

**Invitation.**  
Annual Shareholders'  
Meeting 2010.



**LOEWE.**

## Invitation to the Annual Shareholders' Meeting

We invite the shareholders of our Company to attend our **Annual Shareholders' Meeting** to be held on **May 20, 2010** at **11:00 a.m.** at Alte Kongresshalle, Theresienhöhe 15, 80339 Munich, Germany.

### Agenda

**1. Presentation of the adopted annual financial statements for the year ending December 31, 2009, the approved consolidated financial statements for the year ending December 31, 2009 as well as the individual and the Group management report for the year ending December 31, 2009, the report of the Supervisory Board for the year ending December 31, 2009 and the report of the Executive Board explaining the disclosures in accordance with Sections 289 (4) and 315 (4) German Commercial Code.**

The Supervisory Board approved the financial statements and the consolidated financial statements prepared by the Executive Board

in accordance with Sections 172, 173 of the German Stock Corporation Act (AktG) on March 18, 2010 and accordingly adopted the financial statements. This eliminates a need for approval by the Annual Shareholders' Meeting. The financial statements and management report, the consolidated financial statements and the Group management report as well as the report of the Supervisory Board and the report of the Executive Board with narrative explanations required by the Takeover Law must be made available to the Annual Shareholders' Meeting without the need for a resolution in accordance with the German Stock Corporation Act.

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

The Supervisory Board and Executive Board propose that the distributable profit of EUR 6,252,054.24 for fiscal year 2009 be appropriated as follows:

- a) Amount to be distributed to the shareholders: EUR 3,252,307.25, reflecting a dividend of EUR 0.25 per share
- b) Carry-forward to new account: EUR 2,999,746.99.

### **3. Resolution ratifying the actions of the members of the Executive Board for fiscal year 2009.**

The Supervisory Board and Executive Board recommend ratification of all actions for fiscal year 2009 of all members of the Executive Board holding office in 2009.

**4. Resolution ratifying the actions of the members of the Supervisory Board for fiscal year 2009.**

The Supervisory Board and Executive Board recommend ratification of all actions for fiscal year 2009 of all members of the Supervisory Board holding office in 2009.

**5. Appointment of an auditor for the financial statements and the consolidated financial statements for fiscal year 2010 and the interim financial statements for fiscal year 2010.**

The Supervisory Board, having regard to the recommendations of the audit committee, proposes that Abstoß & Wolters OHG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, 41061 Mönchengladbach, Germany be appointed as auditor for the financial statements and consolidated financial statements for fiscal year 2010 and as auditor for the review of the condensed financial statements and the interim management report contained in the six months' report as of June 30, 2010.

**6. Resolution concerning approval of the system for remuneration of the members of the Executive Board.**

The German Act on the Appropriateness of Executive Board Remuneration (VorstAG) of July 31, 2009 empowers the Annual Shareholders' Meeting to decide concerning approval of the

system for remuneration of the members of the Executive Board (Section 120 (4) of the German Stock Corporation Act).

The remuneration system for the members of the Company's Executive Board is explained in detail in the remuneration report published as part of the Corporate Governance Report in the Annual Report for 2009 (see page 33 of the Annual Report for fiscal year 2009).

The Supervisory Board and Executive Board recommend approval of the system for remuneration of the members of the Executive Board of Loewe AG.

**7. Resolution concerning an authorization to acquire and to use treasury shares.**

The Supervisory Board and Executive Board propose adoption of the following resolution:

- a) The Company is authorized to acquire treasury shares equaling up to 10 % of its share capital existing on the date of the resolution. Together with the other shares held by the Company or to be treated as such in accordance with Sections 71d and 71e of the German Stock Corporation Act, the acquired shares may not at any time constitute more than 10 % of the share capital.

- b) The authorization can be exercised by the Company or by third parties for its account in entire or partial amounts and on one or several occasions in pursuing one or several purposes. The authorization is valid until May 19, 2015.
- c) At the discretion of the Executive Board, the shares may be acquired via the stock exchange or via a public offer to buy addressed to all shareholders of the Company.
  - aa) If the acquisition is made via the stock exchange, the purchase price to be paid by the Company per share of the Company (not including ancillary acquisition costs) may not be more than 10% higher or lower than the average closing prices on the three trading days preceding the acceptance of the obligation.

In this connection, with regard to each trading day, the **“closing price”** is the final price determined in the final auction, or if such a final price is not determined on the trading day concerned, the last price of the Company’s share determined in continuous trading in the XETRA trading system (or a comparable successor system) of the Frankfurt Stock Exchange.

- bb) If the acquisition is made via a public offer to buy addressed to all shareholders of the Company, the purchase price per share offered by the Company (not including ancillary acquisition costs) may not be more than 10% higher or lower than the average of the closing prices (as defined in letter aa) above) on the three trading days before the record date.

**“Record date”** is the day the Company announces its decision to issue a public offer, or in the case of a change of offer, the day of the Executive Board’s final decision concerning the change of offer.

The offer to buy can include other conditions. If the entire acceptance of the offer exceeds this volume, the acquisition must be in proportion to the tendered shares. The Company can provide a preferential acceptance of low share numbers of up to 100 shares tendered per shareholder.

- d) The Executive Board is authorized, with the consent of the Supervisory Board, to use the shares acquired under this authorization for all purposes allowed by law but also for the following purposes in particular:

- aa) The shares may be recalled without the necessity of another resolution of the Annual Shareholders' Meeting being required for the recall or its implementation. A recall will result in a capital reduction. The shares may also be recalled in a simplified procedure without a capital reduction by adjusting the proportion of the remaining shares in the Company's share capital. The recall may also be limited to a portion of the acquired shares. The authorization to recall shares may be exercised more than once.
- bb) The shares can be transferred against consideration in kind.
- cc) The shares can also be sold in another manner than via the stock exchange if the shares are sold in exchange for cash at a price that is not substantially lower than the stock exchange price of the shares at the time of the sale. If the shares sold are offered to the shareholders while not safeguarding their subscription right, they may in aggregate not exceed 10% of the share capital, and specifically neither on the date this authorization takes effect nor on the date of its exercise.
- e) The authorizations in letters d) bb) and cc) also apply to shares of the Company that are acquired based on Section 71d sentence 5 of the German Stock Corporation Act.
- f) The authorizations in letter d) can be exercised on one or several occasions, entirely or in parts, individually or collectively.
- g) The subscription right of the shareholders to treasury shares can be excluded with the consent of the Supervisory Board if they are used in accordance with the authorizations in letters d) bb) to cc). The 10% limit applicable to sales of treasury shares in accordance with the authorization in letter d) cc). The 10% limit applicable to sales of treasury shares in accordance with the authorization in letter d) cc) while excluding the subscription right must be taken into account based on other authorizations in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act.
- h) The currently existing authorization to acquire and use treasury shares issued by the Company's Annual Shareholders' Meeting on May 26, 2009 and time-limited until November 25, 2010, is hereby canceled if no use of it has been made to this date.

**8. Resolution concerning the cancellation of the existing Authorized Capital and creation of new 2010 Authorized Capital as well as the corresponding amendment to the Articles of Incorporation.**

The Supervisory Board and Executive Board propose that the following resolutions be adopted:

- a) The authorization granted to the Executive Board, with the consent of the Supervisory Board, to increase the Company's share capital by no later than June 1, 2010 (2005 Authorized Capital) is hereby canceled effective midnight on May 30, 2010, or if the new authorized capital according to paragraph b) is recorded in the Commercial Register before that date, the cancellation will take effect on that date.
- b) The Executive Board is authorized, with the consent of the Supervisory Board, to increase the Company's share capital in exchange for cash or non-cash contributions on one occasion or in partial amounts by a total of up to EUR 6,504,614, through the issue of up to 6,504,614 new bearer shares with dividend entitlement as of the beginning of the fiscal year current on the date of issue (2010 Authorized Capital) by no later than May 19, 2015. The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the statutory

- subscription right of the shareholders,
- if a capital increase in exchange for cash contributions does not exceed 10 % of the share capital and the issue amount of the new shares is not substantially lower than the stock exchange price (Section 186 (3) sentence 4 of the German Stock Corporation Act); if use is made of this authorization with exclusion of the subscription right pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act, the exclusion of the subscription right based on other authorizations must be taken into account in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act;
  - if the shares are issued in exchange for non-cash contributions for the purpose of acquiring companies or equity interests in companies or business units or for the purpose of acquiring claims against the Company;
  - if it is necessary to even out fractional amounts.

The sum total of shares issued in exchange for cash or non-cash contributions in accordance with this authorization, subject to exclusion of the subscription right, shall not exceed a proportionate amount of 20% of the share capital existing on the date this authorization takes effect and – if this value is lower – on the date this authorization is used.

c) The Executive Board is authorized, with the consent of the Supervisory Board, to determine the additional details of the capital increase and its execution. The Supervisory Board is authorized to revise the wording of the Articles of Incorporation in accordance with the utilization of the Authorized Capital.

d) Section 5 (1) of the Articles of Incorporation is amended as follows to conform to the above resolutions:

„(1) The Executive Board is authorized, with the consent of the Supervisory Board, to increase the Company’s share capital in exchange for cash or non-cash contributions on one occasion or in partial amounts by a total of up to EUR 6,504,614, through the issue of up to 6,504,614 new bearer shares with dividend entitlement as of the beginning of the fiscal year current on the date of issue (2010 Authorized Capital) by no later than May 19, 2015. The Executive Board is authorized, with the consent of the Supervisory Board, to exclude the statutory subscription right of the shareholders,

- if a capital increase in exchange for cash contributions does not exceed 10 % of the share capital and the issue amount of the new shares is not substantially lower than the stock exchange price (Section 186 (3) sentence 4 of the German Stock Corporation Act); if use is made of this authorization

with exclusion of the subscription right pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act, the exclusion of the subscription right based on other authorizations must be taken into account in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act;

- if the shares are issued in exchange for non-cash contributions for the purpose of acquiring companies or equity interests in companies or business units or for the purpose of acquiring claims against the Company;
- if it is necessary to even out fractional amounts.

The sum total of shares issued in exchange for cash or non-cash contributions in accordance with this authorization, subject to exclusion of the subscription right, shall not exceed a proportionate amount of 20 % of the share capital existing on the date this authorization takes effect and – if this value is lower – on the date this authorization is used.

The Executive Board is authorized, with the consent of the Supervisory Board, to determine the additional details of the capital increase and its execution. The Supervisory Board is authorized to revise the wording of the Articles of Incorporation in accordance with the utilization of the Authorized Capital.”

**9. Resolution concerning amendments of the Articles of Incorporation for conformity to the Shareholder Rights Directive Implementation Act (ARUG).**

The Shareholder Rights Directive Implementation Act (ARUG) was published in the Federal Law Gazette on August 4, 2009 and took effect on September 1, 2009. The Act substantially reforms the rights of the Annual Shareholders' Meeting. The Company's Articles of Incorporation are to be amended to conform to the new situation.

The Supervisory Board and Executive Board therefore propose that the following resolutions be adopted:

- a) Section 21 (2) of the Articles of Incorporation ("Requirements for Participation in the Annual Shareholders' Meeting") shall be amended as follows:

„(2) Necessary and adequate evidence of entitlement to attend the Annual Shareholders' Meeting and to exercise the voting right is evidence of shareholding prepared in text form in German or English by an institution approved for the custodianship of securities. The notice of convening may contain additional languages in which the confirmation can be written and additional institutions from which the evidence can be

obtained. The evidence must refer to the legally prescribed date prior to the Annual Shareholders' Meeting and be received by the Company at the address stated for that purpose in the notice of convening before the end of the legally prescribed period before the Annual Shareholders' Meeting. A shorter period of time, to be stated in days, may be determined in the notice of convening."

- b) The following paragraphs 3 and 4 shall be added to Section 21 of the Articles of Incorporation ("Requirements for Participation in the Annual Shareholders' Meeting"):

„(3) The Executive Board is authorized to provide that shareholders can participate in the Annual Shareholders' Meeting without attending the venue and without a proxy and exercise their rights in part or in full via electronic communication (online participation). If the Executive Board makes use of this authorization, the complete details must be provided in the notice of convening.

- (4) The shareholder's entitlement under Section 128 (1) sentence 1 of the German Stock Corporation Act to notification pursuant to Section 125 (1) of the German Stock Corporation Act is limited to electronic communication. The Executive Board may authorize

the financial institutions to provide notification in paper form or by other means. This must be announced in the notice convening the Annual Shareholders' Meeting."

- c) The following sentence 3 shall be added to Section 22 (3) of the Articles of Incorporation ("Voting Rights"):

"An additional simplification of the formal requirement may be determined in the notice of convening."

- d) The following paragraph 4 shall be added after paragraph 3 of the Articles of Incorporation ("Voting Rights"):

„(4) The Executive Board may grant the shareholders the possibility of casting their votes in writing or by electronic communication (absentee ballot) without personally attending the Annual Shareholders' Meeting or attending through a representative; it may also determine the procedural details. An announcement to that affect shall appear in the notice convening the Annual Shareholders' Meeting."

The previous Section 22 (4) of the Articles of Incorporation shall become Section 22 (5).

- e) The following paragraph 4 shall be added to Section 23 of the Articles of Incorporation ("Chairperson in the Annual Shareholders' Meeting"):

„(4) The Chairman of the Meeting is authorized to allow partial or complete video and audio transmission of the Annual Shareholders' Meeting."

#### **10. Resolution concerning additional amendments to the Articles of Incorporation.**

The Supervisory Board and Executive Board propose that the following resolutions be adopted:

- a) The wording of Section 3 of the Articles of Incorporation is amended as follows:

#### **"Section 3 Announcements**

Announcements of the Company required by law or the Articles of Association shall be made in the electronic Federal Gazette. If another form of announcement is required by law, such form of announcement shall be used in place of the electronic Federal Gazette."

- b) Section 9 (1) sentence 3 of the Articles of Incorporation is removed without replacement.



**Report of the Executive Board pursuant to Section 71 (1) No. 8 sentence 5 first half of sentence 2 of the German Stock Corporation Act in conjunction with Section 186 (4) sentence 2 of the German Stock Corporation Act concerning the exclusion of the subscription right in agenda item 7.**

Section 71, (1) No. 8 of the German Stock Corporation Act offers stock corporations the option to acquire up to a total of 10% of their share capital based on an authorization by the Annual Shareholders' Meeting.

Agenda item 7 contains the proposal to grant such an authorization which is limited to a period of 5 years. It is intended to enable the Company to acquire treasury shares via the stock exchange up to an amount totaling 10% of the Company's share capital. Section 71 (1) No. 8 of the German Stock Corporation Act also allows other forms of acquisition and sale in addition to the typical case of acquisition and sale via the stock exchange. The use of this option is to be made possible.

The Company is also to be given the option to acquire treasury shares via a public offer to buy addressed to the Company's shareholders. The principle of equal treatment under stock corporation law must be complied with in doing so. If a public offer to buy is oversubscribed, the acceptance must be made proportionally. However, it should be possible

to provide for a preferential acceptance of small offers or small parts of offers not exceeding a maximum of 100 shares. This possibility serves the purpose of making the technical clearing easier and avoiding small residual amounts.

The purchase price per share offered (not including ancillary acquisition costs) may not be more than 10% higher or lower than the average of the closing prices (as defined in the proposed authorization resolution) on the three preceding trading days. For acquisition via the stock exchange, the applicable point in time is the acceptance of the obligation to acquire shares by the Company. The record date for the acquisition through a public offer to buy is the date the Company announces its decision to issue a public offer, or in the case of a change of offer, the date of the Executive Board's final decision concerning the change of offer. The offer to buy can stipulate conditions, e.g. the achievement of a minimum acceptance quota.

The resolution provides that the Executive Board, with the consent of the Supervisory Board, may decide concerning the use of the acquired shares. The authorization is intended to enable the Executive Board to react flexibly to any business requirements in the interest of the Company while safeguarding the concerns of the shareholders. The Executive Board may thus resell the treasury shares via the stock

exchange or via an offer to all shareholders. However, the Executive Board is also to be enabled to offer the acquired shares to individual third parties or shareholders outside of the stock exchange. This is intended, for example to provide the option to use treasury shares as consideration in business combinations, for the acquisition of companies, equity interests in companies, business units or the acquisition of claims against the Company as acquisition currency without having to create shares from the authorized capital for this purpose, which would lead to a percentage dilution of the shareholdings of the shareholders. International competition and the globalization of the economy increasingly demand this form of consideration. The authorization proposed here is intended to enable the Company to take advantage of opportunities rapidly and flexibly without burdening the Company's liquidity. The proposed exclusion of the subscription right takes this into account.

In the event that the Company sells acquired treasury shares to individual shareholders or third parties in other cases, pursuant to the provision of Section 186 (3) sentence 4 of the German Stock Corporation Act, the shares may only be sold at a price that is not significantly lower than the stock exchange price of the share at the time of the sale. This provision is intended to protect the interest of the shareholders in not having the value of their investment diluted.

The orientation of the sale price to the stock exchange price appropriately guarantees the pecuniary and voting right interests of the shareholders. In determining the final sale price, management will make an effort to keep a possible discount on the stock exchange price as low as possible – while taking the current market circumstances into account. This authorization is necessary to enable the Company to be able to react to offers or investment inquiries from financially strong investors which serve the Company's business purposes.

The Company may recall the treasury shares acquired based on this or an earlier authorization resolution without a new resolution of the Annual Shareholders' Meeting. The recall will result in a reduction of the share capital. In accordance with Section 237 (3) No. 3 of the German Stock Corporation Act, the Company's Annual Shareholders' Meeting may decide to recall its fully paid-in shares even without the necessity of a reduction of the Company's share capital. In addition to a recall with a capital reduction, the proposed authorization expressly provides this alternative. A recall of the treasury shares without a capital reduction will automatically increase the notional portion of the remaining shares in the Company's share capital.

The Executive Board will inform the subsequent Annual Shareholders' Meeting concerning the utilization of the authorization.

**Report of the Executive Board pursuant to Section 203 (2) sentence 2 of the German Stock Corporation Act in conjunction with Section 186 (4) sentence 2 of the German Stock Corporation Act concerning the exclusion of the subscription right in agenda item 8.**

In agenda item 8, the Supervisory Board and Executive Board have proposed to the Annual Shareholders' Meeting that new authorized capital of up to EUR 6,504,614 be created. This is intended to afford the Company the greatest possible latitude in adjusting the Company's equity base to the business and legal requirements. The shareholders have in principle a subscription right in the utilization of the authorized capital. However, it is proposed to authorize the Executive Board, with the consent of the Supervisory Board, to exclude the shareholders' subscription right,

- if a capital increase in exchange for cash contributions does not exceed 10% of the share capital and the issue amount of the new shares is not significantly lower than the stock exchange price (Section 186 (3) sentence 4 of the German Stock Corporation Act).

This authorization to exclude the subscription right in capital increases provides the Executive Board the possibility to exclude the subscription

right of the shareholders in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act, with the consent of the Supervisory Board. The proposal is thus within the scope of the legal regulations. The volume of the authorization corresponds to 10% of the Company's share capital. This authorization enables a short-term placement of shares with flexible utilization of favorable market circumstances and generally leads to significantly higher proceeds than in the case of a placement of shares with a subscription right. This is the case because it is not necessary to take into account a price change risk for the subscription period in determining the placement fee. This form of capital increase should enable the Executive Board to perform the strengthening of the equity base needed for the future business development under optimal conditions. The fact that the issue amount of the share is not substantially lower than the stock exchange price takes into account the interest of the shareholders in protection against dilution in value. As the new shares are placed close to the stock exchange price, each shareholder can acquire shares in the market to maintain his or her interest at roughly the same conditions as provided by the issue. The Executive Board will set the issue amount as close to the then current stock exchange price as is possible while taking into account the situation in the capital market and will endeavor to achieve a placement with minimum impact on the market.



– if the shares are issued in exchange for non-cash contributions for the purpose of acquiring companies or equity interests in companies or business units or for the purpose of acquiring claims against the Company.

This authorization to exclude the subscription right in capital increases from authorized capital is intended to enable the Company, in suitable cases, to acquire companies, equity interests in companies or business units as well as claims against the Company in exchange for transfer of shares of the Company or to merge with other companies. The Company thus has an instrument for implementing possible acquisitions with the aid of flexible possibilities for financing without tapping into the Company's cash resources. The possibility of being able to respond rapidly and successfully to such advantageous offers or opportunities also serves to preserve and increase the Company's competitiveness. The authorization extends in particular to the acquisition of equity interests, i.e. the takeover of a company or a business unit by acquisition of the assets, rights, contractual positions and the like that are determinative for them. The possibility of redeeming claims against the Company in an individual case by being able to issue shares of the Company also has the advantage of avoiding a burdening of liquidity. As a capital increase in the aforementioned cases must frequently be carried out on short notice, the capital increase can usually not be directly adopted by the Annual

Shareholders' Meeting. Convening an extraordinary shareholders' meeting for each acquisition would, however not be practical in such cases because of the costs and time constraints involved. To also be capable of acting in such cases, it is in the interest of the Company to increase the share capital through the issue of new shares in exchange for non-cash contributions while excluding the subscription right of the shareholders.

– for fractional amounts;

Only technical reasons apply to the authorization to exclude the subscription right in the case of fractional amounts. In the individual case, this is intended to enable the Executive Board to establish an even subscription ratio. This facilitates the settlement of subscription rights and saves additional expense. The possible dilution effect is low due to the limitation to fractional amounts.

The sum total of shares issued in exchange for cash or non-cash contributions in accordance with this authorization, subject to exclusion of the subscription right, shall not exceed a proportionate amount of 20% of the share capital existing on the date this authorization takes effect and – if this value is lower – on the date this authorization is used. This restriction ensures a corresponding limitation of exclusions of subscription rights in an upward direction

and limits the possible dilution of the shareholders excluded from the subscription right.

In each individual case, the Executive Board will review whether it will make use of the authorization to exclude the subscription right. This option will only be used if the Executive Board and Supervisory Board feel it is in the interest of the Company and accordingly its shareholders. The Executive Board will, with the consent of the Supervisory Board, determine the issue amount for the new shares while safeguarding the interests of the Company and its shareholders.

## Conditions of Participation

### 1. Total number of shares and voting rights on the date the Annual Shareholders' Meeting is convened.

On April 9, 2010, the date the Annual Shareholders' Meeting is convened, the Company's share capital comes to EUR 13,009,229.00 and is divided into 13,009,229 shares with a notional portion of the share capital of EUR 1.00 per share. Each share confers one vote. On the date the Annual Shareholders' Meeting is convened, the Company holds no treasury shares. On April 9, 2010, the date the Annual Shareholders' Meeting is convened, the total number of shares carrying attendance and voting rights is thus 13,009,229.

### 2. Requirements for participating in the Annual Shareholders' Meeting and exercising the voting right.

Pursuant to Section 21 of the Articles of Incorporation, only those shareholders who have furnished evidence to the Company of their entitlement to participate in the Annual Shareholders' Meeting and to exercise their voting right in accordance with the following sentence will be entitled to attend the Shareholders' Meeting and to exercise their voting right. Necessary and adequate evidence of entitlement to attend the Annual Shareholders' Meeting and to exercise the voting right is evidence of shareholding prepared in

text form in German or English by an institution approved for the custodianship of securities. Such evidence must refer to the **start of April 29, 2010** (00:00 hrs local time at the Company's registered offices in Kronach) ("record date") and must reach the Company by **no later than May 13, 2010** at the following address, Loewe AG, Industriestrasse 11, 96317 Kronach, or the following address:

Loewe AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10, 80637 Munich, Germany  
Fax: +49 89 21 02 72 98 / E-Mail: [meldedaten@haubrok-ce.de](mailto:meldedaten@haubrok-ce.de)

Only persons who have provided the special evidence of shareholding are regarded as shareholders of the Company for participation in the Annual Shareholders' Meeting and the exercise of the voting right. The entitlement to participate and the scope of the voting right are exclusively based on the shareholding as of the record date. The record date is not associated with a block for the salability of the shareholding. Even in the case of a complete or partial sale of the shareholding after the record date, only the shareholding on the record date is relevant for participation and the scope of the voting right, i.e. sales of shares after the record date have no impact on the entitlement to participate and the scope of the voting right. The same applies to acquisitions of shares after the record date.

After the evidence of shareholding has been received, admission tickets for the Annual Shareholders' Meeting will be sent to the shareholders. We request our shareholders to register and send the evidence of their shareholding to the Company at an early date and recommend that they contact their custodian bank as soon as possible.

### **3. Procedure for voting/proxy.**

Shareholders can also arrange to have their voting right exercised in the Annual Shareholders' Meeting by a proxy, e.g. a bank, a shareholders' association or another person. In this case as well, evidence of shareholding must be provided in due time. If the shareholder grants proxy to more than one person, the Company shall be entitled to reject one or more of them in accordance with Section 134 (3) sentence 2 of the German Stock Corporation Act.

A form that can be used for granting proxy is on the back of the admission ticket which is sent to the shareholders after the above-described registration is sent in proper form and in due time. Furthermore, the shareholders may request that a proxy form be sent to them at any time. The form is also available for download at [www.loewe.de](http://www.loewe.de) by linking to "Loewe AG", "Investor Relations", "Corporate Events/ASM" and "Annual shareholders' meeting".

If neither a bank nor a shareholder association or a person or institution on an equal standing with them in accordance with the provisions of the German Stock Corporation Act is granted proxy, the grant of proxy statement, its revocation and the verification of the proxy to the Company must be in text form (Section 126b German Civil Code). If banks, shareholder associations or institutions on an equal standing with them are appointed as proxies, text form is neither required by law nor the Articles of Incorporation. In this case, please consult with the party to be granted proxy concerning the form of the grant of proxy statement.

The proxy can furnish evidence of a granted proxy by presenting the grant of proxy statement to the security staff on the day of the Annual Shareholders' Meeting. Please use the contact information below (especially when transmitting information electronically) to report a grant or revocation of voting proxy to the Company as well as to transmit evidence of the granting of proxy:

Loewe AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10, 80637 Munich, Germany  
Fax: +49 89 21 02 72 98 / E-Mail: [vollmacht@haubrok-ce.de](mailto:vollmacht@haubrok-ce.de)

As a special service, we offer our shareholders the option of appointing proxy voting representatives named by the Company and bound by the instructions of the shareholder. Shareholders who wish to appoint the proxy voting representatives named by the Company already before the Annual Shareholders' Meeting must provide evidence of shareholding. Together with the admission ticket, they will receive additional information concerning proxy voting and a form for granting proxy and instructions to the Company's proxy voting representatives. The form is also available for download at [www.loewe.de](http://www.loewe.de) by linking to "Loewe AG", "Investor Relations", "Corporate Events/ASM" and "Annual shareholders' meeting". If a proxy representative named by the Company is authorized, that person must also be given instructions for exercising the voting right in any case. The proxy voting representatives are required to vote in accordance with the instructions given. The Company's proxy voting representatives accept no power of attorney to submit objections to resolutions of the Annual Shareholders' Meeting, to exercise the right to speak and ask questions or to file motions.

The proxy voting representatives of the Company must receive the proxy statement with the instructions to the Company's proxy voting representatives and the verification of the proxy at the aforementioned address, fax number or e-mail address by no later than midnight on May 19, 2010.

In addition, we offer shareholders who have registered properly and in due time and appear at the Annual Shareholders' Meeting the possibility to exercise their voting rights through a proxy appointed by the Company.

**4. Information on shareholder rights pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act.**

**a) Motions concerning the Agenda pursuant to Section 122 (2) of the German Stock Corporation Act**

Shareholders, individually or collectively, holding a minimum of one-twentieth of the share capital (corresponds to EUR 650,462.00) or the proportionate amount of EUR 500,000.00 may submit a motion to put items on the agenda and have them published pursuant to Section 122 (2) of the German Stock Corporation Act. Each new item must be substantiated and have a draft resolution attached. Motions must be received by the Company at least 30 days prior to the Meeting, whereby the day of the Annual Meeting of Shareholders and the date of receipt of the documents are not to be counted. The last possible day of receipt is thus midnight on April 19, 2010. Motions received later than that will not be considered. The motion must be forwarded in writing (Section 126 of the German Stock Corporation Act) to the Executive Board of Loewe AG at the following address:

Loewe AG  
Executive Board  
Industriestrasse 11  
96317 Kronach, Germany

Unless made public at the time of the convening of the meeting, requests for amendments of the agenda that are required to be disclosed are published immediately upon receipt in the electronic Federal Gazette and submitted to those media for publication which are presumed to distribute the information throughout the European Union. In addition, such requests are disclosed on the Internet at [www.loewe.de](http://www.loewe.de) under the links "Loewe AG", "Investor Relations", "Corporate Events/ASM" and "Annual shareholders' meeting" and disclosed to the shareholders.

**b) Countermotions and nominations pursuant to Sections 126 (1), 127 of the German Stock Corporation Act**

Pursuant to Section 126 (1) of the German Stock Corporation Act, each shareholder is entitled to submit countermotions to draft resolutions regarding the items on the agenda. If the countermotions are to be made available by the Company, they must be forwarded to the following address at least 14 days prior to the Meeting, i.e. by no later than midnight on May 5, 2010:

Loewe AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10, 80637 Munich, Germany  
Fax: +49 89 21 02 72 98 / E-Mail: [gegenantraege@haubrok-ce.de](mailto:gegenantraege@haubrok-ce.de)

Countermotions and nominations addressed otherwise will not be made available.

Subject to Section 126 (2) and (3) of the German Stock Corporation Act, we will disclose shareholders' countermotions to be made available including the name of the shareholder and the substantiation as well as any comment in the Internet at [www.loewe.de](http://www.loewe.de) under "Loewe AG", "Investor Relations", "Corporate Events/ASM" and "Annual shareholders' meeting".

Pursuant to Section 127 of the German Stock Corporation Act, these provisions apply mutatis mutandis to a shareholder's nomination for the appointment of auditors. However, it is not necessary to substantiate such a nomination. In addition to the reasons stated in Section 126 (2) of the German Stock Corporation Act, the Executive Board is not required to make a nomination available if the nomination does not contain the name, profession and residence of the auditor.

Countermotions and nominations are made only if they are made orally during the Annual Shareholders' Meeting. This does not affect the right of each shareholder to make countermotions and nominations regarding the different agenda items during the Annual Shareholders' Meeting even without having forwarded them to the Company in advance and in good time.

**c) Right to information pursuant to Section 131 (1) of the German Stock Corporation Act**

Pursuant to Section 131 (1) of the German Stock Corporation Act, each shareholder shall upon request be provided with information at the Annual Shareholders' Meeting by the Executive Board regarding the Company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda and no right to withhold information exists. The obligation of the Executive Board to provide information also extends to the legal and business relations of Loewe AG with its associated companies and to the state of the Loewe Group and the affiliated enterprises included in the Loewe consolidated financial statements.

Pursuant to Section 23 (3) sentence 3 of the Company's Articles of Incorporation, the chairman of the Annual Shareholders' Meeting may limit the time allowed for shareholders to take the floor for

questions and statements. Moreover, the Executive Board is entitled to refuse to provide information in specific cases conclusively covered by the German Stock Corporation Act (Section 131 (3) of the German Corporation Act) to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the Company or an affiliated enterprise.

Explanatory information concerning shareholder rights pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) of the German Stock Corporation Act is also available in the Internet at [www.loewe.de](http://www.loewe.de) by linking to "Loewe AG", "Investor Relations", "Corporate Events/ASM" and "Annual shareholders' meeting".

**5. Reference to the Company's website.**

This invitation to the Annual Shareholders' Meeting, the documents that are required to be made available to the Annual Shareholders' Meeting and further information relating to the Annual Shareholders' Meeting can be viewed (and downloaded) once the Annual Shareholders' Meeting has been convened on the website [www.loewe.de](http://www.loewe.de) by linking to "Loewe AG", "Investor Relations", "Corporate Events / ASM" and "Annual shareholders' meeting".

Kronach, April 2010  
Loewe AG, The Executive Board



**Directions to the meeting location:**

Alte Kongresshalle  
Theresienhöhe 15  
80339 Munich, Germany.

**Directions:**

Due to the inadequate availability of parking close to the Alte Kongresshalle, we recommend using public transport.

**From Munich Airport:****– Urban rail (S-Bahn) line S8:**

Please take the urban rail (S-Bahn) line 8 in the direction of Herrsching (city center) | get out at the Ostbahnhof station | take the U5 subway in the direction of Laimer Platz | get out at the Schwanthalerhöhe station | take the exit leading to the Traffic Center of the German Museum (Deutsches Museum) | after about a 3 minute walk you will arrive at the Alte Kongresshalle.

**– Urban rail (S-Bahn) line S1:**

Please take the urban rail (S-Bahn) line 1 in the direction of Neufahrn (city center) | get out at the Munich Central Station | take the U4/U5 subway in the direction of Laimer Platz | get out at the Schwanthalerhöhe station | take the exit leading to the Traffic Center of the German Museum (Deutsches Museum) | after about a 3 minute walk you will arrive at the Alte Kongresshalle.

**From the Munich Central Station:**

Please take the U4/U5 subway in the direction of Laimer Platz | get out at the Schwanthalerhöhe station | take the exit leading to the Traffic Center of the German Museum (Deutsches Museum) | after about a 3 minute walk you will arrive at the Alte Kongresshalle.

**From the Donnersbergerbrücke** (with connections to every urban rail line):

Please take bus line 53 in the direction of Aidenbachstraße | after 7 minutes, exit the bus at the Schwanthalerhöhe station | after a 9 minute walk you will arrive at the Alte Kongresshalle.

**Other connections:**

You can take bus line 134 in the direction of Theresienhöhe (subway stations Fürstenried West, Obersendling, Harras, Schwanthalerhöhe) | get out at the Theresienhöhe station | after about a 4 minute walk you will arrive at the Alte Kongresshalle.

If you arrive by car, you can use the metered parking lot on the Theresienwiese or the “Theresie” parking garage at Heimeranstrasse 25; however we will not reimburse the parking fee.

We wish all our shareholders and guests a pleasant journey.



# LOEWE.

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Ticker symbol: LOE  
ISIN Code: DE 0006494107

Loewe shares are traded in the Prime Standard  
segment of the German stock exchange

Indices: SDAX<sup>®</sup>  
Classic All share<sup>®</sup>  
Prime All share  
CDAX<sup>®</sup>