

In case of discrepancies between the English and the German version of the invitation to the AGM, the German version is valid.



11880 Solutions AG
Planegg-Martinsried
WKN 511 880 - ISIN DE0005118806

Invitation to the ordinary 2017 Annual General Meeting

We hereby invite our shareholders to the ordinary Annual General Meeting. It will be held on

Tuesday, 27 June 2017, at 11:00 a.m.,
in the conference room „Ellipse“ at IZB Innovations- und Gründerzentrum Biotechnologie
Martinsried mbH,
Am Klopferspitz 19, 82152 Planegg/Martinsried

I. Agenda

- 1. Presentation of the approved annual financial statements and the management report of 11880 Solutions AG as of 31 December 2016, the approved consolidated financial statements for the 2016 financial year, the report of the Supervisory Board and the explanatory report of the Management Board on the statements required in accordance with Section 289 sub-sections (4) and (5), Section 315 sub-section (4) of the German Commercial Code [HGB]**

The Supervisory Board has already approved the annual financial statements and the consolidated financial statements on 22 March 2017. In accordance with the statutory provisions, no resolution will be adopted in reference to this agenda item.

The aforementioned documents may be downloaded online from <https://ir.11880.com/hauptversammlung> and will be available for review by the shareholders from the day of convocation of the Annual General Meeting at the business premises of 11880 Solutions AG, Fraunhoferstrasse 12a, 82152 Planegg-Martinsried, Germany. The documents will also be held available for review during the Annual General Meeting. Upon request, a copy of the documents will be furnished and sent to each shareholder without delay and free of charge.

- 2. Adoption of a resolution on the formal discharge of the members of the Management Board**

The Supervisory Board and the Management Board propose to grant discharge to the current members of the Management Board for the 2016 financial year.

- 3. Adoption of a resolution on the formal discharge of the members of the Supervisory Board**

The Management Board and the Supervisory Board propose to grant discharge to the current and former members of the Supervisory Board for the 2016 financial year.

- 4. Adoption of a resolution on the appointment of the auditor and group auditor for the 2017 financial year**

Based on the recommendation made by the audit committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, as the Company's auditor and group auditor and, where applicable, as auditor for the review of the interim reports for the 2017 fiscal year.

5. Adoption of a resolution on the by-election of a Supervisory Board member

Mr. Andrea Servo resigned as a member of the Supervisory Board with effect from 19th January 2017.

The company's Supervisory Board is to be formed according to the regulations Sections 1 sub-sections 1,4 sub-section 1 f. One-Third Participation Act, Sections 95, 96 sub-section 1 German Stock Corporation Act [AktG], in connection with clause 4.1 (1) of the articles of associations of 11880 Solutions AG and consists of one third of employee representatives (two supervisory board members) and of two thirds of representatives of the shareholders (four supervisory board members). The General Meeting is not bound by election proposals.

The Supervisory Board, in accordance with the recommendations of the Nomination Committee, proposes to elect Ms Gabriela Fabotti, residing at Allassio (SV) Italy, CFO (Chief Financial Officer) at Italiaonline S.p.A., Assago, Italy, a member to the Supervisory Board in the function of representative of shareholders for the resigned member of the Supervisory Board.

The election of the new member to the Supervisory Board is for the remaining term of the resigned member of the Supervisory Board pursuant to Section 4.1, sub-section (2) of the company's articles of association.

Ms Fabotti is not a member of any other domestic supervisory boards formed according to statutory requirement. Her memberships in comparable foreign supervisory bodies are mentioned under II.3.

According to clause 5.4.1, sub-section 6 to 8 of the German Corporate Governance Code in the version dated 7 February 2017, the Supervisory Board shall disclose, when making an election proposal to the General Meeting, the personal and business relations of each candidate to the company, the corporate bodies and a substantial shareholder of the company. For the purpose of this recommendation, a substantial shareholder corresponds to a shareholder directly or indirectly holding more than 10% of the company's voting shares.

With regard to the election proposal concerning Ms Fabotti, it is therefore declared that she is, among others, CFO at Italiaonline S.p.A. which currently directly and indirectly holds a total of 16.24 % of the voting rights of 11880 Solutions AG.

In the Supervisory Board's opinion, there are no further personal or business relations to be disclosed according to clause 5.4.1, sub-sections 6 to 8 of the German Corporate Governance Code in the version dated 7 February 2017 between the person proposed for election to the Supervisory Board and the company, the corporate bodies and a substantial shareholder of the company, except for the relation mentioned above.

A CV of the candidate proposed for election is available on the Internet at <https://ir.11880.com/hauptversammlung>

6. Adoption of a resolution on the amendments to the articles of association of 11880 Solutions AG under clause 3.1, sub-section 1 and sub-section 2

The German Stock Corporation Act [AktG] provides for the possibility under Section 76 that also with companies whose share capital amounts to more than 3 million euros, the Management Board may consist of only one person, if this is allowed for by the articles of association. The company would like to make use of this regulation, in case this may be required, and therefore proposes the following amendment to the articles of association:

The Management Board and the Supervisory Board of 11880 Solutions AG propose to change clause 3.1, sub-section 1 and sub-section 2 of the articles of association accordingly and to revise them as follows:

Clause 3.1, sub-section 1 is revised and now reads:

„The company’s Management Board comprises of one or several persons; moreover, apart from that, the Supervisory Board shall determine the members of the Management Board. The Supervisory Board is entitled to appoint a member of the Management Board as chairperson of the Management Board. Furthermore, the Supervisory Board is entitled to appoint deputy members of the Management Board.”

Clause 3.2 is revised and now reads:

„Should the Management Board only be comprised of one member, the company is represented by this member. Should the Management Board be comprised of several members, the company is represented by two members of the Management Board together or by a member of the Management Board together with a proxy. Should the Management Board be comprised of several members, the Supervisory Board may entitle each member of the Management Board to solely represent the company. The Supervisory Board is entitled to grant individual or all members of the Management Board the power to conduct legal transactions in the name of the company with himself/herself as representative of a third party (exemption from the prohibition of double representation).”

7. Adoption of a resolution on the exemption from the statutory obligation for individualized disclosure of executive remuneration for the 2017 - 2021 financial years

The Management Board and the Supervisory Board propose not to disclose the earnings and other benefits received by each member of the Management Board in accordance with Section 285 sentence 1 No. 9 lit. (a) sentences 5 to 8 of the German Commercial Code [HGB] and Section 314 sub-section 1 No. 6 lit. (a) sentences 5 to 8 of the German Commercial Code [HGB] for the

2017 - 2021 financial years both in the annual statements of accounts and in the consolidated financial statements.

II. Additional details and instructions

1. Additional details and instructions

1.1. Total number of shares and voting rights

At the time of the convocation of the Annual General Meeting, the stated share capital of the Company is comprised of 19,111,091 no-par shares, each representing one vote. The Company does not hold any own shares. Hence, all shares issued carry full participation and voting rights at the time of the convocation of this Annual General Meeting. There are no different classes of shares.

1.2. Requirements for the attendance of the Annual General Meeting and the exercise of the voting right (including the record date and its significance)

According to Paragraph 5.2 of the Company's articles of association, only those shareholders are entitled to attend the Annual General Meeting and to exercise the voting right who have registered with the Company in due time prior to said meeting and who have presented special proof of their share ownership in text form issued by their depository bank (cf. Section 126 b of the German Civil Code [BGB]) to the Company. Said proof of share ownership can be made out either in the German or the English language and shall refer to the beginning of the 21st day before the Annual General Meeting (6 June 2017, 00:00 hrs CEST) (the Record Date).

The registration and the proof of share ownership must be received by the Company not later than Tuesday, 20 June 2017, 24:00 hrs CEST and must be addressed to the following address, facsimile number, or e-mail address:

11880 Solutions AG
c/o Better Orange IR & HV AG
Haidelweg 48
D-81241 Munich
Facsimile: +49-89-889-690-633
E-mail address: anmeldung@better-orange.de

In relation to the Company, attendance of the Annual General Meeting or the exercise of voting rights as a shareholder is possible only if proof of share ownership in the method described above has been provided. The entitlement to participate and the scope of the voting right are based exclusively on the shareholding actually held by the shareholder according to the proof of share ownership as of the record date. Registration for attendance does not operate to block the shares; accordingly, the shareholders may continue to freely dispose of their shares even following the record date and even following registration. Even in the event of a full or partial sale of the shareholding following the record date, attendance and the scope of voting rights will be governed exclusively by the shareholder's shareholdings as at the record date. i.e. sales of shares after the record date have no impact on the entitlement to participate or the scope of the voting right. The same applies to the purchase or additional purchases of shares after the record date. Persons who do not yet hold shares as of the record date and who become shareholders only after the record date do not have any participation or voting rights. The record date has no significance for the entitlement to dividends.

Upon the Company's receipt of the registration and proof of share ownership, tickets for admission to the Annual General Meeting will be sent to the shareholders or are deposited at the venue of the Annual General Meeting. The admission tickets only serve as an organizational tool and are not prerequisite for attendance of the Annual General Meeting or the exercise of the voting rights.

To ensure that the admission tickets will be received in good time, shareholders are requested to ensure that their registration and proof of shareholding will be sent to the Company at an early stage.

1.3. Procedure for the casting of votes by proxies

Shareholders can also have their voting right exercised in the Annual General Meeting by a proxy, e.g. through a credit institution or an association of shareholders. In that case as well, timely registration and proof of share ownership shall be ensured by the shareholder, the proxy, the credit institution, or the association of shareholders. Where the shareholder grants the power of proxy to more than one person, the company may refuse one or several of these persons.

If neither a credit institution nor an association of shareholders or any other person or entity of equal standing pursuant to the provisions of the German Stock Corporation Act [AktG] has been authorized as a proxy, the granting or revoking of such proxy and the proof of proxy to the Company must be made in writing to be effective (cf. Section 126b of the German Civil Code [BGB]).

For proxy appointment, shareholders may use the form on the back of the admission ticket which is sent out to the shareholders after the registration has been received in due time and form. Alternatively, the form can also be downloaded online at <https://ir.11880.com/hauptversammlung>. Another possibility is the issuance of a separate proxy in written form.

The proof of proxy may be furnished on the date of the Annual General Meeting by the proxy holder at the place of assembly. In addition, the proof of proxy may also be furnished to the Company at the following address, facsimile number, or e-mail address:

11880 Solutions AG

c/o Better Orange IR & HV AG

Haidelweg 48

D-81241 Munich

Facsimile: +49-89-889-690-655

E-mail address: 11880@better-orange.de

Credit institutions, associations of shareholders, or other persons or entities of equal standing as defined by Section 135 sub-sections 8 and 10 of the German Stock Corporation Act [AktG] who professionally offer shareholders their services in exercising voting rights at the Annual General Meeting may stipulate different requirements with regard to their own appointment as proxies. Shareholders are therefore requested to reach an agreement about the form and the procedures stipulated by the person or institution they wish to appoint.

1.4. Exercising voting rights through a proxy appointed by the Company

According to Paragraph 5.2 Section (5) of the Company's articles of association, the Company is entitled to appoint proxies who will exercise the voting rights at the shareholders' meeting in accordance with the absent shareholders' explicit instructions. The Company makes use of this possibility.

Hence, all shareholders who have registered for attending the Annual General Meeting in good time may authorize proxies bound by the shareholders' instructions and designated by the companies even prior to the Annual General Meeting. Please be aware that the proxies can exercise the voting right only on those agenda items for which the shareholders have provided instructions about the management's draft resolutions announced during the Annual General Meeting, and that the proxies may not accept instructions on proposals of procedure either prior to or during the Annual General Meeting. Hence, the proxies nominated by the Company cannot vote on possible counterproposals or election nominations or other proposals not brought forward prior to the Annual General Meeting. The proxies nominated by the Company notably cannot receive or bring forward requests to speak or questions from shareholders, or have objections recorded in the minutes of the Annual General Meeting. The proxies nominated by the Company shall be given explicit instructions for the exercise of the voting right on the various items of the agenda. The proxies are obliged to vote in accordance with your instructions on each individual agenda item.

The powers of proxy and the instructions for the proxies designated by the Company as well as any changes to the instructions or any revocation of the proxy shall be notified in writing (cf. Section 126 b of the German Civil Code [BGB]) prior to the Annual General Meeting, either to the

address, facsimile number or e-mail address specified in the foregoing Paragraph "Procedure for the casting of votes by proxies" or at the entrance of the Annual General Meeting on the day of the Annual General Meeting.

A form which may be used for granting the power of proxy and for giving instructions to the proxies nominated by the Company will be sent to shareholders together with the admission ticket after the registration has been received in due time and form. This form can also be downloaded online at <https://ir.11880.com/hauptversammlung>.

1.5. Shareholders' rights pursuant to Section 122 sub-section (2), Section 126 sub-section (1), Section 127, 131 sub-section (1) of the German Stock Corporation Act [AktG]

1.5.1. Shareholder' counter motions and appointment proposals pursuant to Section 126 sub-section (1), Section 127 of the German Stock Corporation Act [AktG]

According to Section 126 of the German Stock Corporation Act [AktG], all shareholder proposals concerning items on the agenda, including the justifications for the proposals, as well as all shareholders proposals for the election of Supervisory Board members or auditors of annual accounts as defined by Section 127 of the German Stock Corporation Act [AktG], which are received by us at least 14 days before the Annual General Meeting, not counting the day of receipt of these documents, i.e. all proposals which are received by us not later than 12 June 2017 at 24:00 hrs CEST p.m. either at our address, our telefax no. or e-mail address:

11880 Solutions AG

Herrn Fabian Bromann

Fraunhoferstr. 12a

D-82152 Planegg-Martinsried

Telefax: +49 (0)89 / 8954 – 1020

E-Mail: hauptversammlung@11880.com

will be published immediately upon their receipt at the following internet address <https://ir.11880.com/hauptversammlung>. Any comments or views of the management concerning such proposals will also be published at the above-mentioned internet address. The Paragraph entitled "Instructions according to Section 121 sub-section (3) sentence 3 No. 3 of the German Stock Corporation Act [AktG] on the shareholders' rights" contains additional details on the prerequisites for the exercise of the rights and the limits thereof.

1.5.2. Addition of items to the agenda in accordance with Section 122 sub-section (2) of the German Stock Corporation Act [AktG]

According to Section 122 sub-section (2) of the German Stock Corporation Act [AktG], shareholders whose shares cumulatively embody the proportional amount of EUR 500,000 of the share capital may request that items be added to the agenda and published. Each new item must be accompanied by an explanatory statement or a draft resolution. The request shall be addressed in writing to the Management Board of the Company and must be received by the Company at the latest 30 days prior to the Annual General Meeting, not counting the day of receipt. Hence, the latest possible deadline for receipt is 27 May 2017, at 24:00 hrs CEST.

Please address any relevant requests to the following address:

11880 Solutions AG

Vorstand

Fraunhoferstr. 12a

D-82152 Planegg-Martinsried

Further details on the prerequisites for the exercise of the rights and the limits thereof are available at <https://ir.11880.com/hauptversammlung> under "Instructions pursuant to Section 121 sub-section (3) sentence 3 No. 3 of the German Stock Corporation Act [AktG] on the shareholder's rights".

1.5.3. Shareholders' rights to information pursuant to Section 131 sub-section (1) of the German Stock Corporation Act [AktG]

According to Section 131 sub-section (1) of the German Stock Corporation Act [AktG], every shareholder is entitled to information from the Management Board on the Company's affairs, including the Company's legal and business relations with affiliated companies, and on the situation of the group and of the companies included in the consolidated financial statements, provided that such information is necessary to make a reasonable assessment of the relevant agenda item. As a general rule, requests for information shall be put forward orally at the Annual General Meeting, during the debate. The information is to be furnished in compliance with the principles of conscientious and faithful reporting. Under certain circumstances as described in Section 131 sub-section (3) of the German Stock Corporation Act [AktG], the Management Board may refuse to provide information.

Paragraph 5.3 Section (2) of the Company's articles of association authorizes the chairperson of the meeting acc. to Section 131 sub-section (2) sentence 2 of the German Stock Corporation Act [AktG] to reasonably restrict the time for the shareholders' question right and right to speak.

Additional details on the prerequisites for the exercise of the rights and the limits thereof are available at <https://ir.11880.com/hauptversammlung> under "Instructions pursuant to Section 121 sub-section (3) sentence 3 No. 3 of the German Stock Corporation Act [AktG] on the shareholder's rights".

2. Information and documents relating to the Annual General Meeting, reference to the Company's website from which the information pursuant to Section 124 a of the of the German Stock Corporation Act [AktG] is available

The information and documents pursuant to Section 124 a of the German Stock Corporation Act [AktG] including the convocation for the Annual General Meeting, the annual report, the documents to be made available to the Annual General Meeting, as well as further information in connection with the Annual General Meeting will be available at <https://ir.11880.com/hauptversammlung> from the date on which the Annual General Meeting was convened. The voting results will be published after the General Meeting at the same internet address.

The documents to be made available to the Annual General Meeting will also be held for review at the business premises of 11880 Solutions AG, Fraunhoferstrasse 12a, 5th floor, 82152 Planegg-Martinsried, from the date on which the Annual General Meeting is convened. They will also be sent free of charge to the shareholders on request.

3. Information on agenda item 5 (Adoption of a resolution on the by-election of a Supervisory Board member)

Ms Gabriela Fabotti, residing at Allasio, (SV), Italy

CFO (Chief Financial Officer) at Italiaonline S.p.A., Assago, Italy

Memberships in comparable foreign supervisory bodies are as follows:

- Director at Consodata S.p.A., Rome, Italy
- CEO at Moqu ADV S.r.L, Assago, Italy
- Director at the following companies in Turin, Italy:
 - Adriatico 1 srl
 - Adriatico 2 srl
 - Adriatico 3 srl
 - Bergamo 1 srl
 - Bergamo 2 srl
 - Bologna 2 srl
 - Bologna 1 srl
 - Bolzano 1 srl
 - Brescia 2 srl
 - Calabria 1 srl
 - Puglia 4 srl
 - Roma 1 srl
 - Roma 2 srl
 - Roma 3 srl
 - Romagna 1 srl
 - Romagna 2 srl
 - Sardegna 1 srl
 - Sardegna 2 srl
 - Sicilia 1 srl
 - Sicilia 3 srl

- Calabria 2 srl
- Campania 1 srl
- Campania 3 srl
- Como 1 srl
- Cuneo 1 srl
- Emilia 1 srl
- Emilia 2 srl
- Emilia 3 srl
- Firenze 1 srl
- Firenze 2 srl
- Firenze 3 srl
- Liguria 2 srl
- Lombardia 1 srl
- Lombardia 2 srl
- Lombardia 3 srl
- Milano 1 srl
- Milano 3 srl
- Napoli 1 srl
- Napoli 2 srl
- Piemonte 1 srl
- Piemonte 2 srl
- Puglia 1 srl
- Puglia 2 srl
- Puglia 3 srl
- Sicilia 4 srl
- Sicilia 5 srl
- Sicilia 6 srl
- Sondrio Lecco 1 srl
- Torino 2 srl
- Torino 3 srl
- Torino 4 srl
- Toscana 1 srl
- Toscana 2 srl
- Trento 1 srl
- Umbria 1 srl
- Varese 1 srl
- Veneto 1 srl
- Veneto 3 srl
- Veneto 4 srl
- Veneto 5 srl
- Venezia 1 srl
- Verona 1 srl
- Friuli 1 srl
- Genova 1 srl
- Lazio 1 srl
- Lazio 2 srl
- Lazio 3 srl
- Liguria 1 srl

4. Broadcasting of the Annual General Meeting

There will be no broadcast of the Annual General Meeting on the internet.

Planegg-Martinsried, May 2017

11880 Solutions Aktiengesellschaft

The Management Board

Fraunhoferstrasse 12a
D-82152 Martinsried (near Munich)
Tel.: +49-89-8954-0

Investor Relations: investor.relations@11880.com
Corporate communications: presse@11880.com

Registrar of companies (register court):

Munich Local Court
Company registration No. HRB 114 518

VAT ID No.:
DE 182 755 407

Authorized representatives:
Christian Maar (Chairman of the Management Board)
Michael Geiger

Chairman of the Supervisory Board:
Dr. Michael Wiesbrock