



telegate AG

Planegg-Martinsried

WKN 511 880

ISIN DE0005118806

We invite our shareholders to attend the

Annual General Meeting

at the conference center of the Mercedes Benz-Center Munich,

Arnulfstr. 61, 80636 Munich,

on Tuesday, August 27, 2013, 11:00 a.m.

I.

AGENDA

- 1. Presentation of the adopted annual financial statements and management report of telegate AG as of December 31, 2012, the approved consolidated financial statements and corporate management report of the financial year 2012, the Supervisory Board's report as well as the explanatory report by the Management Board on the disclosures according to section 289 subsection 4, section 315 subsection 4 of the HGB (German Commercial Code).**

The Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Management Board on March 06, 2013 and thus adopted the annual financial statements. The documents mentioned in this item of the agenda are available for inspection by the Shareholders at the premises of telegate AG, Fraunhoferstr. 12a, 82152 Planegg-Martinsried, Germany, from the date of notice, on the company's website at http://www.telegate.com/htm/de/Investor_Relations/Hauptversammlung.htm and will also be made available to the Annual General Meeting. Upon request, a free copy shall be issued and sent to each shareholder immediately.

2. Resolution on the appropriation of the retained profit for the financial year 2012

The Management Board and Supervisory Board propose to appropriate the net earnings of the previous financial year 2012 in the amount of € 47.777.727,50 as follows:

1.	Distribution to the Shareholders by paying out a dividend of € 2,00 per individual share certificate ISIN DE0005118806 – Security identification number (WKN) 511 880 on 19,111,091 no-par shares for the financial year 2012:	€ 38.222.182,00
2.	Profit carried forward:	€ 9.555.545,50
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3.	Net profit	€ 47.777.727,50

3. Resolution on the 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 financial year 2012.

4. Resolution on the discharge of the members of the Supervisory Board

The Supervisory Board and the Management Board propose to grant discharge to the current and former members of the Supervisory Board for the financial year 2012.

5. Election of the auditor and group auditor for the financial year 2013

Based on a recommendation of the Audit Committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers AG, Wirtschaftsprüfungsgesellschaft, Munich, as the company's auditor and group auditor and, if applicable, auditor for the auditing examination of interim financial statements for the financial year 2013.

6. Amendment to the Statutes

The Statutes of the company anticipate within the regulations for composition and organization of the Supervisory Board, applicability of the *Mitbestimmungsgesetz* of 1976 (German Co-determination Act of 1976). In the event of applicability of the *Drittelbeteiligungsgesetz* (German One- Third Participation Act) instead of the German Codetermination Act of 1976, the Management Board and the Supervisory Board intend to create Statutory Instruments for the composition and organization of the Supervisory Board. They therefore propose the following resolution:

a) Clause 4.1 (1) of the Statutes shall be revised as follows:

In case of the applicability of the *Mitbestimmungsgesetz* of 1976 the Supervisory Board comprises twelve members. Of these, six members are elected by the

shareholder`s meeting and six are elected by the employees in accordance with the provisions of the *Mitbestimmungsgesetz* of 1976 (German Co-Determination Act). Is the Supervisory Board composed under the applicability of the *Drittelbeteiligungsgesetz*, it comprises six members of whom four will be elected by the Annual General Meeting and two will be elected by the employees.

b) Clause 4.1 (3) of the Statutes shall be revised as follows:

Substitute members may be appointed for Supervisory Board members who are elected by the shareholders` meeting. These substitute members shall become Supervisory Board members in an order to be specified at the time of the election, if Supervisory Board members representing the shareholders, for whom the substitute member was elected, leave the Supervisory Board before the expiry of their term of office. The function as member of the Supervisory Board shall be terminated and the position as substitute member shall be restored if the shareholders` meeting elects a new Supervisory Board member for the member who left prematurely and was replaced by a substitute member.

The elections of substitute members for employees` representatives in the Supervisory Board are held in accordance with the legal requirements.

The office of a substitute member expires in either case with the expiry of the term of office of the member of the Supervisory Board replaced, if the election after the departure of a member of the Supervisory Board representing the shareholders result in the retirement of a substitute member who had succeeded a previous Supervisory Board member, such decision by the shareholder`s meeting concerning the special election requires a three-fourths majority of votes cast.

c) Clause 4.3 (1) of the Statutes shall be revised as follows:

Chaired by its most senior member (by age) representing the shareholders, the Supervisory Board elects at its first meeting after its own election from its members the chairperson of the Supervisory Board for its time of office or a shorter period it defines. Under applicability of the *Mitbestimmungsgesetz* of 1976 his or her deputy will be elected as specified in section 27, (1) and (2) of the German Co-Determination Act of 1976 *Mitbestimmungsgesetz*; otherwise the Supervisory Board elects a deputy of the chairperson from its members.

The chairperson of the Supervisory Board and his or her deputy may resign from this office or be recalled by the Supervisory Board at any time and without the necessity of specifying their reasons.

d) Clause 4.4 (6) of the Statutes shall be revised as follows:

In case of the applicability of the *Mitbestimmungsgesetz* of 1976 the Supervisory Board establishes, immediately after the election of the chairperson and his or her deputy, a committee that includes the chairperson, his or her deputy, one Supervisory Board member from the employees on the board and one member of the shareholders, both of which are elected with a majority of the votes cast. This committee shall then attend to the duties named in section 31 (3) of the

Mitbestimmungsgesetz of 1976. The Supervisory Board shall be free to establish additional committees from among its members and assign specific duties and authorizations to them strength of its rules of procedure or by special decisions. The provisions of items 4.2, 4.3 and 4.4 of these Articles of Association shall apply mutatis mutandis for the committees of the Supervisory Board. Where a vote taken in a committee results in a tie, the chairperson of the committee shall have two votes in any subsequent vote taken on the same issue should that vote also have ended in a tie. The committees shall report regularly on their work to Supervisory Board.

II.

Total number of shares and voting rights

The company's capital stock at the time of notice of the Annual General Meeting is divided into 19,111,091 no-par value shares which grant one vote each. The company does not hold own shares. Thus, all shares are entitled to participate and to vote at the time of notice of the Annual General Meeting.

Requirements for participation in the Annual General Meeting and exercising voting rights

In accordance with section 5.2 of the company's articles of incorporation, those Shareholders are entitled to participate in the Annual General Meeting and exercise a vote, who have registered with the company in due time before the Annual General Meeting and file a special proof of their shareholding of the company by the custodian bank in written form (section 126 b BGB – German Civil Code). This proof can be prepared both in German or English and shall refer to the start of the 21st day before the Annual General Meeting (August 6, 2013, 00:00 a.m. CEST - Record Date). Only a person who has rendered a proof of the shareholding by the Record Date shall be considered as Shareholder of the company with the right to participate in the Annual General Meeting and exercise a vote. Shareholders who were duly registered and rendered the proof shall also be entitled to participate in the Annual General Meeting and exercise the vote if they sell their shares after the Record Date. The fixed day of proof has no effect on the disposability of the shares and this concerns no date relevant for a potential entitlement to a dividend.

The registration and proof of shareholding must be received by the company at the following address, fax number or E-Mail address (registry) by Tuesday, August 20, 2013, midnight (24.00). CEST at the latest:

telegate AG
c/o Better Orange IR & HV AG
Haidelweg 48
D-81241 Munich
Fax: +49 (0) 89 / 889 690 633
E-mail: anmeldung@better-orange.de

After receipt of the registration and proof of shareholding, eligible Shareholders receive from the registry admission tickets for the Annual General Meeting. We ask the Shareholders to

request an admission ticket as early as possible, to ensure receipt of the admission ticket in due time.

Procedure for the vote by proxy

Shareholders, who do not want to participate in the Annual General Meeting in person, can have their vote exercised by a proxy, e.g. a financial institution or association of Shareholders. In such a case, the Shareholders must also be registered in due time for the Annual General Meeting by presentation of the proof of shareholding, as described above.

The granting of the power of attorney, its revocation and the proof of the power of attorney towards the company generally require a written form (section 126 b BGB).

The company's Articles of Incorporation do not include any requirements as to contents with regard to a power of attorney for financial institutions, associations of Shareholders and persons or institutions of equal status, in accordance with section 135 subsection 8 AktG (German Stock Corporation Act). The statutory provisions shall apply to these institutions or persons and section 135 AktG, in particular.

For a power of attorney, the form on the back of the admission ticket can be used, which is sent according to the registration in due form and time, as described above. In addition, the form is available for download at the company's website at http://www.telegate.com/htm/de/Investor_Relations/Hauptversammlung.htm.

The proof of a power of attorney can be rendered by the proxy at the venue on the day of the Annual General Meeting. In addition, the proof of the power of attorney can be sent to the following address, fax number or E-mail address:

telegate AG
c/o Better Orange IR & HV AG
Haidelweg 48
D-81241 Munich
Fax: +49 (0)89 889 690 655
E-mail: telegate@better-orange.de

If a Shareholder grants a power of attorney to more than one person, the company may refuse one or several of these persons.

Exercise of a vote by a proxy of the company

Shareholders registered in due time shall also have the option to grant a power of attorney in exercising a vote to a proxy bound by instructions who was appointed by the company before the Annual General Meeting.

Please note that a proxy exercising a vote can only exercise a vote for items of the agenda for which the Shareholders give instructions on the proposed resolutions of the Board published in the notice to the Annual General Meeting. A proxy exercising a vote cannot accept instructions on procedural motions, neither before nor during the Annual General Meeting. Therefore, the proxies of the company cannot participate in any votes on possible countermotions or nominations first made at the Annual General Meeting, nor on other

motions not announced prior to the Annual General Meeting. In particular, the proxies of the company cannot give or receive statements or questions from shareholders, nor can they enter objections to the record.

The proxies shall receive explicit instructions regarding the vote on the individual items of the agenda. A proxy exercising a vote shall be obliged to vote in accordance with the instructions given.

Powers of attorney and instructions for the company's proxies exercising a vote as well as the amendment of instructions or revocation of a power of attorney shall be sent in writing (section 126 b BGB) to the address, fax number or E-mail address mentioned above in the paragraph „Procedure for the vote by a proxy“ or presented at the gate control on the day of the Annual General Meeting.

The Shareholders receive a form, together with the admission ticket, which can be used to grant a power of attorney and give instructions to a proxy exercising a vote. This form is sent after registration in due form and time as described above. The form is also available for download at http://www.telegate.com/htm/de/Investor_Relations/Hauptversammlung.htm.

Information on the Shareholder's rights according to section 122 subsection 2, section 126 subsection 1, section 127, section 131 subsection 1 AktG

1. Request for additions to the agenda according to section 122 subsection 2 AktG

Shareholders whose shares reach five percent or a pro-rata amount of € 500,000.00 of the capital stock can request that items are included in the agenda and published. Reasons or a proposal for a resolution shall be enclosed to each new item. The request shall be addressed in writing to the Management Board of telegate AG and must be received by Saturday, July 27, 2013, midnight (24.00) CEST at the latest, in accordance with section 122 subsection 2 sentence 3 AktG.

Please send the corresponding request in writing (section 126 BGB) to the following address:

telegate AG
Vorstand
Fraunhoferstr. 12a
D-82152 Planegg-Martinsried

Section 122 subsection 1 subsection 2 in connection with section 142 subsection 2 sentence 2 AktG, according to which a requesting person shall furnish proof that he/she has been the Shareholder for at least 3 months before the day of the Annual General Meeting and that he/she hold the shares until the resolution on the proposal, shall apply mutatis mutandis.

Supplements to the agenda to be published are published in the German Federal Gazette immediately after receipt of the request. These supplements are also forwarded to those media for publication which will presumably circulate the

information across the entire European Union. In addition, it is also published on the website

http://www.telegate.com/htm/de/Investor_Relations/Hauptversammlung.htm and communicated to the Shareholders.

2. Counter-motions and election proposals according to section 126 subsection 1, section 127 AktG

Furthermore, Shareholders of the company can send counter-motions to the proposals of a resolution on items 2 to 4 and 6 of the agenda as well as election proposals for item 5 of the agenda. Counter-motions must include reasons. Counter-motions, election proposals and any other inquiries by Shareholders on the Annual General Meeting shall be sent solely to the following address, fax number or E-Mail address:

telegate AG
Mr. Johann Dietsch
Fraunhoferstr. 12a
D-82152 Planegg-Martinsried
Fax: +49(0)89 / 89 54 – 11 50
E-mail: hauptversammlung@telegate.com

Subject to section 126 subsection 2 subsection 3 AktG, counter-motions by Shareholders to be disclosed including the name of the Shareholder as well as any reasons to be disclosed are published on the website http://www.telegate.com/htm/de/Investor_Relations/Hauptversammlung.htm after receipt, provided that they arrive at the address designated above by August 12, 2013, midnight (24.00) CEST at the latest. Any comments by the administration are also published on the website mentioned.

These regulations shall apply mutatis mutandis in accordance with section 127 AktG for the proposal by a Shareholder on the election of members of the Supervisory Board or Auditors. However, such proposals require no reasons. In addition to the reasons stated in section 126 subsection 2 AktG, the Management Board shall also not disclose any election proposal which does not include the information according to section 124 subsection 3 sentence 3 and section 125 subsection 1 sentence 5 AktG.

We point out that counter-motions and election proposals sent to the company in advance and due time shall only be considered at the Annual General Meeting if they are made verbally during the Annual General Meeting.

The right of every Shareholder to make counter-motions to the various items of the agenda and proposals for the election of members of the Supervisory Board or Auditors respectively, also without a delivery in advance and due time, shall remain unaffected.

3. Right to demand information according to section 131 subsection 1 AktG

Every Shareholder or Shareholders' representative can demand from the Management Board at the Annual General Meeting information on company matters, legal and business relations of the company with affiliated companies as well as the situation of

the group and companies included in the consolidated financial statements, provided that the information is required to appropriately evaluate an item of the agenda.

The company's Articles of Incorporation provide under section 5.3 subsection (2) the authorization of the chairperson of the meeting according to section 131 subsection 2 sentence 2 AktG, to appropriately limit the time of the Shareholders' right to ask questions and to speak.

The Management Board can refuse to give the information in accordance with the reasons set forth in section 131 subsection 3 AktG.

4. Explanations on the rights of the Shareholders

Explanations on the rights of the Shareholders according to section 122 subsection 2, section 126 subsection 1, section 127, section 131 subsection 1 AktG can also be found on the company's website http://www.telegate.com/htm/de/Investor_Relations/Hauptversammlung.htm.

Information and documents for the Annual General Meeting, reference to the company's website where information is available, in accordance with section 124a AktG

Information and documents according to section 124a AktG, including the notice of the Annual General Meeting, the annual report 2012, the documents to be made available to the Annual General Meeting and further information regarding the Annual General Meeting are retrievable via the website http://www.telegate.com/htm/de/Investor_Relations/Hauptversammlung.htm from the time of the notice of the Annual General Meeting. The votes are published on the same internet address after the Annual General Meeting.

The documents to be made available to the Annual General Meeting can also be inspected at the premises of telegate AG, Fraunhoferstr. 12a, 5th floor, 82152 Planegg-Martinsried, from the time of the notice of the Annual General Meeting. Upon request, they shall be sent to the Shareholders free of charge.

Broadcasting of the Annual General Meeting

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

Planegg-Martinsried, July 2013
telegate AG
The Management Board