxy, must also be respected in this case. The written form is required for the granting and revocation of the power of attorney, and for proof of the proxy's authorization, except in such cases where a bank, an association of shareholders, or other third party as defined in Section 135 of the German Stock Corporation Act (AktG) requires some other form of authorization. If you wish to appoint a bank, an association of shareholders, or other third party as defined in Section 135 of the German Stock Corporation Act (AktG) to act as your proxy, you are therefore advised to ascertain what form of authorization they require.

Proof of the granted or revoked authorization can be submitted to the company by the shareholder or proxy either (i) by sending the appropriate documents to the postal address, email address or fax number specified in item II.2 above or (ii) by presenting these documents at the reception desk on the day of the Annual General Meeting. No documentation is required to revoke a previously granted power of attorney if the shareholder attends the Annual General Meeting in person.

b) Authorization of proxies appointed by the company

Alternatively, we offer you the option of being represented at the Annual General Meeting by an employee of the company, charged with voting on your behalf in



accordance with your instructions. In this case, you must grant power of attorney to the proxy and provide instructions on how you wish your voting rights to be exercised. These proxies are obligated to vote as instructed.

Documentary evidence of the powers of attorney and voting instructions issued to proxies appointed by the company, the revocation of the same, and proof of the proxy's authorization can be submitted to the company up to the end of Thursday, May 2, 2013, the day before the Annual General Meeting. Online assistance with the formulation of powers of attorney and voting instructions is available to shareholders at www.mtu.de/hv. Please note that the option of granting power of attorney to proxies appointed by the company and acting under your instructions is only available to shareholders who register their shareholding for the purposes of the Annual General Meeting no later than the end of Friday, April 26, 2013. No documentation is required to revoke a previously granted power of attorney or annul the instructions issued to the proxy if the shareholder or other authorized third party attends the Annual General Meeting in person.

Please note that proxies appointed by the company are not allowed to accept instructions requiring them to speak to the assembly, or ask questions, or table motions, and are not allowed to vote on procedural motions or unannounced motions proposed by shareholders.

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

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

Shareholders listed in the share register who are unable to attend the Annual General Meeting in person have the further option of exercising their voting rights by means of a postal vote. This option is also available to banks, associations of shareholders, and equivalent third parties as defined in Section 135 of the German Stock Corporation Act (AktG).

In order to exercise their voting rights by means of a postal vote, shareholders must register in due time, as specified in item II.2 above (“Conditions for participating in the Annual General Meeting and for exercising voting rights”), at the latest by the end of Friday, April 26, 2013.

Shareholders who have registered in due time for the Annual General Meeting may submit their postal votes, or modify or withdraw previously submitted postal votes, up to the end of Thursday, May 2, 2013. Postal votes may be submitted in writing or online to one of the addresses specified for registration in item II.2 above.

Votes that have been cast by means of a postal vote are invalidated if the shareholder attends the Annual General Meeting in person or is represented at the meeting by a proxy.

Please note that it is not possible to use the postal voting procedure to vote on a countermotion submitted in the course of the Annual General Meeting, nor to submit nominations. Similarly, it is not possible to use the postal voting procedure to address the assembly, ask questions, or table motions.

Further details, including forms for postal voting, are included in the information to shareholders enclosed 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 Section 122(2) of the German Stock Corporation Act (AktG)

Shareholders whose shares together represent one twentieth part of the capital stock or the proportionate amount of 500,000 euros 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 II.5 b) below at the latest by the end of Tuesday, April 2, 2013.

In accordance with Section 122(2) and (1) in combination with Section 142(2) item 2 of the German Stock Corporation Act (AktG), shareholders requesting additions to the agenda must supply proof that they have held the requisite number of shares since at least February 3, 2013, 0:00 hours.

b) Shareholders' motions and nominations pursuant to Sections 126(1) and 127 of the German Stock Corporation Act (AktG)

Pursuant to Section 126 ff. of the German Stock Corporation Act (AktG), the Board of Management will only make shareholders' motions and nominations accessible if they are received by the company at the latest by the end of Thursday, April 18, 2013 and on 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) and nominations as defined in Section 127 of the German Stock Corporation Act

(AktG) will only be accepted if they are sent directly to the company at one of the following addresses:

Postal address

MTU Aero Engines Holding AG
Abteilung Investor Relations
Dachauer Straße 665
80995 München

Fax number

+49 (0)89 1489 95 139

Email address

hv2013@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 on the company's website at

www.mtu.de/hv

together with the name of the relevant shareholder, the reasons given, and any opinion expressed by management.

c) Shareholder's right to information pursuant to Section 131(1) of the German Stock Corporation Act (AktG)

The Board of Management is obliged to provide information about company matters, including legal and business relationships with associated companies, and the situation of the group and the companies included in its consolidated financial statements, to any shareholder who requests such information during the Annual General Meeting, insofar as this is necessary for the proper appraisal of an item on the agenda.

6. Publication on the company's website

This invitation to the Annual General Meeting, the documents to be made available pursuant to Section 124a of the German Stock Corporation Act (AktG), shareholders' motions, detailed explanations of the abovementioned shareholders' rights, and other information are available on the company's website at www.mtu.de/hv.

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

Munich, March 2013

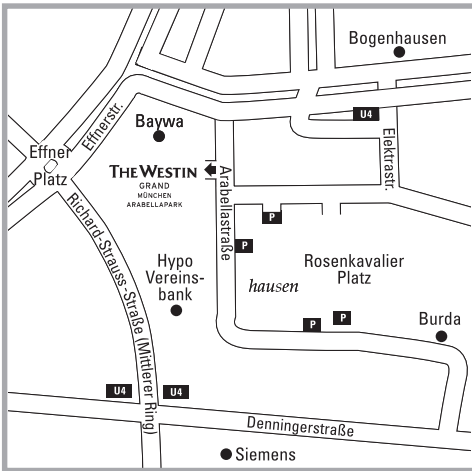
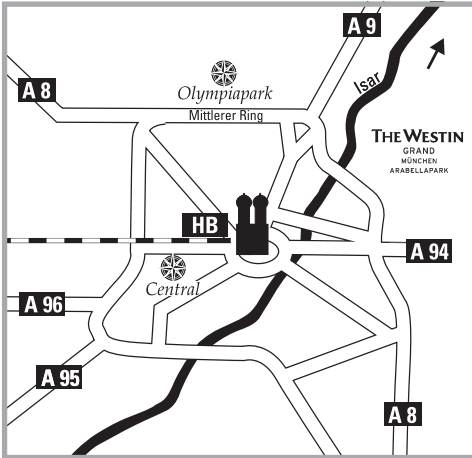
MTU Aero Engines Holding AG

The Board of Management



For your notes

How to find us



TAXI

from the airport, one way approximately about 45 € - 50 €

PUBLIC TRANSPORTATION

Underground: line 4 to “Arabellapark”

Bus: different lines to “Arabellapark”,
“Effnerplatz”, “Denninger Straße”

Tram: line 20 and 18 to “Effnerplatz”

By car

Coming from the motorway Stuttgart A8: Go straight along Verdistrasse, pass the Botanischer Garten and follow the signs for A9/Nürnberg. Continue onto Mittlerer Ring, Petuelring and Isarring. Take the exit Bogenhausen and turn left at the second set of lights (Effnerplatz). Continue onto Effnerstrasse and turn right onto Engelschalkinger Strasse. Turn right at Arabellastrasse.

Coming from the motorway Lindau A96: Merge onto Mittlerer Ring and follow the signs for the motorway A9/Nürnberg. Continue onto Petuelring and Isarring. Take the exit Bogenhausen and turn left at the second set of lights (Effnerplatz). Continue onto Effnerstrasse and turn right again onto Engelschalkinger Strasse. Turn right at Arabellastrasse.

Coming from Munich Airport and from the motorway

Nürnberg A9: Starting from the airport, take the ramp onto the motorway A92 (toward Munich). Turn off at the interchange Neufahrn and merge onto A9/München. Take the exit Föhringer Ring and follow the road until you get to Bogenhausen. Take the exit and turn left onto Effnerstrasse (junction Effnerplatz). Turn left again onto Engelschalkinger Strasse. Turn right at Arabellastrasse.

Coming from the motorway Salzburg A8: Merge onto Mittlerer Ring Ost. Continue onto Innsbrucker Ring and Leuchtenbergring until you get to the Richard-Strauss-Tunnel. Take the exit Denninger Strasse. Turn left at Arabellastrasse.

Coming from the motorway Garmisch-Partenkirchen A95: Merge onto Mittlerer Ring Süd and follow the signs for the motorway A94/Passau. Continue onto Innsbrucker Ring and Leuchtenbergring until you get to the Richard-Strauss-Tunnel. Take the exit Denninger Strasse. Turn left at Arabellastrasse.

PARKING

Should you have parked in the parking lot of the hotel or in the Bavaria Parkgaragen (underneath the “Rosenkavalierplatz“) and want to leave the parking lot, parking tickets are available at the Information Counter. Parking costs will not be charged.