

Invitation to the Annual General Meeting 2019

**JOST Werke AG
Neu-Isenburg / Germany**

**WKN JST400
ISIN DE000JST4000**

We invite our shareholders to JOST Werke AG's
Annual General Meeting
on Thursday, May 9, 2019, at 11:00 (CEST)
at the
Mercure Hotel Frankfurt Airport Neu-Isenburg
Frankfurter Strasse 190
63263 Neu-Isenburg
Germany.

This document represents the English translation of the German "Einladung zur Hauptversammlung," which is the sole binding version.

I. AGENDA

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements, the combined management report (including the explanatory report of the Management Board on information related to takeovers), the report of the Supervisory Board, and the proposal of the Management Board for the appropriation of the net retained profits, all for the fiscal year ending on December 31, 2018**

These documents will be available on the Company's website at <http://ir.jost-world.com/agm> from the day that the Annual General Meeting is convened. They will also be displayed during the Annual General Meeting.

The annual financial statements for the 2018 fiscal year drawn up by the Management Board on March 14, 2019 were approved by the Supervisory Board in accordance with Section 172 Sentence 1 of the Aktiengesetz (AktG – German Stock Corporation Act) on March 20, 2019; the annual financial statements are thus adopted. The Supervisory Board approved the consolidated financial statements at the same time. A resolution of the Annual General Meeting to adopt the annual financial statements or to approve the consolidated financial statements pursuant to Section 173 AktG is therefore not required. The other documents mentioned above only have to be made available to the Annual General Meeting in accordance with Section 176(1) Sentence 1 AktG without a resolution – with the exception of the resolution on the appropriation of the profits, which is made under Item 2 of the agenda – being required.

- 2. Resolution on the appropriation of the net retained profits for the 2018 fiscal year**

The Management Board and the Supervisory Board propose that the net retained profits (*Bilanzgewinn*) of EUR 16,390,000.00 reported in the annual financial statements for the 2018 fiscal year be appropriated as follows:

| | |
|--|-------------------|
| Distribution of a dividend of EUR 1.10 per no-par share entitled to dividends totaling | EUR 16,390,000.00 |
| Carryforward to new account | EUR 0.00 |
| <hr/> | |
| Net retained profits | EUR 16,390,000.00 |

Upon the adoption of the proposed resolution, the following shall apply to the payment of the dividend: As the dividend will be paid out in full from the contribution account for tax purposes within the meaning of Section 27 of the German Corporate Income Tax Act (*Körperschaftsteuergesetz; KStG*), the payment is made without deducting withholding tax and the solidarity surcharge. For shareholders in Germany, the dividends are not subject to tax. A tax refund or tax credit option is not associated with the dividend.

In accordance with Section 58(4) Sentence 2 AktG, the dividend is paid on the third business day following the resolution of the Annual General Meeting, i.e. on May 14, 2019.

3. Resolution on the formal approval of the actions of the members of the Management Board for the 2018 fiscal year

The Management Board and the Supervisory Board propose granting formal approval of the actions of the members of the Management Board in office during the 2018 fiscal year for this period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the 2018 fiscal year

The Management Board and the Supervisory Board propose granting formal approval of the actions of the members of the Supervisory Board in office during the 2018 fiscal year for this period.

5. Election of the auditor for the 2019 fiscal year

Supported by the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be elected as the auditor of the annual and consolidated financial statements for the 2019 fiscal year.

II. ADDITIONAL INFORMATION REGARDING THE CONVENING OF THE ANNUAL GENERAL MEETING

1. Total number of shares and voting rights

At the time that this Annual General Meeting is convened, the share capital of the Company amounts to EUR 14,900,000.00 and is divided into 14,900,000 no-par bearer shares, each of which gives one vote. The Company holds no treasury shares at the time that the Annual General Meeting is convened. The total number of shares entitled to participate and vote at the time that the Annual General Meeting is convened therefore amounts to 14,900,000 shares.

2. Requirements for participation at the Annual General Meeting and exercising of voting rights

Only those persons who are shareholders of the Company and who register for the Annual General Meeting at the start of the 21st day before the Annual General Meeting, i.e. at 00:00 a.m. on April 18, 2019 (record date), are entitled to participate in the Annual General Meeting – in person or by proxy – and to exercise voting rights. The registration together with proof of the shareholding drawn up by a custodian bank or financial services institution on the record date must be received by the registration office specified below by no later than the end of May 2, 2019. The registration and the proof of shareholding must be submitted in written or electronic form and in German or English.

Registration office:

JOST Werke AG
c/o Deutsche Bank AG
Securities Production
General Meetings
P.O. Box 20 01 07
60605 Frankfurt am Main
Germany
Fax: +49 (0) 69 12012-86045
E-mail: wp.hv@db-is.com

Shareholders are requested to contact their relevant custodian institution as early as possible and to order their admission ticket to the Annual General Meeting at the same time.

3. Importance of the record date

Eligibility to take part and the scope of the voting right are determined exclusively on the basis of the shareholding of the shareholder on the record date. With regard to the Company, only a person who has furnished this proof is allowed to participate in the meeting and to exercise voting rights as a shareholder. The record date is not accompanied by any block on the ability to sell the shareholding. Even in the event that the shareholding is sold in full or in part after the record date, exclusively the shareholding of the shareholding on the record date is the key factor determining

participation and the scope of the voting rights, i.e. disposals of shares after the record date have no impact on the eligibility to participate or on the scope of the voting rights. The same applies for additional acquisitions of shares after the record date. Persons who do not own any shares on the record date and become shareholders only after the record date are not entitled in principle to participate and to vote regardless of the shares they hold; an exception applies if and insofar as they are appointed as a proxy or are authorized to exercise rights by the previous owner who still held the shares on the record date.

4. Proxy voting procedure

Third-party authorization

Shareholders can arrange to have their voting rights exercised by a proxy, e.g. by a financial institution, a shareholders' association, or another third party. Punctual registration and proof of shareholding are also required for the share ownership in question. A corresponding proxy form is printed on the reverse of the admission ticket. A proxy form is also available on the Internet at <http://ir.jost-world.com/hv>.

The granting of the proxy, its revocation and proof of the proxy provided to the Company must be issued in written or electronic form. A shareholder or principal issuing a proxy can also revoke the proxy that has been issued without using a form by appearing in person at the Annual General Meeting. Proof that a proxy has been issued can be furnished by the authorized representative by producing the proxy at the registration counter on the day of the Annual General Meeting. If the proxy is issued by making a statement to the Company, separate proof that the authorization has been issued is not required.

The address specified below is available for issuing a proxy to the Company and revoking it and for submitting the proof that a proxy has been issued to an authorized representative or revoked:

JOST Werke AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
Fax: +49 (0) 89 21 027 289
E-mail: inhaberaktien@linkmarketservices.de

When financial institutions, equivalent institutions or companies pursuant to Section 135(10) in conjunction with Section 125(5) AktG, shareholders' associations or equivalent persons pursuant to Section 135(8) AktG are appointed as proxies, particular features generally have to be observed, which are to be requested from the proxy in question.

Authorization of Company-nominated proxies

Furthermore, shareholders who have registered properly are offered the option of authorizing voting proxies appointed by the Company and of being represented during the voting by issuing instructions. The voting proxies are required to vote in accordance with the instructions; they cannot exercise the voting rights at their own discretion.

Please note that the voting proxies can exercise the voting rights only on the items of the agenda for which they have received instructions and that they cannot receive instructions on procedural motions either in advance of or during the Annual General Meeting. Equally, the voting proxies do not accept requests to take the floor, to submit objections to resolutions of the Annual General Meeting, or to ask questions or to propose motions.

The proxy and the instructions have to be issued in written form. The personal participation of a shareholder or of an authorized third party (e.g. banks or shareholders' associations) at the Annual General Meeting is regarded as a revocation of the proxy and instructions issued to the voting proxies. Forms for issuing proxies and instructions to the proxies appointed by the Company are attached on the reverse of each admission ticket. A proxy and instruction form is also available on the Internet at <http://ir.jost-world.com/agm>. Proxies and instructions issued to the voting proxies appointed by the Company and any revocation of these must be received by the Company at the following address by 24:00 (CEST) on May 8, 2019:

JOST Werke AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
Fax: +49 (0) 89 21 027 289
E-mail: inhaberaktien@linkmarketservices.de

5. Minority amendments to the agenda in accordance with Section 122(2) AktG

Shareholders whose shares together amount to one twentieth of the share capital or of the proportional amount of EUR 500,000.00 (the latter being equivalent to 500,000 no-par shares) can request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request is to be sent in writing to the Management Board and must be received in writing by the Company by April 8, 2019:

Motions of shareholders to supplement the agenda can be sent to the Company at the following address:

JOST Werke AG
The Management Board
Siemensstrasse 2
63263 Neu-Isenburg
Germany

The applicants have to prove that they have owned the shares for no less than 90 days prior to the request being received and that they will hold the shares up until the decision of the Management Board on the motion.

Supplements to the agenda that have to be published will be published in the German Federal Gazette immediately after the request has been received and circulated throughout the entire European Union. They will furthermore be made available and notified to the shareholders on the website at <http://ir.jost-world.com/agm>.

6. Countermotions and nominations from shareholders in accordance with Section 126(1) and Section 127 AktG

Countermotions against a proposal by the Management Board and/or the Supervisory Board regarding a particular item on the agenda and proposals from shareholders on the election of statutory auditors (Item 5 on the agenda), which are to be made available before the Annual General Meeting, are to be sent exclusively to the following address. Countermotions and nominations sent to another addresses will not be considered.

JOST Werke AG
Investor Relations
Siemensstrasse 2,
63263 Neu-Isenburg
Germany
Fax: +49 (0) 6102 295 661
E-mail: ir@jost-world.com

Countermotions and nominations that are received by no later than the end of April 24, 2019 at the above address with evidence of qualification as a shareholder will be published immediately on the Internet at <http://ir.jost-world.com/hv> if they have to be made available to the other shareholders. Any responses that may be made by Management will also be published on the above website.

The right of each shareholder to propose countermotions on the various items of the agenda and nominations for the election of statutory auditors during the Annual General Meeting remains unaffected, also if they have not been sent in advance to the Company in the allowed time period.

It is pointed out that, even if they have been sent to the Company in advance within the time allowed, countermotions and nominations by shareholders can be put to a vote only if they are proposed during the Annual General Meeting.

7. Shareholders' right to information in accordance with Section 131(1) AktG

On request, the Management Board will provide each shareholder at the Annual General Meeting with information on the affairs of the Company, including the legal and business relations with affiliated companies, as well as on the situation of the Group and of the companies included in the consolidated financial statements, provided that the information is required to make a proper assessment of the item of the agenda.

The Management Board can refrain from answering individual questions for the reasons specified in Section 131(3) AktG, for example because providing the information is, according to sound business judgment, likely to cause material damage to the Company or an affiliated enterprise. In accordance with the Articles of Association, the chairperson is authorized to place reasonable time limits on the right of shareholders to ask questions and hold the floor.

8. Publications on the website / supplementary information in accordance with Section 124a AktG

This invitation to the Annual General Meeting, the documents that have to be made available as well as any motions from shareholders and other information, especially relating to participation at the Annual General Meeting and the issuing of proxies and instructions, are available on the Company's website at <http://ir.jost-world.com/agm> as well. The results of the voting will also be published on the website after the Annual General Meeting.

9. Information on data protection for shareholders and shareholder representatives

In order to enable the shareholders and shareholder representatives to exercise their rights at the Annual General Meeting, the Company processes, as a responsible body within the meaning of Article 4 (7) of the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of individuals with regard to the processing of personal data, on free data traffic, and on repealing Directive 95/46/EG (hereinafter referred to as "GDPR")), personal data: contact details (e.g. address, e-mail address and, if applicable, the name of the shareholder representative authorized by the respective shareholder), personal data (e.g. name, date of birth), information about the shares (e.g. number of shares, class of shares, type of ownership of shares), and administrative data (e.g. number of the admissions ticket) based on the applicable data protection provisions. The Company is legally represented by its Management Board, namely Mr. Brorsen, Mr. Dürr, Dr. Eichler, and Dr. Terlinde.

The contact details of the Company as a responsible body are:

JOST Werke AG
The Management Board
Siemensstrasse 2
63263 Neu-Isenburg
Germany

If personal data is not provided by the shareholders and shareholder representatives in the context of registering for the Annual General Meeting, the custodian bank or a third party involved in the registration process submits the personal data of the shareholders or shareholder representatives to the Company.

The Company is legally obligated to hold the Annual General Meeting in accordance with the German Stock Corporate Act (*Aktiengesetz*). The processing of shareholders' personal data is mandatory for their participation in the Annual General Meeting. The Company is the body responsible for this processing.

The shareholders' personal data is processed for the purpose of registering for the Annual General Meeting, preparing the list of participants, and preparing the voting procedure, for preparing the minutes on the course of the Annual General Meeting, and

for the fulfillment of the Company's stock corporation obligations after the Annual General Meeting. The legal basis for this processing is Article 6 (1c) GDPR.

Personal data is also processed for statistical purposes, e.g. to show the evolution of the shareholder structure or trading volumes. The legal basis for this processing is Article 6 (1c) and Article 6 (4) GDPR.

The Company does not divulge personal data to third parties ever. As an exception, third parties commissioned for the purpose of hosting the Annual General Meeting will receive from the Company such personal data, which is necessary for the performance of the commissioned service. They process the data exclusively according to the instructions of the Company. Such third parties are, for example, general meeting service providers, such as general meeting agencies, lawyers, or accountants.

The Company will – due to current statutory retention requirements and subject to any applicable statutory provisions that come into effect after the Annual General Meeting – retain the personal data for a period of ten years, beginning with the end of the year in which the Annual General Meeting took place. In individual cases, the personal data may be stored for a longer period of time if the further processing of the data is still necessary for the processing of applications, decisions or legal proceedings in relation to the Annual General Meeting.

With regard to the transfer of personal data to third parties as part of a notice of shareholder solicitation to supplement the agenda and of counter motions and election proposals of shareholders, reference is made to the explanations in the section “Information on the rights of shareholders.”

Shareholders and shareholder representatives are entitled to the rights under Chapter III of the GDPR, namely a right to information pursuant to Article 15 GDPR, the right to immediate correction of incorrect or incomplete personal data pursuant to Article 16 GDPR, to demand the immediate deletion of personal data pursuant to Article 17 GDPR, to demand the restriction of the processing of personal data pursuant to Article 18 GDPR, and the right, pursuant to Article 20 GDPR, to receive the personal data in a format that complies with the legal requirements and to submit this data to another person without hindrance (right to data portability).

These rights can be asserted vis-à-vis the Company free of charge using the following contact details:

JOST Werke AG
The Management Board
Siemensstrasse 2
63263 Neu-Isenburg
Germany

In addition, pursuant to Article 77 GDPR, the shareholders and shareholder representatives have the right of appeal, in particular with the data protection supervisory authority who is responsible for the domicile or permanent residence of the shareholder or shareholder representative, or the state in which the alleged infringement was committed.

You can reach our data protection officer at:

JOST Werke AG
Data Protection Officer
Siemensstrasse 2
63263 Neu-Isenburg
Germany
Phone: +49 (0) 6102 295 0
E-mail: datenschutz@jost-world.com

Neu-Isenburg, March 2019

JOST Werke AG
The Management Board