

Homag Group AG

ISIN: DE0005297204
Security identification number: 529720

Annual General Meeting on May 8, 2015, 10:30 a.m.

Explanations on agenda item 1 pursuant to Sec. 124a No. 2 AktG

A resolution will not be passed on agenda item 1 "Presentation of the approved financial statements and the ratified consolidated financial statements as of December 31, 2014, the combined management report for Homag Group AG and the Group, the report of the supervisory board and the explanatory report of the management board on the disclosures pursuant to Sec. 289 (4) and (5) and Sec. 315 (4) HGB ['Handelsgesetzbuch': German Commercial Code], in each case for the 2014 fiscal year ended December 31, 2014". The reasons for this are as follows:

1. Sec. 175 (1) Sentence 1 AktG merely prescribes that the general meeting must receive the approved annual financial statements, the management report and, if there is a parent company, the consolidated financial statements and the group management report ratified by the supervisory board. It is not necessary for the general meeting of Homag Group AG to pass a resolution with respect to these documents. The supervisory board has ratified the financial statements and consolidated financial statements prepared by the management board for fiscal year 2014. The financial statements have therefore been approved in accordance with Sec. 172 AktG. The special case within the meaning of Sec. 173 AktG under which the approval of the financial statements is to be relinquished to the general meeting by resolution of the management board and supervisory board does not apply.
2. A resolution of the general meeting is also not needed with regard to the report of the supervisory board. Pursuant to Sec. 171 (2) AktG the supervisory board has to submit a written report to the annual general meeting. The report is intended to inform the shareholders and the general public on the results of the supervisory board's review of the financial statements. The report is also intended as an accountability report for the supervisory board's activities. The law does not require that the general meeting pass a resolution on the report of the supervisory board. The chairperson of the supervisory board will explain the report of the supervisory board at the general meeting.
3. Lastly, it is also not required for the general meeting to pass a resolution on the explanatory report of the management board on disclosures pursuant to Sec. 289 (4)

and (5) as well as Sec. 315 (4) HGB. The law merely requires that the management board provides the general meeting access to such a document (based on Sec. 176 (1) Sentence 1 AktG in the version of the ARUG ["Aktionärsrechterichtlinie-Umsetzungsgesetz": German Act to Implement the Shareholders' Rights Directive]) or that such a document be kept at the premises of the company from the day on which the general meeting is convened onwards (based on Sec. 175 (2) Sentence 1 AktG in the version of the ARUG).

Schopfloch, March 2015

Homag Group AG

The management board



Ralph Heuwing



Harald Becker-Ehmck



Jürgen Köppel



Hans-Dieter Schumacher