

Invitation

to the Annual General Meeting

**on Tuesday,
23 February 2010
at 11.00 am**

Securities ID No. 609670
ISIN DE0006096704

HYMER Aktiengesellschaft, Bad Waldsee

We are inviting our shareholders
to the annual general meeting
to be held on Tuesday, 23 February 2010, at 11 a.m.
at the Best Western Parkhotel Weingarten
(formerly: Kultur- und Kongresszentrum Oberschwaben, Mövenpick Hotel)
Abt-Hyller-Str. 37–39, 88250 Weingarten, Germany.

Agenda

A. Resolutions

1. Presentation of the ratified financial statements and the consolidated financial statements approved by the Supervisory Board, the management report of HYMER Aktiengesellschaft and the group management report as well as the report of the Supervisory Board for the fiscal year 2008/09 and the Board of Directors' report explaining the disclosures pursuant to Sections 289 (4), 315 (4) HGB ["Handelsgesetzbuch": German Commercial Code]

2. Resolution to exonerate the members of the Board of Directors for the fiscal year 2008/09

The Board of Directors and the Supervisory Board propose to exonerate the members of the Board of Directors for the fiscal year 2008/09.

3. Resolution to exonerate the members of the Supervisory Board for the fiscal year 2008/09

The Board of Directors and the Supervisory Board propose to exonerate the members of the Supervisory Board for the fiscal year 2008/09.

4. Election of auditor of the financial statements and the consolidated financial statements for the fiscal year 2009/10

The Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Ravensburg, be elected as the auditors of the financial statements and consolidated financial statements for the fiscal year 2009/10.

5. Approval of the compensation system for members of the Board of Directors

Pursuant to Sec. 120 (4) AktG [“Aktiengesetz”: German Stock Corporations Act] (new version), a non-binding and non-appealable compensation system could be approved by the annual general meeting in order to achieve additional transparency and control regarding the compensation decisions concerning the Board of Directors made by the Supervisory Board. The compensation of members of HYMER AG’s Board of Directors is performance and profit-based and comprises both fixed and variable salary components for a long-term incentive effect, capped at a maximum amount. In particular, the appropriateness of compensation is based on the duties of the member of the Board of Directors, personal performance and the performance of the Board as a whole, as well as prospects for success of the Company (cf. details on page 19 of the annual report 2008/09 for a closer description of the compensation system currently in place). In light of this, the Supervisory Board proposes to approve the existing compensation system for members of the Board of Directors.

6. Resolution on modifying the articles of incorporation and bylaws in line with ARUG [“Aktionärsrechterichtlinie-Umsetzungsgesetz”: German Act to Implement the Shareholders' Rights Directive]

ARUG came into force on 1 September 2009. Amongst other things, the act provides for time limits regarding the invitation to the annual general meeting as well as determining the form of proxies for participating in the annual general meeting. In response to the new legal situation, the Supervisory Board and Board of Directors propose to amend the articles of incorporation and bylaws; in detail as follows:

a) Art. 16 (2) of the articles of incorporation and bylaws is to be amended as follows:

“Unless the law requires otherwise, the invitation must be published in the elektronischer Bundesanzeiger [German Electronic Federal Gazette] at least 36 days prior to the annual general meeting.”

b) Art. 17 (1) of the articles of incorporation and bylaws is to be amended as follows:

“Only those shareholders who have registered at least six days prior to the date of the annual general meeting, in text form (Sec. 126b BGB [“Bürgerliches Gesetzbuch”: German Civil Code]) in German or English at the address specified for this purpose in the invitation to the annual general meeting are entitled to participate in the annual general meeting and exercise their voting rights.”

c) Art. 17 (2) of the articles of incorporation and bylaws is to be amended as follows:

“Shareholders must provide documentation of their right to participate in the annual general meeting and to exercise their voting rights in text form (Sec. 126b BGB) in German or English with a confirmation of shareholding from the custodian bank. The documentation must relate to the start of the day 21 days prior to the annual general meeting and should be received by the Company at the address provided for this purpose in the invitation to the annual general meeting.”

d) Art. 19 of the articles of incorporation and bylaws is to be expanded to include the following new paragraph (4):

“The voting right may be exercised by a proxy. Proxies to exercise the voting right not granted to a bank or equivalent person or institution (Sec. 135 (8) and (10) AktG) must be confirmed in text form. This also applies to revoking the proxy and the documentation provided to the Company. Proxies may also be granted by electronic means to be defined more closely by the Company; details are to be released together with the invitation.”

7. Resolution on an amendment to the articles of incorporation with regard to the compensation of member of Supervisory Board committees

To improve the efficiency of its function, the Supervisory Board resolved to set up a personnel committee and an audit committee. The Board of Directors and the Supervisory Board propose to remunerate the members of these committees with compensation in the form of attendance money.

In detail, the Board of Directors and the Supervisory Board propose the following resolution:

- a) Art. 13 of the articles of incorporation and bylaws is to be expanded to include the following new paragraph (5):

“Every member of the committees set up by the Supervisory Board will receive an attendance fee of EUR 800.00 per committee meeting. The chairman of a committee receives twice the above amount and the deputy chairman one and a half times the above amount.”

- b) The Board of Directors and the Supervisory Board propose the following resolution:

“The attendance fee pursuant to Art. 13 (5) is payable to committee members with effect as of 1 January 2010.”

B. Conditions for Participation

1. Prerequisite for participation in the annual general meeting and exercise of voting right as well as explanation on the significance of the record date

Those who register with the Company in good time are entitled to participate in the annual general meeting and exercise voting rights. Shareholders must also provide documentation of their right to participate in the annual general meeting and to exercise their voting rights; this must take the form of a confirmation of shareholding from the custodian bank with the status as of 0.00 hrs on 2 February 2010 ("record date"). Registration and documentation of shareholding are considered to have been received in good time if they arrive at the Company by 24.00 hrs on 16 February 2010. Registration and documentation must be sent in text form (Sec. 126b BGB) in German or English to the following address:

HYMER AG
c/o Landesbank Baden-Württemberg
4027/Hauptversammlungen
Am Hauptbahnhof 2
70173 Stuttgart
Fax: +49 (0) 711 / 127 79264
E-mail: hv-anmeldung@lbbw.de

Tickets for the annual general meeting will be sent out upon receipt of the registration and documentation of shareholding. We kindly ask for registration and documentation of shareholding to be sent at an early stage to ensure timely receipt of the tickets; we would recommend contacting the custodian bank as soon as possible.

An individual only counts as a shareholder entitled to participate in the annual general meeting and exercise voting rights provided that documentation of the shareholding has been provided. The entitlement is measured based on shareholding on the record date alone. Changes in the shareholding after the record date are irrelevant for the scope of the participation and exercise of and voting right. There is no ban on selling the shares held as of the record date. Even if (some or all) of the shares are sold after the record date, the entitlement is measured based on shareholding on the record date alone. The reverse is also true, with share acquisitions having no effect. Someone who was not a shareholder as of the record date but acquires shares in time for the annual general meeting is not entitled to participate. The record date has no effect on entitlement to dividends, however.

2. Voting by proxy

Shareholders in possession of a ticket to the annual general meeting may also exercise their vote by proxy; the proxy can be any individual of the shareholder's choice, including the custodian bank or a shareholders' association, for example. We kindly request that you inform the Company of the name of the shareholder and proxy as well at the ticket number. If the shareholder grants proxy to more than one person, the Company is entitled to reject one or more of these.

If the proxy is not a bank or equivalent person or institution (cf. Sec. 135 AktG), the proxy, evidence of it and, if necessary, withdrawal of it must be issued in text form (Sec.126b BGB). Any special regulations that apply to issuing proxy to a bank or equivalent person or institution (cf. Sec. 135 AktG) are unaffected by this, so it is advisable that the issuer and recipient of proxy consult one another if appropriate at an early stage.

Shareholders will receive a form for granting a proxy along with their ticket to the annual general meeting. Forms for granting proxy are also available for download from the Company's website at <http://www.vollmachtserteilung-1.hymer.com> and can be obtained from the Company at the following address:

HYMER AG
– HV 2010 –
Holzstr. 19
88339 Bad Waldsee
Fax: +49 (0) 7524 / 999 480
E-mail: investor.relations@hymer.com

The Company kindly requests declarations of proxy grants, documentation on this for the Company, and if necessary, revocation thereof, to be sent to the Company (by post, fax or e-mail), unless the proxy shows the confirmation of proxy when entering the annual general meeting.

We offer shareholders in possession of a ticket to the annual general meeting the option of being represented at the annual general meeting by a proxy appointed by the Company with authorisation to cast votes on their instructions. The proxy and instructions must be provided sent (Sec. 126b BGB) to the address shown below. The relevant forms will be sent out with the tickets, but can also be requested from the Company (by post, fax or email) using the contact details above or downloaded from the Company's website at <http://www.vollmachtserteilung-2.hymer.com>.

To ease organisation, proxies and instructions to the proxy appointed by the Company should be received by the Company at the address above by 24.00 hrs on 21 February 2010. However, they can be issued to the proxy provided by the Company during the annual general meeting until the end of the general debate. Please note that the proxy appointed by the Company is only entitled to exercise the voting right by proxy provided that specific instructions have been issued on individual items on the agenda.

3. Shareholders' right to information

Every shareholder is to be informed of company matters by the Board of Directors upon request at the annual general meeting to the extent that this is necessary for the appropriate assessment of items on the agenda. The duty to disclose information extends to disclosing the company's legal and business relationships to an affiliate. If a company exercises the exemption options of Sec. 266 (1) Sentence 3, Sec. 276 or Sec. 288 HGB, every shareholder is entitled to demand to see the annual financial statements at the annual general meeting on financial statements in the form they would have taken had the provisions not been exercised. The duty of a board of directors of a parent company to provide information (Sec. 290 (1), (2) HGB) at the annual general meeting presenting the consolidated financial statements and group management report also includes a duty to disclose information on the situation of the group and consolidated companies. The board of directors is not obliged to answer individual questions if the reasons stated in Sec. 131 (3) AktG apply (e.g. no disclosure of trade secrets).

4. Shareholders' right to propose counter-motions / nominations

Every shareholder is entitled to propose counter-motions to items on the agenda or propose nominations. Any such proposals, including the name of the shareholder, the reason and any statement from the Board of Directors and/or the Supervisory Board will be made accessible at <http://www.hv.hymer.com>, provided the shareholder submits a counter-motion against a given agenda item, together with the reason, by post, fax or email using (only) the contact details named above in 2 by 24.00 hrs on 8 February 2010 at the latest.

The Company may refrain from publishing a counter-motion and its grounds if the conditions of Sec. 126 (2) AktG are met. For instance, the reason for a counter-motion does not have to be published if it contains more than 5,000 characters in total.

The above regulations on counter-motions also apply to counter-proposals by a shareholder on the election of the auditors for the Company/Group, although such a counter-proposal does not require explanation of the reason.

Shareholders are requested to provide evidence of their shareholder status at the time of sending the counter-motion or proposed nomination.

5. Requests to add an item to the agenda

Shareholders with shares totalling 5% of share capital or EUR 500,000 are entitled to request items to be put on the agenda and announced. Every new item must be accompanied by a reason or draft resolution. The request should be addressed to the Board of Directors of the Company by post, fax or email using the contact details named above in no. 2.

The motion to add an item to the agenda must be received by the Company by 24.00 hrs on 23 January 2010 at the latest. The requester must provide evidence of holding the shares since at least 23 November 2009.

6. Total number of shares and voting rights on the date of issue of the invitation

On the date of issue of the invitation, HYMER Aktiengesellschaft had issued a total of 4,000,000 no par value bearer shares (common stock); one vote is granted for each share. The Company does not have any treasury shares at present; all shares issued have participation and voting rights.

7. Information (documents) on the website of HYMER AG

The following information is available on the Company's website at:
http://www.hymer.com/ir/101189_zusatzangaben.html

- The content of this invitation
- Any documents to be made available to participants of the meeting
- Total number of shares and voting rights on the date of issue of the invitation
- Forms which can be used to grant a proxy for the annual general meeting
- More details on the rights of shareholders (in particular: additions to the agenda, counter-motions and nominations, right to information)

We would be delighted to welcome you in Weingarten.

Bad Waldsee, January 2010

HYMER AG
The Board of Directors