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

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

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

Wednesday, April 15, 2015 at 10 a.m.

at
The Westin Grand München
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 and management report of MTU Aero Engines AG and the approved consolidated financial statements and group management report for the financial year 2014, the report of the Supervisory Board and the explanatory report of the Executive Board regarding the statements pursuant to Sections 289 (4) and (5), 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 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 2014, amounting to EUR 105,573,711.46, be appropriated as follows:

<table>
<thead>
<tr>
<th>Appropriation of net profit</th>
<th>Euro</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Payment of a dividend of EUR 1.45 on each non-par share entitled to receive a dividend</td>
<td>73,961,633.35</td>
</tr>
<tr>
<td>2. Transfer to revenue reserves</td>
<td>31,612,078.11</td>
</tr>
<tr>
<td>3. Profit carried forward</td>
<td>0.00</td>
</tr>
</tbody>
</table>

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 1.45 to be paid on each non-par share entitled to a dividend.
3. Resolution on the discharge of members of the Executive Board for the financial year 2014

The Executive Board and the Supervisory Board propose that discharge be granted to the members of the Executive Board for the financial year 2014.

4. Resolution on the discharge of members of the Supervisory Board for the financial year 2014

The Executive Board and the Supervisory Board propose that discharge be granted to members of the Supervisory Board for the financial year 2014.

5. Appointment of the auditor for the financial year 2015

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 2015 and to review the half-year interim report for the financial year 2015.

6. Resolution concerning the authorization to purchase and use treasury shares pursuant to Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) and to exclude subscription rights

The authorization of the Company to purchase treasury shares resolved by the Annual General Meeting on April 22, 2010 expires on April 22, 2015. It is to be replaced by a new authorization.

The Executive Board and the Supervisory Board thus propose the following resolution:

a) The Company is authorized to purchase treasury shares accounting for a proportion of up to 10% of the Company’s capital stock, as applicable on the date of the resolution, during the period from April 15, 2015, through April 14, 2020, pursuant to Section 71 (1) no. 8 of the German Stock Corporation Act (AktG). At no point in time may the value of the acquired shares, together with other treasury shares in the Company’s possession or which are to be attributed to it pursuant to Section 71a et seq AktG, exceed 10% of the Company’s capital stock. At the discretion of the Executive Board, the shares may be purchased through the stock exchange or by means of a public offer to buy addressed to all shareholders (or – where permitted by law – through a public call to submit a sell offer).
The shares must be sold in return for proceeds that are not more than 10% above or below the quoted share price, net of any supplementary transaction charges. In the case of a sale through the stock exchange, the reference for the quoted share price as defined in the above provision is the average value of share prices in the closing auction of Xetra trading (or a comparable successor system) on the last three trading days prior to the purchase of the shares. In the case of shares purchased by means of a public offer to buy addressed to all shareholders (or a public call to submit a sell offer), the reference for the quoted share price is the average value of share prices in the closing auction of Xetra trading (or a comparable successor system) on the last three trading days prior to the publication of the offer. In the event of substantial fluctuations in the share price, the Executive Board is authorized to publish this public offer to buy or a public call to submit a sell offer, based on a recalculated average value of share prices computed as outlined in the previous sentence.

The volume of the offer can be limited in the case of shares purchased by means of a public offer to buy addressed to all shareholders (or a public call to submit a sell offer). If the whole take-up of the offer (or the total number of offers) exceeds this volume, the purchase must be transacted in proportion to the number of shares offered. Preferential treatment may be given to small packages (up to 100 shares) offered for sale. Further conditions may be imposed in the offer or the call to submit offers.

b) The Executive Board is authorized to sell the purchased treasury shares in a manner other than through the stock exchange or by means of an offer addressed to all shareholders, on the condition that the shares are sold in return for cash payment at a price that is not significantly below the stock market price of similarly entitled MTU shares at the time of sale. However, this authorization shall apply only on the condition that the shares sold excluding subscription rights pursuant to Section 186 (3) sentence 4 AktG do not exceed a total amount of 10% of the Company’s capital stock when this authorization becomes effective or – if such value is lower – when this authorization is exercised. This limit of 10% of the capital stock shall include the shares issued excluding subscription rights pursuant to Section 186 (3) sentence 4 AktG during the period of this authorization until the disposal of treasury shares from authorized capital without subscription rights pursuant to Section 186 (3) sentence 4 AktG. Furthermore, this limit of 10% of the capital stock shall include the shares issued or to be issued to service option rights and/or conversion rights and/or conversion obligations provided that the bonds were issued during the period of this authorization in mutatis mutandis application of Section 186 (3) sentence 4 AktG excluding subscription rights.

c) The Executive Board is authorized, with the approval of the Supervisory Board, to use the purchased treasury shares in a manner other than through the stock exchange or by means
of an offer addressed to all shareholders if the treasury shares are issued to program participants in conjunction with the Company’s stock option programs and those participants are, or were, employees or officers of the Company or one of its affiliated companies. If shares are to be used by issuing them to active or former members of the MTU Executive Board under the terms of the Company’s stock option programs, the Supervisory Board is authorized to transact this issue.

d) Furthermore, the Executive Board is authorized to use the purchased treasury shares as partial or complete payment in conjunction with business combinations or the acquisition, whether direct or indirect, of companies, parts of companies or holdings in companies.

e) The Executive Board is also authorized, with the approval of the Supervisory Board, to use the purchased treasury shares to exercise conversion rights or discharge conversion obligations relating to convertible bonds, bonds with warrants, profit participation certificates or income bonds (or combinations of such instruments) issued by the Company or by a dependent affiliated company.

f) The Executive Board is moreover authorized, with the approval of the Supervisory Board and without any requirement for a further resolution to be passed by the Annual General Meeting, to redeem purchased treasury shares in whole or in part. They may be redeemed in a simplified procedure without any capital reduction and by adapting the arithmetic value of the outstanding portion of non-par shares to that of the Company’s stock capital. The redemption may be limited to a defined fraction of the purchased shares. The authorization to redeem shares may be used on one or more occasions. If the simplified procedure is employed, the Executive Board is authorized to amend the number of non-par shares stated in the Articles of Association.

g) The above-stated authorizations may be exercised on one or more occasions, in whole or in part, individually or in combination. They may also be exercised by affiliated companies as defined in Section 17 AktG.

h) The subscription rights of existing shareholders in respect of these treasury shares are excluded insofar as the shares are used in the manner described in the authorizations stated above under lit. b) to e).

i) The authorization to purchase treasury shares granted to the Company on April 22, 2010, is revoked as of the effective date of this new authorization. The authorization to use the treasury shares purchased under the terms of the above-mentioned earlier resolution dated April 22, 2010, remains in force.
7. Resolution on the revocation of the Conditional Capital pursuant to Section 4 (8) and (9) of the Articles of Association; resolution on the authorization to issue convertible bonds and/or bonds with warrants, also excluding subscription rights; creation of new Conditional Capital; revision of Section 4 (6) and deletion of Section 4 (8) and (9) of the Articles of Association

The purpose of the Conditional Capital pursuant to Section 4 (8) of the Articles of Association of up to EUR 3,640,000 was to issue shares to holders or creditors of convertible bonds and/or bonds with warrants in accordance with the authorization granted by a resolution passed by the Company’s Annual General Meeting on May 30, 2005 (taking account of the clarification effected on May 31, 2005). The Conditional Capital is no longer required. It can therefore be revoked.

The authorization of the Executive Board resolved at the Annual General Meeting on April 22, 2010 to issue, on one or more occasions, with the approval of the Supervisory Board, bearer convertible bonds and/or bonds with warrants, with or without restrictions on maturity, at a total nominal value of up to EUR 500,000,000, and to grant the holders of convertible bonds and/or bonds with warrants the right, obligation or option to convert them into registered non-par shares of the Company representing a stake in the capital stock of up to EUR 22,360,000 under the conditions established for the issuance of convertible bonds or bonds with warrants expires on April 21, 2015.

In order to provide for long-term flexibility in the financing resources of the Company, the Executive Board is to again be authorized to issue convertible bonds and/or bonds with warrants. New Conditional Capital is to be resolved to service the option and conversion rights arising from these bonds.

The Executive Board and the Supervisory Board thus propose the following resolution:

a) Authorization to issue convertible bonds and/or bonds with warrants

aa) General

The Executive Board is authorized until April 14, 2020 to issue, on one or more occasions, with the approval of the Supervisory Board, bearer and/or registered convertible bonds and/or bonds with warrants (collectively referred to as “bonds”), with or without restrictions on maturity, at a total nominal value of up to EUR 500,000,000, and to grant the holders or creditors of convertible bonds and/or bonds with warrants the right, obligation or option to convert them into registered non-par shares of the Company representing a stake in the capital stock of up to EUR 5,200,000 under the conditions established for the issuance of convertible bonds or bonds with warrants. The bonds may be issued in return for cash payment only.
The bonds may be issued in euros or – at an equivalent value – in any other legal currency, for instance that of an OECD country. They may also be issued by an affiliated company managed by the Company ("affiliated company"). In such cases, and subject to the approval of the Supervisory Board, the Executive Board is authorized to act as guarantor for the bonds, and to grant the holders of convertible bonds and/or bonds with warrants the right, obligation or option to convert them into registered non-par shares in MTU.

The bond issues will be divided into partial bonds.

**bb) Bonds with warrants and convertible bonds**

In the event of the issuance of bonds with warrants, one or more warrants will be attached to each partial bond which entitle the holder, subject to the conditions established for the issuance of bonds with warrants to be determined by the Executive Board, to subscribe to registered non-par shares of the Company. The maturity date of the option right may not exceed the maturity date of the bond with warrants. The conditions may also provide that any fractional amounts are combined and/or settled in cash.

In the event of the issuance of convertible bonds, the holders or creditors receive the right, subject to the conditions established for the issuance of convertible bonds to be determined by the Executive Board, to exchange their partial bonds for registered non-par shares of the Company. The rate at which partial bonds are converted into shares shall be the result of dividing the par value or the issue price of a partial bond, where lower than the par value, by the defined conversion price for a registered non-par share of the Company. The conversion rate may be rounded up or down to the nearest full number; an additional cash payment can also be determined if necessary. The conditions may also provide that any fractional amounts are combined and/or settled in cash.

Sections 9 (1) and 199 AktG remain unaffected.

**cc) Conversion obligation**

The conditions of the convertible bonds may also determine a conversion obligation on the maturity date or at an earlier time. The pro-rata amount of the capital stock attributable to the non-par shares of the Company to be issued per partial bond on conversion may not exceed the par value of the partial bond.

Sections 9 (1) and 199 AktG remain unaffected.

**dd) Substitution right**

The conditions of the convertible bonds and bonds with warrants can provide for the right of the Company to wholly or partially grant the holders or creditors of the bond new shares or
treasury shares of the Company in lieu of a payment of the due cash amount. Subject to more
detailed provisions laid down in the bond conditions, the shares are in each case determined
at a value which is equal to the arithmetic mean of the closing auction prices, rounded up to
the nearest full cent, quoted for the same class of shares of the Company in Xetra trading (or a
comparable successor system) on the Frankfurt Stock Exchange on the last three trading days
before notice or exercise of conversion, respectively.

The conditions of the convertible bonds or bonds with warrants may further provide for treas-
ury shares in the Company to be granted on conversion or exercise. They may also provide
that instead of granting holders of convertible bonds or bonds with warrants shares in the
Company, the Company pays a sum of money for the number of shares otherwise to be sup-
plied which is equivalent to the volume-weighted average price of the shares of the Company
in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange over a
reasonable period to be determined by the Executive Board of days before or after notice of
the conversion or exercise.

e) Conversion price or option price

The conversion price or option price to be determined must amount to at least 80% of the
arithmetic mean of the closing auction prices quoted for the same class of shares of the
Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Ex-
change on the last three trading days before the date of the resolution by the Executive Board
concerning the issuance of the bonds or – in case subscription rights are granted – at least
80% of the arithmetic mean of closing auction prices quoted for the same class of shares of
the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock
Exchange in the period from the beginning of the subscription period up to (and inclusive of)
the third day before notice of the final conditions pursuant to Section 186 (2) sentence 2 AktG.

Sections 9 (1) and 199 AktG remain unaffected.

f) Dilution protection

If the Company increases its capital stock during the conversion or option period and in doing
so, grants subscription rights to its shareholders or issues further convertible bonds or bonds
with warrants or grants or guarantees conversion and option rights and does not grant the
holders of existing conversion and option rights subscription rights as they would be owed
as a shareholder after exercising their conversion or option rights or fulfilling their conversion
obligations, or if the capital stock is increased by way of a capital increase from Company
resources, the Executive Board is authorized to ensure through the conditions established
for the convertible bonds and bonds with warrants that the economic value of the existing
conversion or option rights remains unaffected by adjusting their value to the extent that this adjustment is not already required by law. This shall apply mutatis mutandis in the event of any capital reduction or other corporate measures, and in case of restructurings, acquisition of control by third parties, special dividends or other comparable measures which may result in a dilution of the value of the Company’s shares.

Sections 9 (1) and 199 AktG remain unaffected.

gg) Subscription rights and exclusion of subscription rights

In principle, shareholders are entitled to subscription rights, i.e. the Company’s shareholders are to be given the opportunity to subscribe to the convertible bonds and/or bonds with warrants. The bonds may also be assumed by one or more banks subject to the condition that they offer them to the shareholders for subscription. If bonds are issued by an affiliated company, the Company will ensure that subscription rights are suitably offered to the Company’s shareholders.

However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders’ subscription rights to bonds,

- if the Executive Board, after due examination, comes to the conclusion that the issue price is not significantly lower than the theoretical market value of the bonds as calculated using recognized methods of financial mathematics. This authorization to exclude subscription rights shall, however, apply only to bonds with a conversion or option right (or a conversion obligation) to shares, the amount of which may not exceed 10% of the Company’s capital stock when this authorization becomes effective or – if such value is lower – when this authorization is exercised. The upper limit of 10% of the Company’s capital stock shall be reduced by the pro-rata amount of the capital stock allocable to shares which (i) are issued during the term of this authorization within the scope of a capital increase excluding subscription rights in accordance with Section 186 (3) sentence 4 AktG or which (ii) are sold as purchased treasury shares during the term of this authorization in a manner other than through the stock exchange or through an offer made to all shareholders in analogous application of Section 186 (3) sentence 4 AktG;

- for fractional amounts arising as a result of the subscription ratio; or

- to the extent necessary to be able to grant the holders of previously issued conversion or option rights subscription rights to the extent they would be owed as shareholders after exercising their conversion or option rights or fulfilling their conversion obligations.
hh) Further possibilities

The Executive Board is authorized, with the approval of the Supervisory Board, to define further details concerning the issuance and terms of issue of the bonds, particularly the interest rate and type of interest, issue price, maturity period and denomination, conditions on dilution protection, conversion or exercise period and the conversion or option price, or define these in agreement with the governing bodies of the affiliated companies issuing the bonds.

b) Creation of Conditional Capital

By revoking the existing Conditional Capital increases pursuant to Section 4 (8) and (9) of the Articles of Association, the capital stock of the Company is conditionally increased by up to EUR 5,200,000 by issuing up to 5,200,000 new registered non-par shares with a pro-rata amount of the capital stock of one euro each (Conditional Capital 2015). The purpose of the Conditional Capital increase is to grant shares to the holders or creditors of convertible bonds or bonds with warrants which are issued based on the authorization above. The increase in the Conditional Capital shall be carried out only to the extent that conversion or option rights are exercised or conversion obligations from such bonds are fulfilled and the Conditional Capital is required subject to the conditions of the convertible bonds or bonds with warrants. New shares may be issued at the option or conversion price determined on the basis of the conditions laid down in the authorization above. The new shares participate in the profits from the beginning of the financial year in which they are issued through the exercise of conversion or option rights or the fulfillment of conversion obligations. The Executive Board is authorized, with the approval of the Supervisory Board, to define further details concerning the implementation of the increase in Conditional Capital.

c) Section 4 (6) of the Articles of Association is revised as follows:

“(6) The capital stock of the Company is conditionally increased by up to EUR 5,200,000 (in words: five million two hundred thousand euros) by issuing up to 5,200,000 new registered non-par shares with a pro-rata amount of the capital stock of one euro (Conditional Capital 2015).

The conditional capital increase serves to grant shares to the holders or creditors of convertible bonds or bonds with warrants which are issued based on the authorization resolved by the Annual General Meeting of the Company on April 15, 2015. The issuance is carried out at the conversion or option price to be specified according to this authorization.

The conditional capital increase shall be carried out only insofar as conversion or option rights are exercised or the creditors or holders of conversion or option rights with conversion obligations fulfill their conversion obligations, and insofar as treasury shares are not used to cover
this. Shares issued in such manner shall participate in the profits from the beginning of the financial year in which they are issued through the exercise of conversion or option rights or the fulfillment of conversion obligations.

The Supervisory Board is authorized to revise the wording of the Articles of Association after the complete or partial implementation of the increase in the capital stock from the Conditional Capital, according to the extent of the capital increase from the Conditional Capital.”

d) Further amendments to the Articles of Association

Paragraphs 8 and 9 of Section 4 of the Articles of Association are deleted.

8. Resolution on the revocation of the Authorized Capital I, II and III and creation of new Authorized Capital 2015; revision of Section 4 (5) and deletion of Section 4 (7) of the Articles of Association

The authorizations of the Executive Board resolved at the Annual General Meetings held on April 22, 2010 and May 5, 2011 to increase the capital stock against cash contributions or against cash and/or non-cash contributions expire at the end of April 21, 2015.

They are to be replaced by a new authorization of the Executive Board to increase the capital stock (Authorized Capital 2015).

The Executive Board and Supervisory Board thus propose the following resolution:

a) By revoking the existing authorization of the Executive Board defined in the Articles of Association to increase the capital stock in accordance with Section 4 (5), (6) and (7) of the Articles of Association (Authorized Capital I to III), authorized capital (Authorized Capital 2015) is created as set out below by revising Section 4 (5) of the Articles of Association with effect from the time when the amendment to the Articles of Association is entered in the Commercial Register:

“(5) The Company’s Executive Board is authorized, with the consent of the Supervisory Board, to increase the capital stock up to April 14, 2020 by an amount of up to EUR 15,600,000 (in words: fifteen million six hundred thousand euros) by issuing new registered non-par shares against cash contributions on one or more occasions (Authorized Capital 2015).

Shareholders shall be granted subscription rights. However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude fractional amounts from the subscription rights of shareholders and to also exclude these subscription rights, with the consent of the
Supervisory Board, insofar as this is necessary to grant holders of conversion or option rights to registered non-par shares of the Company subscription rights to the extent to which they would be entitled after exercising their conversion or option rights.

Furthermore, the Executive Board is entitled, with the consent of the Supervisory Board, to exclude the subscription rights of shareholders if the issue price is not significantly lower than the stock market price. However, this authorization shall apply only subject to the condition that the shares issued excluding subscription rights according to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) account for a total amount of no more than 5% of the capital stock calculated in relation to the date on which this authorization becomes effective or – if such value is lower – when this authorization is exercised. This limit of 5% of the capital stock shall include, since the authorization was granted, i.e. since April 15, 2015, any option and conversion rights granted to shares of the Company, excluding shareholder subscription rights, according to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) as well as any treasury shares sold, excluding subscription rights, according to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG).

The Executive Board is authorized, with the consent of the Supervisory Board, to determine all other rights of the shares and the terms of issue.

The Supervisory Board is authorized to revise the wording of the Articles of Association after the complete or partial implementation of the increase in the capital stock from the Authorized Capital 2015 or after the expiry of the authorization period according to the extent of the capital increase from the Authorized Capital 2015.”

b) Further amendments to the Articles of Association

Paragraph 7 of Section 4 of the Articles of Association is deleted.
II. Report of the Executive Board

1. Report of the Executive Board on item 6 of the agenda (resolution on the authorization to purchase and use treasury shares pursuant to Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) and to exclude subscription rights) pursuant to Section 71 (1) no. 8 sentence 5 in conjunction with Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG)

In accordance with customary business practice, the proposal for a resolution put forward by the Executive Board and the Supervisory Board provides on the basis of Section 71 (1) no. 8 AktG for authorization by the Annual General Meeting for the Company to acquire treasury shares amounting to up to 10% of the current capital stock for five years. The Executive Board already has such an authorization. This expires at the end of April 22, 2010 and is to be renewed.

When making a decision on the use of treasury shares, the Executive Board shall be guided solely by the interests of the shareholders and the Company. The Executive Board shall report to the Annual General Meeting on any exercise of the proposed authorization.

When purchasing treasury shares, the principle of equal treatment must be observed pursuant to Section 53a AktG. Such envisioned purchase of the shares on the stock exchange or through a public offer to buy (or a public call to submit a sell offer) observes this principle. Insofar as a public offer or a public call to submit an offer is oversubscribed, acquisition must take place pro rata. For the resale of treasury shares purchased, the law provides in principle for the sale on the stock exchange or through an offer to all shareholders, by which means the principle of equal treatment pursuant to Section 53a AktG is observed.

The Annual General Meeting may, however, also resolve a disposal by other means in analogous application of Section 186 (3) and (4) AktG. In this respect, the resolution provides that the Executive Board is authorized to effect disposal of the purchased treasury shares in a manner other than on the stock exchange or through an offer addressed to all shareholders if the treasury shares that have been purchased are sold in return for a cash payment at a price which is not significantly lower than the stock exchange price of shares of the Company of the same class and terms of issue at the time of disposal. The Executive Board shall allocate any markdown on the stock exchange price based on the market conditions prevailing at the time of placement so that it is as low as possible. This authorization also makes use of the possibility to exclude subscription rights as permitted in Section 71 (1) no. 8 AktG, in analogous application of Section 186 (3) sentence 4 AktG. Overall, the shareholders’ financial and voting right interests are suitably protected if the treasury shares are sold to third parties excluding shareholders from subscription rights on the basis of Section 71 (1) no. 8 AktG. The authorization to sell treasury shares in return for a cash payment,
including shares for which subscription rights are excluded in application of Section 186 (3) sentence 4 AktG when making use of the authorized capital and/or when exercising the authorization to issue convertible bonds and/or bonds with warrants, is restricted to a maximum of 10% of the Company’s capital stock when the authorization becomes effective or – if such value is lower – when this authorization is exercised. It is thereby ensured that no purchased treasury shares are sold based on the simplified exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG where this would result in the exclusion of the subscription rights of the shareholders for a total of more than 10% of the capital stock in direct or indirect application of Section 186 (3) sentence 4 AktG. This restriction is in the interest of the shareholders who would like to maintain, if possible, the proportion of their shareholding and who are basically able to retain the amount of their shareholding in the Company in this manner by purchasing MTU shares through the stock exchange. The Executive Board and the Supervisory Board take the view that this framework serves the Company’s interests, given the strategy pursued by the Company, and is also suitable to serve the shareholders’ interests.

The resolution further provides for an authorization for the Executive Board, with the approval of the Supervisory Board, to use the acquired treasury shares in whole or in part to satisfy the claims of the Company’s employees and officers accruing from the Company’s stock programs. MTU promotes a culture of ownership within the Company and, through share-based compensation and employee stock programs, enables the Executive Board, executive employees and staff to participate in the Company and its development. Against this backdrop, treasury shares may be used in connection with share-based compensation or employee stock programs of the Company or its affiliated companies and issued to persons who are, or were, employees or officers of the Company or one of its affiliated companies. In terms of legal technique, this form of use is contingent on the subscription rights of the shareholders being excluded in this respect with regard to the treasury shares of the Company. The exclusion of subscription rights required for such use is in the interests of the Company and its shareholders.

Furthermore, the resolution provides for an authorization for the Executive Board to offer to third parties, and/or to make use of, all or some of the acquired treasury shares as (part) counter payment, in the context of business combinations or in the acquisition, whether direct or indirect, of companies, parts of companies or holdings in companies. When opportunities arise, the Company is to be enabled to implement targeted acquisitions of companies or of holdings in accordance with the Company’s object, as set out in its Articles. In an international context in particular, owners of companies and holdings frequently expect to
receive shares in the acquiring company as a counter payment for the disposal of the company or holding. The proposed authorization places the Company in a position in which it is also able, for instance, to make use of available treasury shares as a counter payment in concrete acquisition projects in which it may be in competition with other prospective buyers, and hence under certain circumstances to be able to forego increasing the capital stock in return for non-cash contributions as would otherwise be necessary. In terms of legal technique, this form of use is also contingent on the subscription rights of shareholders being excluded in this respect with regard to treasury shares of the Company, which is provided for by the resolution in this sense.

Moreover, the Executive Board is to be entitled, with the approval of the Supervisory Board, to use acquired treasury shares to fulfill conversion rights or obligations arising under convertible bonds, bonds with warrants, profit participation certificates or profit participation bonds (or a combination of these instruments) issued by the Company or by affiliated companies. This authorization is in the interests of the Company and of the shareholders simply because it enables the Company, insofar as is proper in the specific case, to avoid issuing new shares from the Conditional Capital, and hence increasing the capital and diluting shareholders’ voting rights and quotas. The price at which the shares are issued in the cases described above depends on the respective circumstances of the individual case and on the point in time. In setting prices, the Executive Board will orient itself in line with the interests of the Company. It is also a prerequisite in terms of legal technique for the subscription rights of the shareholders to be excluded in this respect with regard to the treasury shares of the Company, which is a constitutive element of the resolution.

Treasury shares acquired on the basis of the present authorizing resolution may be redeemed by the Company without a new resolution by the Annual General Meeting with the approval of the Supervisory Board. In accordance with Section 237 (3) no. 3 AktG, the Company’s Annual General Meeting may resolve the redemption of its fully paid-up non-par shares without thereby necessitating a reduction in the capital stock of the Company. The proposed authorization explicitly provides for this alternative, in addition to a redemption that is coupled with a capital reduction. In the event of redemption of treasury shares without a capital reduction, the mathematical proportion of the remaining non-par shares in the Company’s capital stock increases automatically. The Executive Board shall hence be authorized to effect the amendment to the Articles of Association necessitated thereby with regard to the number of shares altered by such redemption.

On the basis of the above considerations, the Executive Board and the Supervisory Board regard the proposed authorization concerning the acquisition of treasury shares as being in
the interests of shareholders, and in individual cases can justify the exclusion of shareholders’ subscription rights. The respective corporate bodies shall hence examine and consider on a case-by-case basis whether the sale or other use of treasury shares, excluding subscription rights, is in the overriding interest of the Company.

2. Report of the Executive Board on item 7 of the agenda (resolution on the revocation of the Conditional Capital pursuant to Section 4 (8) and (9) of the Articles of Association; resolution on the authorization to issue convertible bonds and/or bonds with warrants, also excluding subscription rights; creation of new Conditional Capital; revision of Section 4 (6) and deletion of Section 4 (8) and (9) of the Articles of Association) pursuant to Section 221 (4) sentence 2 in conjunction with Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG)

The Executive Board and Supervisory Board propose that the Annual General Meeting approve the authorization and the creation of Conditional Capital (Conditional Capital 2015) for the issuance of convertible bonds and/or bonds with warrants (collectively the “bonds”). The issuance of bonds (or a combination of these instruments) may provide an opportunity, in addition to the conventional possibilities of raising debt and equity capital, to make use of attractive financing alternatives on the capital market, depending on the market situation. The issuance is to be limited to a total nominal value of the bonds of up to EUR 500,000,000 and an entitlement to subscribe up to a maximum of 5,200,000 registered non-par shares of the Company.

The issuance of bonds facilitates the raising of debt capital on favorable conditions (compared to conventional debt financing) which may be converted into equity capital upon maturity under certain conditions and thus may remain with the Company. The envisaged possibility to also create conversion obligations in addition to the granting of conversion and/or option rights provides more leeway for the structuring of this financing instrument. The authorization will provide the Company with the necessary flexibility to place the bonds itself or via affiliated companies managed by the Company (“affiliated companies”). In addition to the euro, the bonds may also be denominated in other legal currencies, for example that of an OECD country, and may be issued with limited or unlimited maturity.

The bonds may also provide for or permit new or treasury shares of the Company to be granted in the event of the exercise of conversion and/or option rights or the fulfillment of conversion obligations. To further increase flexibility, the conditions established for the bonds may also provide for or permit that instead of granting holders of conversion or
option rights or conversion obligations treasury shares in the Company, the Company pays an equivalent sum of money to them upon exercise of the conversion and/or option rights or upon fulfillment of the conversion obligations. This takes due account of the fact that an increase in the capital stock upon the exercise of conversion and/or option rights and/or the fulfillment of conversion obligations at a future point in time might not be welcome. Notwithstanding this, the use of the possibility of cash payment protects shareholders against a reduction in the proportion of their shareholding and against a dilution of the value of their shares because no new shares are issued.

Shareholders shall generally be granted subscription rights. In case of a placement via affiliated companies, the Company shall also ensure that the Company's shareholders are granted statutory subscription rights. In order to facilitate the settlement, a possibility is provided for the bonds to be issued to one or several banks with the obligation that the bonds be offered to the shareholders for subscription in accordance with their subscription rights.

However, the Executive Board shall also be authorized to exclude, with the approval of the Supervisory Board, the subscription rights of shareholders to the extent that the issuance of shares based on conversion or option rights or conversion obligations is restricted to a maximum of 10% of the capital stock when this authorization becomes effective or – if such value is lower – when this authorization is exercised. This possibility to exclude subscription rights provides the Company with the flexibility to exploit favorable capital market situations at short notice and, by determining the conditions in accordance with the prevailing market situation, to achieve better terms when stipulating the interest rates and issue price of the bond. The decisive factor is that, as opposed to an issuance of bonds with subscription rights, the issue price can be determined immediately before the placement, thereby avoiding an increased risk of price change for the duration of the subscription period.

In contrast, where subscription rights are granted, the subscription price would have to be disclosed by three days prior to the expiry of the subscription period. In view of the frequently observed volatility on the stock markets, the market risk would still be immanent for a number of days, which would result in safety margins being deducted when stipulating the conditions of the bond. The subscription period would also make it more difficult to respond to favorable market conditions at short notice. Particularly in the case of bonds, the granting of subscription rights could jeopardize any successful placement with third parties, or result in additional expenses, due to the uncertainty of the exercise thereof. By determining the issue price of the bonds in these cases as not materially below the notional market value as calculated using recognized methods of financial mathematics,
the shareholders’ need for protection with regard to an economic dilution of their shareholding is to be accounted for. If the issue price were equivalent to the market value, the value of the subscription rights would be decreased virtually to zero. Thus, the shareholders will not suffer any significant economic disadvantages on account of the exclusion of subscription rights. The Executive Board will endeavor to achieve the highest issue price possible and to keep any economic gap to the price at which the current shareholders can buy additional shares via the market as small as possible. Shareholders who would like to maintain their share in the Company’s capital stock can achieve this by way of additional purchases via the market at roughly the same conditions. Any relevant losses in the proportions of their shareholdings can also be ruled out from the viewpoint of the shareholders. The authorization is restricted to the issuance of conversion and/or option rights (also with conversion obligations), which account for up to 10% of the Company’s capital stock. Any other issuance of shares against cash contributions or sale of treasury shares shall be taken into account in this 10% of the capital stock, to the extent that such shares are issued excluding subscription rights pursuant to Section 186 (3) sentence 4 AktG during the term of the proposed authorization. It is thereby ensured that no bonds are issued where this would result in the exclusion of subscription rights of shareholders for a total of more than 10% of the capital stock in direct or indirect application of Section 186 (3) sentence 4 AktG. This further restriction is in the interests of the shareholders who would like to maintain, if possible, the proportion of their shareholding in case of corporate action to this effect.

Moreover, the Executive Board shall be authorized, with the approval of the Supervisory Board, to exclude fractional amounts from the subscription rights of shareholders. Such fractional amounts may result from the amount of the respective issue volume and the need for a practicable subscription ratio. In these cases, the exclusion of subscription rights for fractional amounts facilitates the implementation of the corporate measure. The new fractional shares, which are excluded from the subscription rights of shareholders, will either be sold on the stock exchange or otherwise disposed of in a way that best benefits the Company. The restriction of the exclusion to fractional amounts does not result in any significant dilution for the shareholders; in the opinion of the Executive Board, such restriction is justified and appropriate in view of the circumstances.

Furthermore, the Executive Board is to be provided with the possibility to exclude, with the approval of the Supervisory Board, the subscription rights of shareholders in order to grant to the holders or creditors of conversion and/or option rights or convertible bonds with conversion obligations subscription rights for the same number of shares to which they would be entitled as shareholders upon exercise of their conversion or option rights or upon
compliance with their conversion obligations. Placing the holders/creditors of conversion and/or option rights (also with conversion obligation) at an economic disadvantage is thereby avoided; they are granted dilution protection which is in accordance with capital market practice, which facilitates the placement of the convertible bonds and/or bonds with warrants, and which enables the Company to have a higher cash inflow, as there is no need in these cases for a reduction of the conversion and/or option price or for any other dilution protection. The only disadvantage for the existing shareholders lies in the fact that the holders/creditors of conversion and/or option rights (also with conversion obligation) are granted subscription rights to which they would in any event be entitled if they had already exercised their conversion and/or option rights or complied with their conversion obligation. Consequently, in considering the advantages and disadvantages, the exclusion of the subscription rights appears reasonable in this case.

3. Report of the Executive Board on item 8 on the agenda (resolution on the revocation of the previous Authorized Capital I, II and III and creation of new Authorized Capital 2015; revision of Section 4 (5) and deletion of Section 4 (7) of the Articles of Association) pursuant to Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG)

The Executive Board and Supervisory Board propose that the Annual General Meeting approve the creation of authorized capital to enable the Company to respond at short notice to market conditions without having to convene a new General Meeting. The authorizations to create authorized capital granted to the Company by the Annual General Meetings on April 22, 2010 and on May 5, 2011 have not been used to date by the Company (as on: March 3, 2015) and expire on April 21, 2015. They are to be replaced by a new authorization. As before, the new authorization is limited to five years.

In total, authorized capital of EUR 15,600,000 is to be created against cash contributions. This is equivalent to 30% of the Company’s current capital stock. The authorization is to be granted for the maximum period of five years permitted by law (until April 14, 2020). The existing Authorized Capital I, II and III is revoked.

As a basic principle, the new shares originating from the use of the authorized capital must be offered to the shareholders for subscription. Subscription rights may also be granted to the shareholders in such way that new shares are assumed by a bank or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (KWG), subject to the obligation that the
shares be offered to the shareholders for subscription (Sections 203 (1) and 186 (5) AktG). However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders’ subscription rights, in whole or in part, in certain cases. Specifically:

The Executive Board and the Supervisory Board propose that the Annual General Meeting approve the creation of Authorized Capital 2015 at a nominal aggregate amount of up to EUR 15,600,000, which can be used against cash contributions.

The Executive Board is to be authorized to exclude fractional amounts from subscription rights. This will serve to create a practicable subscription ratio. Without the exclusion of subscription rights for fractional amounts, the technical implementation of the capital increase and the exercise of subscription rights would be rendered considerably more complicated, especially if the capital were increased in rounded amounts. By limiting the exclusion to fractional amounts, the potential dilution effect is very small. The new shares, which as fractional amounts are excluded from subscription rights, will either be sold on the stock exchange or otherwise disposed of in a way that best benefits the Company.

Furthermore, the Executive Board shall, with the approval of the Supervisory Board, be able to exclude subscription rights to the extent this is necessary to grant holders of convertible bonds or bonds with warrants subscription rights to new shares if stipulated under the conditions of these bonds. To facilitate their placement on the capital market, bonds usually have protection against dilution which provides for the holders to be granted subscription rights for new shares in subsequent share issuances equal to that of shareholders. Often the Conditional Capital is insufficient to satisfy these subscription rights of bondholders, particularly since the size of the future share issuances cannot be predicted at the time the relevant Conditional Capital is created. In order to give the bonds this kind of protection against dilution, the subscription rights must be able to be satisfied out of the Authorized Capital. Therefore, when using the Authorized Capital, the subscription rights of shareholders must be excluded in respect of these shares. This facilitates the placement of the bonds and is thus in line with the shareholders’ interest in an optimum financing structure for the Company.

In accordance with Sections 203 (2), 186 (3) sentence 4 AktG, the Executive Board is to be authorized, with the approval of the Supervisory Board, to exclude the shareholders’ subscription rights if the new shares are issued at an issue price that does not fall significantly below the stock exchange price. The number of shares issued in this manner excluding subscription rights may not exceed a total amount of 5% of the capital stock when this authorization becomes effective or is exercised. This authorization places the
Company in a position to rapidly and flexibly exploit market opportunities in its various business segments and, if necessary, to cover any capital requirements for these measures at very short notice. The exclusion of subscription rights not only enables the Company to respond rapidly but also to place shares at a price close to the stock market price, i.e. without the markdown required in case of rights emissions. This produces higher proceeds from the issuance for the benefit of the Company. Moreover, new groups of shareholders can be won through such a placement.

In the event that subscription rights are maintained, Section 186 (2) AktG provides for the possibility not to determine the specific issue price when publishing the subscription period but only to indicate the basis for its determination. However, even in this case, it cannot be expected that the best possible placement success will ultimately be achieved for the Company because the issue price must be published at least three days prior to the expiry of the subscription period. In addition, if subscription rights are granted, the successful placement with third parties is jeopardized or entails additional expenses and/or time because it is uncertain to what extent subscription rights will be exercised (subscription conduct). Thus, the best possible reinforcement of equity capital is achieved by the authorization to exclude the shareholders’ subscription rights in the interests of the Company and all shareholders.

When exercising the authorization, the Executive Board will calculate the markdown as low as possible, taking into account the market situation prevailing on the date of the placement. The issue price and thus the proceeds received by the Company for the new shares will be based on the stock market price of the shares already listed and not fall significantly below the current stock market price, i.e. at least by not more than 5%. The exclusion of subscription rights may not exceed 5% of the Company’s current capital stock. In calculating this 5% limit of the capital stock, an allowance shall be made for the granting of option or conversion rights for company shares excluding subscription rights after this authorization, i.e. since April 15, 2015, in accordance with Section 186 (3) sentence 4 AktG. Finally, in calculating this 5% limit, an allowance shall be made for sales of treasury shares excluding subscription rights in accordance with Section 186 (3) sentence 4 AktG.

In accordance with the statutory provisions, the need to protect shareholders by providing extensive protection against the dilution of their share ownership is accounted for by these requirements. Because of the issue price of the new shares being close to the stock market price and the limiting of the size of the capital increase without subscription rights, in principle, each shareholder has the opportunity to acquire the shares required to maintain
his/her/its shareholding through the stock exchange at almost identical conditions. Thus, it is ensured that in accordance with the legal purpose of Section 186 (3) sentence 4 AktG the financial and voting right interests are reasonably safeguarded when using the Authorized Capital excluding subscription rights, while at the same time the Company gains reasonable freedom to act in the interest of all shareholders.

Having considered all the described facts and circumstances, the Executive Board and the Supervisory Board deem the exclusion of subscription rights in the described cases both adequate and necessary for the reasons described above, even when taking into account the dilution effect arising to the detriment of the shareholders.

The Executive Board will report on the use of the Authorized Capital at the next Annual General Meeting.
III. Additional information

1. Total number of shares and voting rights

At the time of convening the 2015 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 51,008,023 of these shares. No voting rights may be exercised in respect of the 991,977 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 Wednesday, April 8, 2015.

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 HCE Haubrok AG
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@hce.de

or by completing the online registration form at
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. 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 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 11, 2015 (00:00 hours) up to and including April 15, 2015 (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 written 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 writing either (i) by sending the appropriate documents to the postal address, email address or fax number 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 writing to the Company up to the end of Tuesday, April 14, 2015, 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 available only to shareholders who register their shareholding for the purposes of the Annual General Meeting no later than the end of April 8, 2015. 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 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 8, 2015.

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 Tuesday, April 14, 2015, whereby the Company must have received them by this date. Postal votes may be submitted in writing 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 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 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 Sunday, March 15, 2015.

Shareholders requesting additions to the agenda must furnish proof that they have held the requisite minimum number of shares for at least three months prior to the date of their request and continue to hold these shares until the Executive Board makes a decision about their request.

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 Tuesday, March 31, 2015, 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
Abteilung Investor Relations
Dachauer Strasse 665
80995 München
Germany

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

or by sending an email to
hv2015@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) 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 share-
holders’ 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 2015
MTU Aero Engines AG
The Executive Board
For your notes
How to find us

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 Englschalkinger 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 Englschalkinger 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 Englschalkinger 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.

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 16 and 18 to “Arabellastrasse”