



# 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**

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

**Thursday, May 4, 2017 at 10 a.m.**

at

**The Westin Grand Munich**

**Grand Ballroom (access via separate foyer entrance)**

**Arabellastr. 6, 81925 Munich, Germany**

Doors open from 9 a.m.

# 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, the report of the Supervisory Board including the explanatory report of the Executive Board on the statements pursuant to Sections 289 (4) and (5), 315 (4) of the German Commercial Code (HGB), each for the 2016 financial year

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

In accordance with 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 Executive Board and Supervisory Board propose that the net profit generated by MTU Aero Engines AG in financial year 2016, amounting to EUR 135,617,639.19, be appropriated as follows:

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### Appropriation of net profit

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1. Payment of a dividend of EUR 1.90 on each non-par share entitled to receive a dividend	Euro	97,576,595.70
2. Transfer to revenue reserves	Euro	38,041,043.49
3. Profit carried forward	Euro	0.00

Treasury shares held by the Company are not entitled to a dividend. It is possible that the number of non-par shares entitled to a dividend 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 EUR 1.90 to be paid on each non-par share entitled to a dividend. Due to a change of Section 58 para. 4 Aktiengesetz dividend payments are now due on the third business day following the day of the resolution of the general meeting. Accordingly the dividend payment is due on May 9, 2017.

### **3. Resolution on the discharge of members of the Executive Board for the financial year 2016**

The Executive Board and the Supervisory Board propose that discharge be granted to the members of the Executive Board for the financial year 2016.

### **4. Resolution on the discharge of members of the Supervisory Board for the financial year 2016**

The Executive Board and the Supervisory Board propose that discharge be granted to the members of the Supervisory Board for the financial year 2016.

### **5. Resolution on the Appointment of the auditor for the financial year 2017**

Following the recommendation of the Audit Committee, the Supervisory Board proposes that the accounting firm Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed to audit the annual and consolidated financial statements for the financial year 2017 and to review the half-year interim report for the financial year 2017.

## II. Additional information

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

At the time of convening the 2017 Annual General Meeting, the Company's capital stock consisted of 52,000,000 registered non-par shares, each representing one vote. Voting rights may currently be exercised in respect of 51,356,103 of these shares. No voting rights may be exercised in respect of the 643,897 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 April 27, 2017 (Thursday).

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 2 10 27 288

or by sending an email to  
namensaktien@linkmarketservices.de

or by completing the online registration form at  
[www.mtu.de/hv](http://www.mtu.de/hv)

For online registration on the website above, you will require the personal access code that is provided with your shareholders' documentation. More detailed information on the registration procedure can be found in the shareholders' documentation sent to you by post or on the website mentioned above.

Banks, associations of shareholders, and other parties as defined in Section 135 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 last three working days preceding the date of the Annual General Meeting, nor on the date of the meeting itself, meaning from April 29, 2017 (00:00 hours) up to and including May 04, 2017 (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 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 text form is required for the granting and revocation of the power of attorney and for proof of the proxy's authorization where neither banks nor associations of shareholders or equivalent persons or institutions as defined in Section 135 (8) and (10) AktG are authorized.

Proof of the granted or revoked authorization can be submitted to the Company by the shareholder or proxy in text form either (i) by sending the appropriate documents to the postal address, email address, fax number or website specified in item 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.

For the authorization of banks, associations of shareholders or equivalent persons or institutions as defined in Section 135 (8) and (10) AktG and for the revocation and proof of such authorization and revocation, the legal requirements, especially Section 135 AktG, apply. Please also consider, where necessary, the rules issued in that respect by the banks, associations of shareholders or other equivalent persons or institutions.

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 in text form to the Company up to the end of May 3, 2017 (Wednesday), the day before the Annual General Meeting. Shareholders can also use the online system for powers of attorney and voting instructions available at [www.mtu.de/hv](http://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 available only to shareholders who register their shareholding for the purposes of the Annual General Meeting no later than the end of April 27, 2017. No documentation is required to revoke a previously granted power of attorney or annul the instructions issued to the proxy if the shareholder or another 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 propose motions, and are not allowed to vote on procedural motions or unannounced motions proposed by shareholders.

Further details, including 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 parties as defined in Section 135 AktG.

In order to exercise their voting rights by means of a postal vote, shareholders must register in due time, as specified in item 2 above (“Conditions for participating in the Annual General Meeting and for exercising voting rights”), at the latest by the end of April 27, 2017.

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 May 3, 2017 (Wednesday), whereby the Company must have received them by this date. Postal votes may be submitted in text form or online to one of the addresses specified for registration in item 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 propose 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) AktG

Shareholders whose shares together represent one twentieth 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 5 b) at the latest by the end of April 3, 2017 (Monday). The parties filing the motion shall provide evidence of the fact that they have been holders of such shares for at least 90 days prior to the day of receipt of the motion and that they will hold the shares until a decision on the motion by the Executive Board has been rendered.

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 the end of April 19, 2017 (Wednesday), 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  
hv2017@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](http://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) AktG

The Executive Board is obliged to provide information about Company matters, including legal and business relationships with affiliated 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 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](http://www.mtu.de/hv).

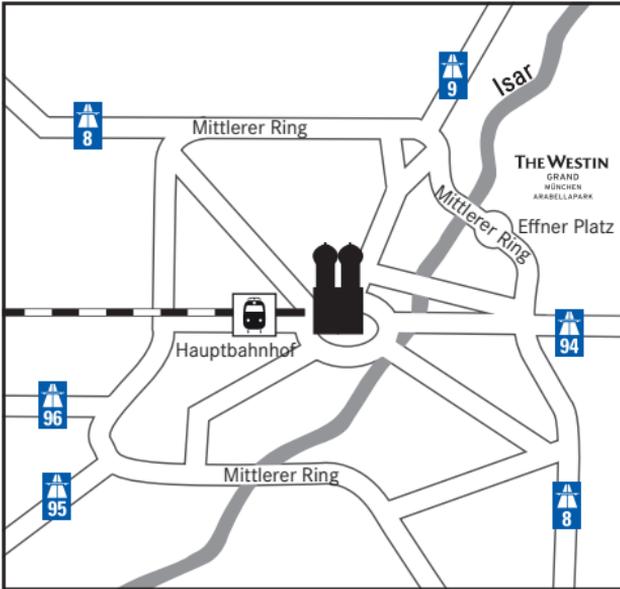
The voting results will be published in the same section of the website after the Annual General Meeting.

Munich, March 2017  
MTU Aero Engines AG

The Executive Board



# How to find us



## Taxi

from the airport, one way approximately about 60 €

## Public transportation

Underground: line 4 to „Arbellapark“

Bus: different lines to “Arbellapark”,  
“Efferplatz”, “Denninger Strasse”

Tram: line 16 and 18 to “Arabellastrasse”

# 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 Parkgarage (underneath the "Rosenkavalierplatz") and want to leave the parking lot, parking tickets are available at the Information Counter. Parking costs will not be charged.



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