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Aktiengesellschaft

Nuremberg

- Securities Identification No. DE0007495004 -

- Securities Identification No. 749 500 -

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We invite the shareholders in our company to the

**Extraordinary General Meeting**

being held on

**Tuesday, April 20, 2010, at 10 am**

**in the Maritim Hotel**

**Frauentorgraben 11, 90443 Nuremberg, Germany**

**AGENDA**

- 1. Adoption of a resolution transferring the shares of the minority shareholders to the Kyocera Mita Corporation, Osaka, Japan, as the principle shareholder, against payment of an appropriate cash compensation pursuant to sections 327a ff. of the AktG (Ausschluss von Minderheitsaktionären – Squeeze-Out) – *Stock Corporation Act (squeeze-out of minority shareholders)***

Pursuant to section 327a AktG, the General Meeting of a joint-stock company can resolve, at the request of a shareholder who holds shares in the company amounting to at least 95 % of the share capital (principal shareholder), to transfer the shares of the other shareholders (minority shareholders) to the principal shareholder against payment of an appropriate cash compensation. The Kyocera Mita Corporation, 2-28, 1-Chome, Tamatsukuri Chuo-ku, Osaka 540-8585, Japan, entered in the Commercial Register of Osaka under the registration number 1299-01-090378, directly holds 52,850,017 of the total 55,381,257 no-par value bearer shares of TA Triumph-Adler AG, and therefore has a participation of 95.43 % in the share capital of the company. As a result the Kyocera Mita Corporation is the principal shareholder pursuant to § 327a AktG.

In its letter of November 27, 2009, the Kyocera Mita Corporation in accordance with § 327a AktG instructed the Management Board of the company to bring about a resolution of the General Meeting on the transfer of the shares of the minority shareholders to the Kyocera Mita Corporation against payment of an appropriate cash compensation.

The Kyocera Mita Corporation submitted to the Management Board of TA Triumph-Adler AG a statement by the Commerzbank AG, Frankfurt a.M., dated February 26, 2010, as a result of which the Commerzbank AG undertakes to guarantee that the Kyocera Mita Corporation will fulfill its obligation to pay the minority shareholders the cash compensation determined plus the legally prescribed interest immediately after entry of the transfer resolution into the Commercial Register.

The Kyocera Mita Corporation has set the cash compensation at 1.90 euros per share of the company. In a written report to the General Meeting the Kyocera Mita Corporation set out the prerequisites for the transfer, and explained and provided its reasoning for the appropriateness of the cash compensation based on a company valuation carried out by the auditing company Deloitte & Touche GmbH, Dusseldorf. The Nuremberg Regional Court has selected and appointed Ebner Stolz Mönning Bachem GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Stuttgart, as the expert auditor. Ebner Stolz Mönning Bachem has confirmed the appropriateness of the cash compensation.

Should, in a process pursuant to § 327f AktG, a legally-binding higher cash compensation be set, all the shareholders whose shares are transferred to the Kyocera Mita Corporation through the registration of the transfer resolution will be paid the corresponding supplementary sum in addition to the cash compensation.

Once the transfer resolution is registered in the Commercial Register of the Nuremberg Local Court all rights to the shares concerned will automatically transferred to the Kyocera Mita Corporation; the remaining share certificates will serve only as documentary evidence for the minority shareholders to the claim of the shareholder to the cash compensation. From the point of time that the registration of the transfer resolution in the Commercial Register is notified, interest is to be paid on the cash compensation to the minority shareholders at two percentage points annually above the respective base lending rate pursuant to § 247 BGB (*German Civil Code*) .

Management Board and Supervisory Board propose that the following resolution be adopted:

"The no-par value bearer shares of the other shareholders (minority shareholders) of TA Triumph-Adler AG are to be transferred to the Kyocera Mita Corporation, Osaka, Japan, as the principal shareholder, in accordance with the procedure to squeeze out minority shareholders (§§ 327a ff. AktG) against payment of a cash compensation to be made by the Kyocera Mita Corporation in the sum of 1,90 euros for each of the no-par value bearer shares with a proportionate share of the share capital in the sum of 1,45 euros."

**Requirements for participation in the General Meeting and the exercise of the right to vote**

Shareholders are entitled to participate in the General Meeting and to exercise the right to vote if they register at the address below not later than by the end of **April, 13, 2010**, and provide the company, at the same address, with the confirmation issued by the depository holding the shares stating that they were shareholders of the company at the beginning of March 30, 2010 (effective verification date).

TA TRIUMPH-ADLER Aktiengesellschaft  
c/o PR IM TURM HV-Service Aktiengesellschaft  
Roemerstrasse 72-74  
D - 68259 Mannheim, Germany  
Fax: +49 (0) 621 / 71 77 213]  
email address: eintrittskarte@pr-im-turm.de

The registration and proof of share ownership must be in writing and must be done in either German or English.

Once they have registered, shareholders can also continue to have their shares at their disposal. The right to vote depends entirely on ownership of the shares on the effective verification date.

**Procedure for a proxy to exercise voting rights**

Shareholders who do not wish to attend the General Meeting in person can appoint a proxy, e.g. a credit institution or an association of shareholders, to exercise their voting right. The granting of proxy, evidence of this and any revocation of this authority must be done in written form, if the power of proxy is not being assigned by a credit institution, a shareholders' association or an institution or person deemed of equivalent status under § 135 para. 8 or § 135 para 10 in conjunction with § 125 para. 5 AktG. These latter may use arrangements for their own procedure for authorizing a proxy that differ from those of the previous paragraph, and these arrangements should be ascertained from the proxy in each case.

We offer our shareholders the opportunity to authorize a company-nominated proxy before the General Meeting who is bound by the instructions of the shareholders to exercise their voting rights. Shareholders who wish to authorize company-nominated proxies will need to first have an admission ticket to the General Meeting. If company-nominated proxies are authorized, they must in all cases be

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4

given instructions on exercising voting rights. Without such instructions the authorization is invalid. The proxies are obligated to vote as instructed. Authorization and instructions to the company-nominated proxies should reach the company as early as possible.

The following address, fax number and email address are provided, which can be used to authorize the company to instruct a proxy and the proxies nominated by the company, to submit proof that the power of proxy has been issued to a proxy and to revoke and amend authorizations.

TA TRIUMPH-ADLER Aktiengesellschaft  
c/o PR IM TURM HV-Service Aktiengesellschaft  
Roemerstrasse 72-74  
D - 68259 Mannheim, Germany  
Fax: +49 (0) 621 / 71 77 213]  
email address: [www.hv-vollmachten.de](http://www.hv-vollmachten.de)

Proof of authorization of proxy must either be presented on the day of the General Meeting by the proxy, or it must be received by the company by 6 pm at the latest on April 19,2010 at the address given above or electronically via the designated proxy platform [www.hv-vollmachten.de](http://www.hv-vollmachten.de).

An online password is required to use the password-protected proxy platform [www.hv-vollmachten.de](http://www.hv-vollmachten.de). This password is printed on the admission ticket that will be sent out to the shareholders.

Further information on granting proxy and assigning instructions as well as forms for assigning proxy voting powers and further information on using the password-protected proxy platform, can be found on the internet at [www.triumph-adler.de/ Investor Relations / Außerordentliche Hauptversammlung](http://www.triumph-adler.de/Investor_Relations/Außerordentliche_Hauptversammlung).

**Enquiries, applications, election nominations, requests for information (information about the rights of shareholders pursuant to 122 para. 2, § 126 para. 1, § 127, § 131 para. 1 AktG**

**Supplements to the agenda in accordance with § 122 para. 2 AktG**

Shareholders whose jointly hold a twentieth of the share capital or the proportionate amount of 500,000 euros of the share capital may request that items are placed on the agenda and publicized. Each new item must be accompanied by a statement of reasons or a proposed resolution. The request must be made in writing to the Management Board of TA Triumph-Adler AG, and must be received by the company by midnight of March 20, 2010, at the latest.

Please send the corresponding requests to the following address:

TA TRIUMPH-ADLER Aktiengesellschaft  
For the attention of the Management Board  
Suedwestpark 23  
D - 90449 Nuremberg, Germany

Additions to the agenda for publication will be announced immediately on receipt of the request in the elektronischer Bundesanzeiger (*German Electronic Federal Gazette*), and forwarded for publication to

those media that can be expected to publish the information throughout the European Union. In addition, shareholders will be informed of the requests on the internet at [www.triumph-adler.de/Investor Relations / Außerordentliche Hauptversammlung](http://www.triumph-adler.de/Investor_Relations/Außerordentliche_Hauptversammlung)

### **Counter motions and election nominations**

Shareholders of the company can moreover submit counter motions to the proposals of the Management Board and/or Supervisory Board for certain items on the agenda, and election nominations as the case may be. Counter motions must be accompanied by a statement of reasons.

Counter motions, election nominations and other enquiries from shareholders concerning the General Meeting are to be submitted to the following address only:

TA TRIUMPH-ADLER Aktiengesellschaft  
For the attention of the Management Board  
Suedwestpark 23  
D - 90449 Nuremberg, Germany  
Fax: +49 (0) 9 11 / 68 98-201

Counter motions that arrive at the aforesaid address at the latest by the end of April 5, 2010 will be made available immediately to the other shareholders through publication on the internet at [www.triumph-adler.de/Investor Relations / Außerordentliche Hauptversammlung](http://www.triumph-adler.de/Investor_Relations/Außerordentliche_Hauptversammlung), along with the accompanying statement of reasons, and any statement by the management.

### **Right to information pursuant to § 131 para. 1 AktG**

At the General Meeting every shareholder or shareholder representatives may ask for information from the Management Board about matters concerning the company, to the extent that the information is necessary for making an informed judgment about a matter on the agenda. The duty of disclosure also extends to the legal and business relations between the company and an affiliated company as well as the position of the Group and that of the companies included in the consolidated financial statements.

### **Further information**

Further information on the rights of shareholders pursuant to § 122 para. 2, § 126 para. 1, § 127, § 131 para. 1 AktG can be found on the internet at [www.triumph-adler.de/Investor Relations / Außerordentliche Hauptversammlung](http://www.triumph-adler.de/Investor_Relations/Außerordentliche_Hauptversammlung)

**Total number of shares and voting rights at the time the General Meeting is convened**

At the time of convening the General Meeting, the company has 55,381,257 shares issued, each of which entitles one vote. The company currently does not hold any of its own shares. All the shares issued establish participation and voting rights in principle.

Documents for the General Meeting

Documents available for inspection

The following documents will be available for inspection at the business premises of the company at Südwestpark 23, 90449 Nuremberg, Germany, from the date that the General Meeting is convened.

- The draft version of the transfer resolution
- The company's annual financial statements including the Management Reports and the Reports of the Supervisory Board for fiscal years 2006, 2007 and 2008, as well as the consolidated financial statements and Consolidated Management Reports for fiscal years 2006, 2007 and 2008
- The written report filed by the principal shareholder, the Kyocera Mita Corporation, Osaka, Japan, pursuant to 327c para. 2 page 1 AktG, for submission to the General Meeting dated March 4, 2010;
- The audit report filed by Ebner Stolz Mönning Bachem Wirtschaftsprüfer GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Stuttgart, pursuant to 327c para. 2 page 2 AktG, on the appropriateness of the cash compensation for the transfer of the shares of the minority shareholders.

A free copy of these documents can be forwarded to any shareholder on request. These documents may also be obtained free of charge from the paying agent of the company, the company's cash office, Suedwestpark 23, 90449 Nuremberg, Germany. These documents will also be available for inspection at the General Meeting.

Publication on the company's website

In addition, from the date that the General Meeting is convened these documents will be published on the internet at [www.triumph-adler.de/ Investor Relations / Außerordentliche Hauptversammlung](http://www.triumph-adler.de/Investor_Relations/Außerordentliche_Hauptversammlung) along with all information pursuant to § 124a AktG and other information in connection with the General Meeting.

Nuremberg, March 2010

**TA TRIUMPH-ADLER Aktiengesellschaft**

The Management Board