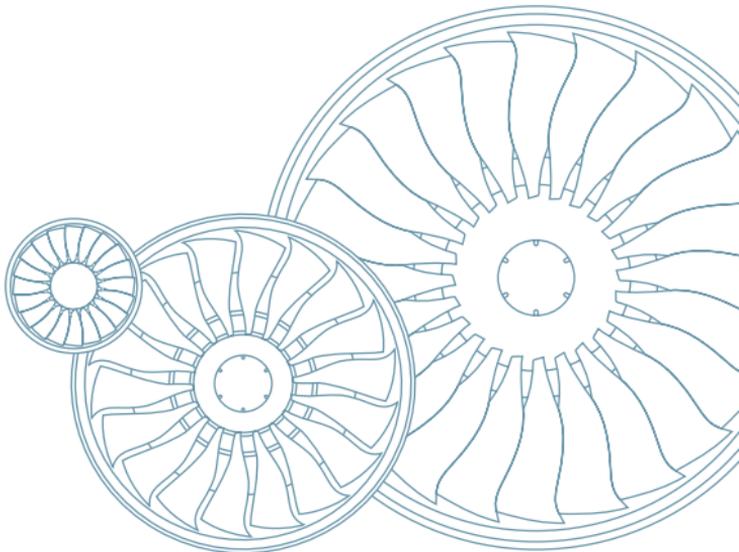


Invitation to the Annual  
General Meeting of  
MTU Aero Engines AG



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

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

**München · 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 8, 2014 at 10:00 a.m.**

at

**The Westin Grand München  
Entrance Ballsaal Foyer  
Arabellastr. 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 AG and the approved consolidated financial statements and group management report for the financial year 2013, 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 ([www.mtu.de/hv](http://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 AG in the financial year 2013, amounting to Euro 131,858,370.66, as follows:

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

1. Payment of a dividend of Euro 1.35 on each share of common stock entitled to receive a dividend	Euro	68,655.095.10
2. Transfer to revenue reserves	Euro	63,203.275.56
3. Amount carried forward	Euro	0



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 Euro 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 2013**

The Board of Management and Supervisory Board propose that discharge be granted to the members of the Board of Management for the financial year 2013.

### **4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2013**

The Board of Management and Supervisory Board propose that discharge be granted to the members of the Supervisory Board for the financial year 2013.

### **5. Appointment of the auditor for the financial year 2014**

Following the recommendations of the Audit Committee, the Supervisory Board proposes that the accounting firm Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed to audit the annual financial statements and consolidated financial statements for the financial year 2014 and to review the half-year interim report for the financial year 2014.

## **6. Resolution to delete Section 7(6) of the articles of association (age limit for members of the Supervisory Board)**

The Company continues to believe that an age limit for members of the Supervisory Board is meaningful. In the light of demographic change and a longer working lifetime we, however, do not think that the present age limit of 70 years and its inclusion in the articles of association is up to date any longer.

The Supervisory Board therefore inserted an identical age limit provision into its rule of business – but with an age limit of 72 years. It will become effective upon deletion of Section 7(6) of the articles of association.

The Company thereby follows the example of a number of well-known other companies and provides the Supervisory Board with the opportunity to react flexible in future cases of changing framework conditions. The Supervisory Board is being put in the situation to propose the most qualified and most competent candidates to the shareholders, taking into account the respective actual situation.

The Board of Management and the Supervisory Board therefore propose the following resolution:

“Section 7(6) of the articles of association is deleted without replacement.”

## **7. Election of members of the Supervisory Board**

The term of office of Dr. Joachim Rauhut expires at the close of this year’s Annual General Meeting on May 8, 2014.

Dr. Joachim Rauhut presently holds the chair in the Audit Committee of the Company and fulfills the requirements of a Financial Expert in accordance with Section 100 (5), 107 (4) of the German Stock Corporation Act (AktG).

In accordance with the requirements of Sections 96(1), option 1, and 101(1) AktG, Sections 1(1), 6(1), 6(2) and 7(1), subsection 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 goals for its composition, the Supervisory Board proposes Dr. Joachim Rauhut, CFO of Wacker Chemie AG, Munich, for reelection to the Supervisory Board as shareholder representative. His 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 2018. Dr. Rauhut possesses expertise in the areas accounting and audit of financial statements in accordance with Section 100 (5) of the German Stock Corporation Act (AktG) and therefore fulfills the requirements of an independent Financial Expert.

Dr. Rauhut holds seats on the supervisory boards respectively on comparable supervisory bodies of the following foreign or domestic commercial companies:

- B. Braun Melsungen AG
- J. Heinrich Kramer Holding GmbH
- Pensionskasse Wacker Chemie VVaG
- Siltronic AG

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, the presented candidate has no personal or business relations with the enterprise, the executive bodies of the Company, or with shareholders holding a material interest in the Company.

## II. Additional Information

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

At the time of convening the 2014 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 50,855,626 of these shares. No voting rights may be exercised in respect of the 1,144,374 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 Thursday, May 1, 2014.

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 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](http://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 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 from May 5, 2014 (00:00 hours) to May 8, 2014 (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, in case where neither banks nor associations of shareholders or other third parties 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 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.

For the authorization of banks, associations of shareholders or other third parties as defined in Section 135 (8) and (10) AktG 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 equally treated third parties.

#### **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 Wednesday, May 7, 2014, 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](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 only available to shareholders who register their shareholding for the purposes of the Annual General Meeting no later than the end of Thursday, May 1, 2014. 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 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 Thursday, May 1, 2014.

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 Wednesday, May 7, 2014. 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 counter-motion 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) 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 Monday, April 7, 2014.

In accordance with Section 122(2) and (1) in combination with Section 142(2) item 2 AktG, shareholders requesting additions to the agenda must supply proof that they have held the requisite number of shares since at least February 8, 2014, 0:00 hours.

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

Pursuant to Section 126 ff. 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 Wednesday, April 23, 2014 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 AktG will only be accepted if they are sent directly to the Company at one of the following addresses:

Postal address

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

Fax number

+49 (0)89 1489 95139

Email address

hv2014@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 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 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 2014

MTU Aero Engines AG  
The Board of Management

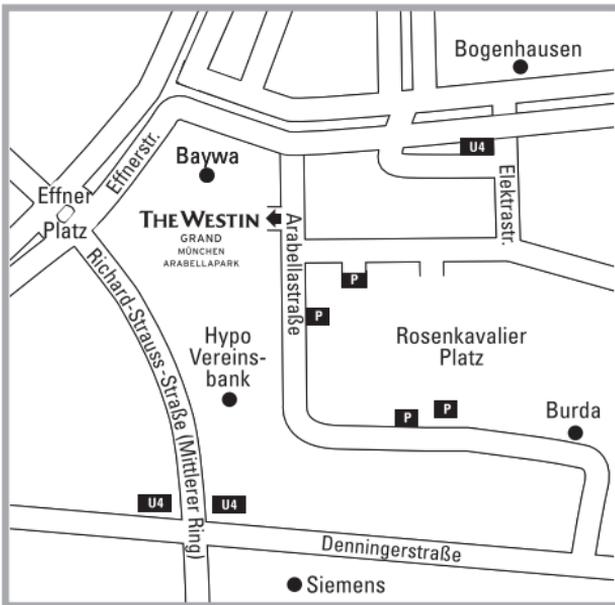
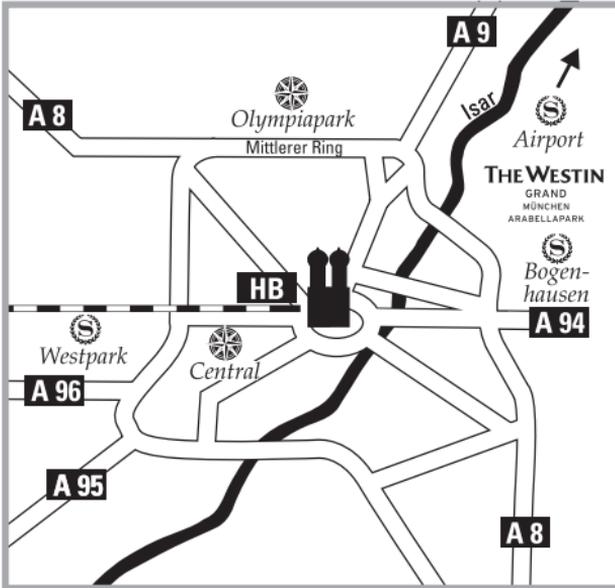


For your notes



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.



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