



**ANNUAL SHAREHOLDERS' MEETING
JUNE 9, 2016**

Invitation and agenda

[INDUS]

INDUS – FINANCIAL YEAR 2015

KEY FIGURES (IN EUR MILLIONS)	2015	2014	2013
Sales	1,388.9	1,255.7	1,186.8
of which domestic	709.0	655.2	611.2
of which abroad	679.9	600.5	575.6
EBITDA	186.4	175.2	162.3
EBIT	136.3	127.2	118.6
EBT	109.3	100.7	98.7
Group net income for the year	68.3	63.3	64.0
Operating cash flow	157.3	104.4	117.4
Cash flow from operating activities	130.9	87.0	97.5
Cash flow from investing activities	-112.8	-95.3	-99.6
Cash flow from financing activities	-3.1	8.2	20.0
Earnings per share from continued operations (in EUR)	2.78	2.74	3.02
Cash flow per share (in EUR)	5.36	3.56	4.35
Dividend per share (in EUR)	1.20*	1.20	1.10
	DEC 31, 2015	DEC. 31, 2014	DEC. 31, 2013
Total assets	1,419.8	1,308.4	1,180.9
Group equity	595.3	549.9	515.3
Net debt	356.3	345.8	307.7
Cash and cash equivalents	132.2	116.5	115.9
Equity ratio in %	41.9	42.0	43.6
Equity of INDUS Holding AG	761.2	722.2	687.1
Equity ratio INDUS Holding AG (in %)	59.7	60.3	63.1
Investments (number as per Dec. 31)	44	42	40

* Subject to approval at ASM on June 9, 2016

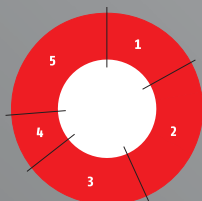
8,334

OUR GROUP'S WORK-FORCE ON AVERAGE THROUGHOUT THE YEAR

1,388.9

SALES OF EUR MILLIONS GENERATED 2015

2015 SALES BY SEGMENTS (IN EUR MILLIONS)



1	Construction/Infrastructure (17.0 %)	235.5
2	Automotive Technology (26.5 %)	367.7
3	Engineering (21.1 %)	293.2
4	Medical Engineering/Life Science (9.5 %)	132.3
5	Metals Technology (25.9 %)	359.9

**Invitation
to the Ordinary General Shareholders' Meeting
of**

**INDUS Holding Aktiengesellschaft
Bergisch Gladbach**

WKN 620 010 / ISIN DE0006200108

We hereby invite our shareholders to the Twenty-Fifth Ordinary General Shareholders' Meeting, which will take place on Thursday, **June 9, 2016**, at 10:30 AM (CEST) in the Rheinsaal on the second floor of Congress Centrum Nord, Koelnmesse, Deutz-Mülheimer Strasse 111, 50679 Cologne.

AGENDA

- 1 Presentation of the approved annual financial statements and approved consolidated financial statements, each as of December 31, 2015, and of the combined management report for INDUS Holding Aktiengesellschaft and the Group, along with the Management Board's explanatory report on the disclosures pursuant to § 289(4) and § 315(4) HGB and the Supervisory Board's report, each for the financial year from January 1, 2015 to December 31, 2015.**
- 2 Resolution on the appropriation of retained earnings for financial year 2015.**

The aforementioned documents will be available on the Internet at www.indus.de/investor-relations/hauptversammlung beginning on the date on which the Annual Shareholders' Meeting is convened.

The Management Board and Supervisory Board propose to appropriate the net retained profits for financial year 2015 in the amount of EUR 70,082,315.45 as follows:

Payment of a dividend of EUR 1.20 per dividend-bearing share (24,450,509): EUR 29,340,610.80

Appropriation to other revenue reserves: EUR 38,500,000.00

Retained profits carried forward: EUR 2,241,704.65

Net retained profits: EUR 70,082,315.45

The dividend will be paid on June 10, 2016.

3 Resolution on the discharge of the members of the Management Board for financial year 2015

The Management Board and the Supervisory Board propose to grant discharge to the members of the Management Board who were in office in financial year 2015 for their management in financial year 2015.

4 Resolution on the discharge of the members of the Supervisory Board for financial year 2015

The Management Board and the Supervisory Board propose to grant discharge to the members of the Supervisory Board who were in office in financial year 2015 for their supervision in financial year 2015.

5 Election of the auditor and Group auditor for financial year 2016.

Based on the audit committee's recommendation, the Supervisory Board proposes that Ebner Stolz GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Cologne, be elected auditor for the company and the Group for financial year 2016, and for the audit review of the half-year financial report for financial year 2016, should it be subjected to an audit review.

Total number of shares and voting rights on the date on which the Annual Shareholders' Meeting is convened

The share capital of INDUS Holding AG in the amount of EUR 63,571,323.62 is divided into 24,450,509 no-par bearer shares on this convening date. All issued shares carry voting rights and confer one vote.

The company holds none of its own shares. There are no shares of different classes.

Conditions for attendance at the Annual Shareholders' Meeting and for exercise of voting rights

Registration

Only those shareholders are entitled to attend the Annual Shareholders' Meeting and exercise their voting rights therein who register in a timely manner according to the following explanatory instructions and verify that they are entitled to attendance and exercise of their voting rights at the Annual Shareholders' Meeting.

The proof of shareholding must relate to the beginning of the twenty-first day before the Annual Shareholders' Meeting; i.e., Thursday, **May 19, 2016** at 00:00 hours (CEST) – referred to as the **"record date"**. A proof of shareholding drawn up in text

form (§ 126b BGB) is required and sufficient; an equivalent confirmation by an institution authorized to hold securities in safe custody, in particular the institution maintaining the securities account, is sufficient for this purpose. The confirmation must be written in German or English.

The registration and the proof of shareholding must be received by the company no later than Friday, **June 3, 2016** at 24:00 hours (CEST) at the following address of the entity authorized to receive them for the company: ten Stelle zugehen:

**INDUS Holding AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany**

Fax: +49 (0) 89 210 27 289

E-mail: meldedaten@hce.de

Importance of the record date

For attendance at the Annual Shareholders' Meeting and the exercise of voting rights, only those who have produced a proof of shareholding by the record date will be considered shareholders in the company. Eligibility for attendance and the extent of voting rights will be based on the shareholder's shareholding on the record date. It will still be possible to sell all or part of one's

shareholding after the record date, i.e. the record date will not result in a ban on its sale. A sale after the record date has no effect on one's right to attend the Annual Shareholders' Meeting or on one's voting rights or the extent thereof. Persons who own no shares on the record date and become shareholders in the company only after the record date are eligible neither to attend nor to vote.

The record date has no effect on entitlements to dividends.

Once the registration and proof of shareholding are timely received by the company, shareholders will be sent entry tickets for the Annual Shareholders' Meeting. These will serve as the shareholders' identification for attendance and exercise of their voting rights. To ensure that the entry tickets are received on time, we ask that shareholders be sure to send the company their registrations and proof of shareholding early. The sending of notices pursuant to § 125 AktG (German Stock Corporation Act) is permitted in paper form also.

Procedure for casting votes by mail

Shareholders who do not wish to attend the Annual Shareholders' Meeting in person may cast their votes by written ballot through the mail. The form printed on the entry

ticket is provided for this purpose. There is also a form on the company's website at www.indus.de/investor-relations/hauptversammlung that can be downloaded and used to cast a vote by mail. Votes cast by mail must arrive at the company no later than Thursday, June 9, 2016, at 09:00 hours (CEST) (deadline compliance is determined by the time of receipt) at the following address:

INDUS Holding AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 289
E-mail: briefwahl@hce.de

Shareholders will receive further information on voting by mail, along with their entry tickets to the Annual Shareholders' Meeting, once they have registered within the time limit. Information on voting by mail is also available to shareholders at the Internet address www.indus.de/investor-relations/hauptversammlung.

Procedure for voting through proxies

Shareholders who do not attend the Annual Shareholders' Meeting in person may, with the appropriate delegation of authority, exercise their voting rights and other

rights at the Annual Shareholders' Meeting through a proxy, a financial institution, or an association of shareholders. Timely registration and proof of shareholding are still required in such a case. To give a proxy, a statement of proxy may be issued either to the party to be granted it or to the company. The proxy may be granted even after the shareholder registers for the Annual Shareholders' Meeting. The forms that are sent to shareholders once they have properly registered can be used to grant a proxy. A proxy form is also available for download from the company's website at www.indus.de/investor-relations/hauptversammlung.

If the proxy is not granted to a financial institution, a shareholder association, or persons or institutions equated with them according to § 135(8) and § 135(10) in conjunction with § 125(5) AktG, then the grant of proxy, its revocation, and the proof of proxy to be presented to the company must be in text form (§ 126b BGB).

The company's bylaws contain no content guidelines on the granting of a proxy to financial institutions, shareholder associations, or persons or institutions equated with them according to § 135(8) and § 135(10) in conjunction with § 125(5) AktG. The law merely requires that the intended proxy holders record their proxies in verifiable form. If a proxy is to be granted to a financial institution, a shareholder association, or

another institution or person mentioned in § 135 AktG, it is possible that the institutions or persons to be granted the proxy may request a special form of proxy. Should a shareholder wish to grant a proxy to a financial institution, a shareholder association, or another of the institutions or persons mentioned in § 135 AktG, it is strongly advised that the shareholder confer with such institutions or persons on the form of the proxy.

The required proof of proxy must either be produced by the proxy holder on the day of the Annual Shareholders' Meeting or received by the company in advance, by 09:00 hours (CEST) on **June 9, 2016**, at the following address:

INDUS Holding AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 289

The proof of proxy may also be transmitted to the company electronically through the online service at the Internet address www.indus.de/investor-relations/hauptversammlung or to vollmacht@hce.de.

Voting through company-appointed proxies

The company offers its shareholders the option of delegating exercise of their voting rights, even before the Annual Shareholders' Meeting, to proxies who are appointed by the company but bound by the shareholders' instructions. When proxies appointed by the company are so authorized, they must be instructed in all instances as to how the voting rights delegated to them are to be exercised. Without such instructions, the authorization is invalid. The proxies are obliged to vote as instructed. Please note that a proxy cannot accept instructions to make requests to speak, to raise objections, to ask questions, or to make motions, and that the proxy is also not available to vote on procedural motions or unannounced motions from shareholders.

A form for authorizing and instructing a company-appointed proxy will be sent to the shareholders with their entry tickets and is also available for download from the Internet at www.indus.de/investor-relations/hauptversammlung. Even when a proxy appointed by the company is so authorized, the granting of proxy, its revocation, and the proof of proxy to be presented to the company must be in text form. The authorizations and instructions must be sent, together with the entry ticket to the Annual Shareholders' Meeting, to the following address by no later than

09:00 hours (CEST) on Thursday, **June 9, 2016** (deadline compliance is determined by the time of receipt):

INDUS Holding AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 289
E-mail: vollmacht@hce.de

As an alternative to delivery of the statement of proxy and the proxy's instructions in advance, the statement and instructions may also be given to the proxy during the Annual Shareholders' Meeting.

If a shareholder grants a proxy to more than one person, the company is entitled to turn away one or more of those persons.

Shareholders will receive further information on voting by proxy along with their entry tickets. Information on voting by proxy is available to shareholders also at the Internet address www.indus.de/investor-relations/hauptversammlung.

Shareholders' rights under § 122(2), § 126(1), § 127, § 131(1) AktG

1 Additions to the agenda, § 122(2) AktG

Shareholders whose aggregate holdings amount to one twentieth of the company's share capital or EUR 500,000.00 may request that items be placed on the agenda and announced as such. Such a request must be referred in writing to the Management Board of INDUS Holding AG and accompanied by a statement of the reasons for it or by a draft resolution. It may also be transmitted in electronic form. A transmission of the request in electronic form must have a qualified electronic signature according to the German Signature Act (§ 126(3), § 126a(1) BGB). The request must be received by the company at least 30 days before the meeting, i.e., no later than Monday, **May 9, 2016** at 24:00 hours (CEST).

The request must be sent to the following address:

INDUS Holding AG
– Management Board –
Kölner Strasse 32
51429 Bergisch Gladbach
Germany
E-mail: indus@indus.de

Those making the requests must prove that they have owned their shares for at least three months before the date of the request (defined as the date on which the company receives it) and that they will be holding the shares until a decision has been made concerning the request.

Additions to the agenda that must be disclosed will be published in the Federal Gazette promptly upon receipt of the request, if they were not already announced with the notice of meeting, and referred for publication to those media that can be counted on to disseminate the information throughout the European Union. They will be announced also on the company's website at www.indus.de/investor-relations/hauptversammlung.

2 Countermotions and nominations by shareholders, § 126(1), § 127 AktG

Each shareholder in the company has the right to propose countermotions at the Annual Shareholders' Meeting against proposals by the Management Board and/or the Supervisory Board concerning specific agenda items, to make nominations, and to make procedural motions without need of an announcement, published notice, or

other special act in advance of the Annual Shareholders' Meeting.

In addition, each shareholder in the company is entitled to send counter motions against proposals by the Management Board and/or the Supervisory Board concerning specific agenda items and to send nominations for the election of Supervisory Board members and auditors. Counter motions must be provided with a statement of the reasons for making them if they are to be made available. The company will make counter motions within the meaning of § 126 AktG and nominations within the meaning of § 127 AktG, including the shareholder's name, the statement of reasons (which, however, is not required for nominations), and any comment by the management available at www.indus.de/investor-relations/hauptversammlung, provided that the counter motion or nomination is received by the company at least 14 days before the meeting, i.e., no later than 24:00 hours (CEST) on Wednesday, **May 25, 2016**, at the following address

INDUS Holding AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 289
E-mail: gegenantraege@hce.de

and the other requirements on which a duty of publication is conditional according to § 126 AktG and § 127 AktG have been met. Unfortunately, motions referred to any other address cannot be considered.

We wish to point out that counter motions or nominations at the Annual Shareholders' Meeting receive consideration only if they are made or submitted therein.

3 The shareholder's right to information, § 131(1) AktG

The Management Board must give each shareholder or shareholder's proxy, upon request in the Annual Shareholders' Meeting, information about the company's affairs when such information is necessary for proper consideration of an item on the agenda and no right to refuse such information exists. The duty to provide information applies also to legal and business

relationships between INDUS Holding AG and companies that are affiliated with it, and to the position of the INDUS Group and of the companies included in the INDUS annual financial statements.

To make it easier to give proper answers, shareholders and shareholders' proxies who would like to ask questions in the Annual Shareholders' Meeting are respectfully asked to send their questions as early as possible to:

INDUS Holding AG

– Investor Relations –

Kölnener Strasse 32

51429 Bergisch Gladbach

Germany

Fax: +49 (0) 22 04 / 40 00 20

E-mail: wolter@indus.de

Sending questions in advance is not a condition for receiving answers to them. The right to information as provided in § 131(1) AktG exists even if questions are asked only in the Annual Shareholders' Meeting.

4 Further explanatory notes

Further explanatory notes concerning the rights of shareholders under § 122(2), § 126(1), § 127 and § 131(1) AktG are available for reading or downloading on the company's website at www.indus.de/investor-relations/hauptversammlung.

Information and documents concerning the Annual Shareholders' Meeting, published notices on the company's website

The notice of the Annual Shareholders' Meeting, the documents to be made available to the meeting, any motions by shareholders, and other information are available for inspection or download from the company's website at www.indus.de/investor-relations/hauptversammlung. All documents to be made available to the Annual Shareholders' Meeting will be available there as well.

Pursuant to § 7.14 of the bylaws, the Management Board permits the notices per § 125 AktG to be delivered in paper form, and it authorizes the financial institutions also to deliver in paper form.

Bergisch Gladbach, April 2016

The Management Board

Information on the Internet

You will find special information about the share and the company's earnings performance on our website at www.indus.de under the heading Investor Relations. Annual and interim reports of INDUS Holding AG can be retrieved there as well. You will also find current news items, presentations, summaries of performance indicators, market price information and additional service offers.

www.indus.de/investor-relations.html

Publications for our shareholders

- Annual Report (German and English)
- Interim reports for the first, second and third quarters (German and English)

These publications may be requested also from:

INDUS Holding AG
Investor Relations
Kölner Strasse 32
51429 Bergisch Gladbach
Phone 02204 4000-70
Phone 02204 4000-66
E-mail: investor-relations@indus.de

2016 financial calendar

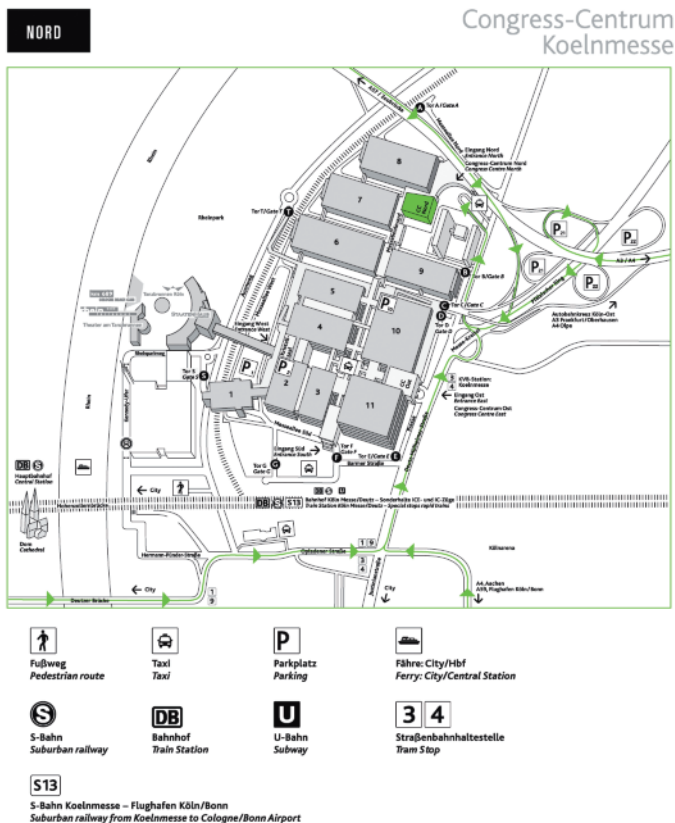
April 12, 2016	2016 balance sheet press conference, Düsseldorf
April 13, 2016	2016 conference of analysts and investors, Frankfurt am Main
May 18, 2016	Interim Report as of March 31, 2016
June 9, 2016	2016 Annual Shareholders' Meeting, Cologne
August 16, 2016	Interim Report as of June 30, 2016
November 15, 2016	Interim Report as of September 30, 2016

Since we are unable in general to rule out postponements, we recommend that you check the current status of these events on the Internet at www.indus.de/investor-relations/finanztermine close to their scheduled dates.

Directions

Rheinsaal of
Congress Centrum Nord, Koelnmesse
Deutz-Mülheimer Strasse 111
50679 Cologne

free of charge parking at P21



THE NEW INDUS APP:
download free of
charge in the App Store
or directly with this
QR code

