



**UMT United Mobility Technology AG
Munich**

ISIN: DE0005286108
WKN: 528610

Invitation to the Ordinary General Meeting

on Friday, 29 June 2018
at 9:00 AM
(doors open at 8:30 AM)
in the offices of Bayerische Börse AG,
Karolinenplatz 6,
80333 Munich

Agenda

1. Presentation of the adopted and audited financial statements of UMT United Mobility Technology AG, as well as the Management Report and Report of the Supervisory Board for Financial Year 2017

2. Adoption of a resolution discharging the Management Board for Financial Year 2017

The Management Board and Supervisory Board recommend discharging the members of the Management Board for Financial Year 2017.

3. Adoption of a resolution discharging the Supervisory Board for Financial Year 2017

The Management and Supervisory Board recommend discharging the members of the Supervisory Board for Financial Year 2017.

4. Election of the auditor of financial statements for Financial Year 2018

The Supervisory Board recommends electing Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft, Munich, as auditor of financial statements for Financial Year 2018.

5. Election of the Supervisory Board

Pursuant to § 11(1) of the Company's Articles of Association in conjunction with §§ 96(1) and 101(1) of the Stock Corporation Act, the Company's Supervisory Board consists of three members, who are to be elected by the shareholders.

The term of all three current members of the Supervisory Board expires at the end of the Annual Meeting at which a resolution is adopted discharging them for Financial Year 2017. Accordingly, all members of the Supervisory Board will have to be reelected to the Company's Supervisory Board.

The shareholders are not bound by nominations.

The Supervisory Board recommends the election of

1. Mr. Walter Raizner, member of the Board of Directors of Light Wave Consulting AG, Zug, Switzerland;
2. Mr. Clemens Jakopitsch, business consultant for trade and environmental law and engineering/technology and managing director of Behördenengineering Jakopitsch, residing in Ludmannsdorf, Austria; and
3. Mr. Stefan Krach, attorney, Grünwald;

as members of the Supervisory Board, each serving until the end of the Annual Meeting at which a resolution is adopted discharging them for the Financial Year ending on 31 December 2022.

Mr. Walter Raizner is not a member of any supervisory boards whose formation is required by law or comparable domestic or foreign supervisory bodies.

Mr. Clemens Jakopitsch is a member of the following other supervisory boards whose formation is required by law or comparable domestic or foreign supervisory bodies of private companies:

- Deputy Chairman of the Supervisory Board of mybet Holding SE, Berlin, Germany

Mr. Stefan Krach is a member of the following other supervisory boards whose formation is required by law or comparable domestic or foreign supervisory bodies of private companies:

- Chairman of the Supervisory Board of CR Capital Real Estate AG, Berlin
- Supervisory Board of MAGNUM AG, Schönefeld
- Supervisory Board of Wohnbauten Buckow AG, Berlin
- Supervisory Board of KX AG, Munich
- Advisory Board of AEG KuW Holding GmbH, Berlin

6. Adoption of a resolution cancelling the existing Authorized Capital 2017/I, creating a new authorized capital and amending the Articles of Association accordingly

By resolution of the shareholders in the general meeting of 30 June 2017, the Management Board of the Company, with the consent of the Supervisory Board, was authorized to raise the Company's capital stock in exchange for cash contributions and/or contributions in kind, at once or in multiple stages, by up to EUR 8,738,428.00 in all, by issuing new shares, whereby shareholder preemption rights may be excluded in certain cases. This authorization was entered into the Commercial Register on 10 July 2017 as Authorized Capital 2017/I. This authorization has been exercised in part, in the amount of EUR 3,556,713.00.

The proposal is made to cancel this Authorized Capital and replace it with a new authorization, so that the Management Board will have the necessary instruments at its disposal to the full extent to procure capital and to adapt the Company's capitalization to business requirements in the future. In doing so, it will be ensured that cancellation of the existing authorized capital set down in § 7 of the Articles of Association will only take effect once a new authorized capital takes its place. The Management Board and Supervisory Board propose adoption of the following resolution:

a) Cancellation of the existing Authorized Capital 2017/I

The authorized capital in § 7(1) of the Articles of Association of UMT United Mobility Technology AG, entered into the Commercial Register as Authorized Capital 2017/I, as well as the entirety of § 7(1) of the Company's Articles of Association, shall be cancelled effective upon entry of the new Authorized Capital 2018/I into the Company's Commercial Register in accordance with b) below.

b) Creation of Authorized Capital 2018/I and amendment of the Articles of Association

The Management Board is authorized, with the consent of the Supervisory Board to raise the Company's capital stock through 28 June 2023, at once or in multiple stages, by up to a total of EUR 10,516,784.00 by issuing new bearer shares in exchange for cash and/or non-cash contributions (Authorized Capital 2018/I). The new shares shall be entitled to participate in earnings from the beginning of the Financial Year in which they are issued. Shareholders shall be granted preemption rights in this regard. The new shares may also be acquired by a bank designated by the Management Board which undertakes to offer the shares to the shareholders (indirect preemption rights).

The Management Board, with the consent of the Supervisory Board, is entitled to exclude statutory shareholder preemption rights

1. to cancel out fractional amounts,
2. in the event of a capital increase in return for cash contributions, if the issue amount of the new shares for which preemption rights are excluded is not significantly below the market price of the shares already listed in the stock exchange and if the shares which are issued with preemption rights excluded do not exceed a total of 10% of the capital stock, both at the time this authorization takes effect and at the time the authorization is exercised; shares which are issued or sold with preemption rights excluded in direct or indirect application of § 186(3), Sentence 4 of the Corporation Act count towards the limit of 10% of the capital stock. Accordingly, the sale of own shares counts towards the limit of 10% of the capital stock if the sale is made with preemption rights excluded based on an authorization to sell own shares which is valid at the time the authorized capital takes effect;
3. insofar as the capital increase in return for non-cash contributions occurs to acquire companies, business units or shares in companies or other assets;
4. insofar as a third party which is not a bank subscribes the new shares, and it is ensured that the shareholders will be granted indirect preemption rights; and
5. if the capital increase lies in the well-understood interests of the Company.

The Management Board is furthermore authorized, with the consent of the Supervisory Board, to further define the content of shareholder rights and the conditions for issuing shares, as well as the further details of the execution of capital increases based on Authorized Capital 2018/I. The Supervisory Board is authorized to amend the Articles of Association following full or partial execution of the increase in capital stock based on Authorized Capital 2018/I or following expiration of the authorization period in accordance with the utilization of Authorized Capital 2018/I.

§ 7(1) of the Company's Articles of Association is completely revised as follows:

"1. The Management Board shall be authorized, with the consent of the Supervisory Board to raise the Company's capital stock through 28 June 2023, at once or in multiple stages, by up to a total of EUR 10,516,784.00 by issuing new bearer shares in exchange for cash and/or non-cash contributions (Authorized Capital 2018/I). The new shares shall be entitled to participate in earnings from the beginning of the Financial Year in which they are issued. Shareholders shall be granted preemption rights in this regard. The new shares may also be acquired by a bank designated by the Management Board which undertakes to offer the shares to the shareholders (indirect preemption rights).

The Management Board, with the consent of the Supervisory Board, shall be entitled to exclude statutory shareholder preemption rights

1. *to cancel out fractional amounts;*
2. *in the event of a capital increase in return for cash contributions, if the issue amount of the new shares for which preemption rights are excluded is not significantly below the market price of the shares already listed in the stock exchange and if the shares which are issued with preemption rights excluded do not exceed a total of 10% of the capital stock, both at the time this authorization takes effect and at the time the authorization is exercised; shares which are issued or sold with preemption rights excluded in direct or indirect application of § 186(3), Sentence 4 of the Corporation Act count towards the limit of*

10% of the capital stock. Accordingly, the sale of own shares counts towards the limit of 10% of the capital stock if the sale is made with preemption rights excluded based on an authorization to sell own shares which is valid at the time the authorized capital takes effect;

3. insofar as the capital increase in return for non-cash contributions occurs to acquire companies, business units or shares in companies or other assets;

4. insofar as a third party which is not a bank subscribes the new shares, and it is ensured that the shareholders will be granted indirect preemption rights; and

5. if the capital increase lies in the well-understood interests of the Company.

The Management Board shall furthermore be authorized, with the consent of the Supervisory Board, to further define the content of shareholder rights and the conditions for issuing shares, as well as the further details of the execution of capital increases based on Authorized Capital 2018/I. The Supervisory Board shall be authorized to amend the Articles of Association following full or partial execution of the increase in capital stock based on Authorized Capital 2018/I or following expiration of the authorization period in accordance with the utilization of Authorized Capital 2018/I."

c) Instructions to the Management Board

In order to ensure that cancellation of the existing Authorized Capital 2017/I does not take effect without the new Authorized Capital 2018/I taking its place, the Management Board is instructed to notify cancellation of the existing Authorized Capital 2017/I for entry into the Commercial Register subject to the stipulation that the cancellation will be entered only if the new Authorized Capital 2018/I is entered at the same time.

Reports of the Management Board to the General Meeting Concerning Agenda Item 6 (Authorized Capital 2018/I)

The Management Board has made the following written report to the general meeting concerning Agenda Item 6 (Authorized Capital 2018/I) pursuant to § 203(2) and § 186(4) Sentence 2 of the Corporation Act.

The Management Board and Supervisory Board of UMT United Mobility Technology AG propose the creation of new authorized capital to the shareholders in general meeting on 29 June 2018. The existing authorization has been utilized in part. In order to allow the Company to respond to market conditions to a full extent while maintaining the share price and to execute both cash and non-cash capital increases, the Company's management is to be authorized once again to raise the Company's capital stock as best as possible by issuing new bearer shares.

The authorization is to be issued to raise the capital stock by up to EUR 10,516,784.00 in all, at once or in multiple stages, by issuing new bearer shares in exchange for cash and/or non-cash contributions. This authorization is to remain in effect for the longest period allowed by law, five years. The proposed authorization to issue new shares from authorized capital will place the Company in a position to respond quickly to future financing requirements. Moreover, the proposed resolution authorizing the Management Board to raise the capital stock without having to obtain another shareholder resolution will enable the Management Board to acquire companies, business units or shares in outside companies by issuing shares or merging with those outside companies, and without having to go through the capital markets.

In principle, the shareholders will have preemption rights to new shares if the authorized capital is utilized.

However, the Management Board will be authorized to exclude shareholder preemption rights, with the Supervisory Board's consent, in certain cases. For this reason, the Management Board is presenting this report in the reasons for excluding preemption rights pursuant to § 203(2) of the Corporation Act in conjunction with § 186(4) Sentence 2 of the Corporation Act.

Exclusion of preemption rights for fractional amounts

The proposed authorization to exclude preemption rights for fractional amounts is meant to facilitate the issuance of shares, generally with shareholder preemption rights. Fractional amounts may arise due to the issue volume to be defined by the Management Board within the framework of the authorization and the subscription ratio, if not all of the newly issued shares can be divided equally among all shareholders, e.g. if the shares which can be allotted to shareholders for subscription based on their share ownership do not comprise a whole number in every case. Fractional amounts and their amount per shareholder are typically small. The expense for issuing shares for fractional amounts without excluding preemption rights is substantially higher. Excluding preemption rights for fractional amounts therefore serves to make the issuance of shares more practicable and easier to execute. The shares which are excluded from shareholders' preemption rights as fractional amounts are to be utilized in the best possible way for the Company. The potential dilution caused by the limitation of fractional amounts is small. For these reasons, the Management Board and Supervisory Board consider the exclusion of preemption rights to be objectively justified and fair towards the shareholders.

Exclusion of preemption rights for cash capital increases pursuant to § 186(3) Sentence 4 of the Corporation Act

Shareholder preemption rights may also be excluded, with the Supervisory Board's consent, if the shares in accordance with § 203(1) and § 186(3) Sentence 4 of the Corporation Act are issued at a price which is not substantially lower than the market price, and if the total value of the shares which are to be issued does not exceed the limit defined in § 186(3) Sentence 4 of the Corporation Act of 10% of the capital stock. This authorization exercises the statutory option pursuant to § 186(3) Sentence 4 of the Corporation Act to ease requirements for the exclusion of preemption rights. The authorization places the Company in a position to procure needed capital at short notice so as to quickly and flexibly take advantage of arising market opportunities. Excluding preemption rights allows the Company to act very quickly and place shares at a price close to the market price, i.e. without the discount which is typical when issuing preemptive shares. Neither at the time the authorization takes effect nor at the time it is exercised may this capital increase exceed 10% of the existing capital stock. Shares which are issued or sold with preemption rights excluded pursuant to § 186(3) Sentence 4 of the Corporation Act, directly or indirectly, are to count towards this 10%. This limit reflects the need of the shareholders to protect their shares from dilution. Should they wish to maintain their ownership ratios, all shareholders will have the opportunity to purchase shares on the market at approximately the same conditions, since the new shares will be issued at a price which is close to the market price. It will therefore be ensured that shareholders' financial interests and voting rights are duly safeguarded when the authorization is exercised with preemption rights excluded, in accordance with § 186(3) Sentence 4 of the Corporation Act.

Exclusion of preemption rights for non-cash capital increases

The Management Board will also be authorized, with the consent of the Supervisory Board, to exclude preemption rights for non-cash capital increases. This will allow the Management Board, with the consent of the Supervisory Board, to acquire companies, business units or shares in companies or material assets in suitable cases in exchange for providing shares in the Company, including by way of corporate merger. As a result, the Company will have the option of reacting quickly and successfully, in national and international markets, to advantageous offers or otherwise arising opportunities for the acquisition of companies, business units or of shares in companies or material assets, or for corporate mergers. Not infrequently, negotiations will reveal the need for consideration to be paid not in cash, but in the form of shares. In order to complete the acquisition in such cases, the Company must have the option, if necessary, of raising capital at short notice while excluding preemption rights, in exchange for contributions in kind. The issue amount of the shares will be defined by the Management Board, with the consent of the Supervisory Board, with due regard for the interests of the Company and the shareholders. The calling of an extraordinary general meeting at short notice to adopt a resolution with regard to a capital increase is typically not an option in such a case because calling and holding a general meeting would be very costly and because it would not be possible for the shareholders to quickly become involved and implement a resolution due to the existing periods for convening a general meeting. At the moment, there are no specific acquisition plans whose execution would require increasing the capital stock while excluding preemption rights. The proposed new authorized capital, amounting to 50% of the existing capital stock, will ensure that the Company will be able to finance even major acquisitions, whether consideration is to be paid in cash, in shares, or in a combination of cash and shares. When opportunities materialize for the acquisition of companies, business units, shares in companies or material assets, the Management Board will carefully consider whether to make use of the authorized capital. It will do so only if the acquisition of the companies, business units, shares in

companies or material assets in exchange for providing shares in the Company is in the well-understood interest of the Company. It will also consider in this regard whether the specific proposed acquisition is consistent with the Company's corporate purpose as defined in the Articles of Association, and whether the actual circumstances are accurately described by the abstract description of the transaction in the authorizing resolution. Only if the requirements are met shall the Supervisory Board give its mandatory consent to the exclusion of preemption rights. In determining valuations, the Management Board will ensure that interests of shareholders are adequately safeguarded. In determining the value of the shares provided as consideration, the Management Board will use the market price of the Company's shares as a basis and will furthermore ensure that the value of the companies, business units, company shares or material assets acquired is in reasonable proportion to the value of the shares which are provided as consideration.

Indirect preemption rights

The Management Board, with the consent of the Supervisory Board, will be authorized to exclude preemption rights insofar as a suitable third party which is not a bank acquires the new shares while undertaking to offer those shares to the shareholders under the same conditions as those to which they would have been entitled without the exclusion of preemption rights. While preemption rights are excluded in this case in substance, it is nevertheless ensured that shareholders will have the opportunity to purchase shares, as in the case of indirect preemption rights in accordance with § 186(5) of the Corporation Act, and that they will not be any worse off than in the case of indirect preemption rights in accordance with § 186(5) of the Corporation Act. In particular, the Company will consider whether there are adequate objective reasons for the involvement of an underwriter which does not meet the requirements of § 186(5) of the Corporation Act, i.e. which is not a bank or a company operating in accordance with § 53(1) Sentence 1, § 53 b (1) Sentence 1 or (7) of the Banking Act. Furthermore, the Company will make all reasonable efforts with regard to the allotment procedure in order to ensure that shareholders are given indirect preemption rights. In this way, the Company will be given the option of placing the capital increase entirely in other markets, at lower cost, possibly without the involvement of a bank or a company operating in accordance with § 53(1) Sentence 1, § 53b (1) Sentence 1 or (7) of the Banking Act.

Exclusion of preemption rights in the well-understood interest of the Company

Finally, the Management Board is authorized, with the consent of the Supervisory Board, to exclude preemption rights if the exclusion of preemption rights is in the well-understood interest of the Company. Accordingly, the Management Board will be given the option to exclude shareholder preemption rights in non-foreseeable cases. In each individual case, the Management Board will carefully consider whether to exercise its authorization to raise the capital stock while excluding shareholder preemption rights. It shall do so only if, in the estimation of the Management Board and the Supervisory Board, such an action is in the well-understood interest of the Company and therefore of the shareholders as well. It is conceivable that, in any individual case, the Company's interest in excluding shareholder preemption rights will substantially outweigh the shareholders' interest in preventing dilution.

Address for Registration, Submitting Documentation of Share Ownership and Possible Counter-Motions and Nominations

We designate the following address for registration and for submitting documentation of share ownership:

UMT United Mobility Technology AG

c/o Bankhaus Gebr. Martin AG
Schlossplatz 7, 73033 Göppingen,
Fax No. 07161/969317
bgross@martinbank.de

The following address is available for possible counter-motions or nominations:

UMT United Mobility Technology AG

Brienner Str. 7
80333 Munich
Fax No. 089/20 500 555
investor.relations@umt.ag

Voluntary Notices Concerning Participation in the General Meeting and the Exercise of Voting Rights

In accordance with § 121(3) of the Corporation Act, non-public companies are only required to state the corporate name and registered office of the Company in the invitation, as well as the time and place of the meeting, the agenda and the aforementioned addresses. The notices below are provided voluntarily in order to facilitate shareholders' participation in the general meeting.

Shareholders who register in a timely manner and furnish documentation of their share ownership will be entitled to take part in the meeting and exercise their voting rights. The documentation must relate to the beginning of 8 June 2018.

The registration and documentation of share ownership must be received by the Company at the above address before the end of 22 June 2018.

Shareholders can find further details in the Company's Articles of Association, which is available on the Company's website, and from the other information on the website.

Disclosures in accordance with § 125(1) Sentence 4 of the Corporation Act

Voting rights may be exercised by proxy, e.g. a bank or shareholder association.

Munich, May 2018

UMT United Mobility Technology AG

Dr. Albert Wahl (CEO)