



Braas Monier Building Group S.A.

Société anonyme
5, rue Guillaume Kroll
L-1882 Luxembourg
R.C.S. Luxembourg : B148558

Notice to all Shareholders

All shareholders of Braas Monier Building Group S.A. (the "**Company**") are hereby given notice by the board of directors of the Company (the "**Board of Directors**") that the Company hereby convenes two general meetings of shareholders (the "**General Meetings**") which will be held as follows:

The
annual general meeting 2015
(the "**Annual General Meeting**")
will be held through private deed on 13 May 2015, at 10:00 a.m. (Central European Summer Time, "**CEST**")
with the agenda set forth below at
Chambre des Commerce, 7, rue Alcide de Gasperi, L-2981 Luxembourg

Agenda of the Annual General Meeting:

- 1) Presentation of the management report by the Board of Directors and the reports of the independent auditor of the Company in relation to the stand-alone annual accounts and the consolidated financial statements of the Company for the financial year ended on 31 December 2014.
- 2) Approval of the stand-alone annual accounts of the Company for the financial year ended on 31 December 2014.
- 3) Approval of the consolidated financial statements of the Company for the financial year ended on 31 December 2014.
- 4) Allocation of results and determination of the dividend payment in relation to the financial year ended on 31 December 2014.
- 5) Discharge to all the Directors of the Company who were in office during the financial year ended on 31 December 2014.
- 6) Election of members of the Board of Directors.
- 7) Appointment of an independent auditor of the Company (*réviseur d'entreprises agréé*) for the purposes of the stand-alone annual accounts and the consolidated financial statements of the Company for the financial year ending on 31 December 2015.



The
extraordinary general meeting 2015
(the “**Extraordinary General Meeting**”)

will be held through notary deed on 13 May 2015, immediately following the Annual General Meeting with the agenda set forth below at

Chambre des Commerce, 7, rue Alcide de Gasperi, L-2981 Luxembourg

Agenda of the Extraordinary General Meeting:

- 1) Change of the Company’s registered office from the city of Luxembourg, Grand Duchy of Luxembourg to Niederanven, Grand Duchy of Luxembourg.
- 2) Amendment of article four of the articles of association of the Company to effect the change in the location of the Company's registered office.

Quorum and majority requirements

The Annual General Meeting will deliberate validly regardless of the number of shares present or represented by proxy.

Resolutions will be adopted by a simple majority of the voting rights duly present or represented at the Annual General Meeting.

The Extraordinary General Meeting will only deliberate validly if at least half of the share capital is present or represented. Should the quorum of half of the share capital not be met, then in accordance with article 14.1 of the articles of association of the Company, a second extraordinary general meeting of shareholders may be convened, by means of notices published seventeen (17) days before the meeting. The second meeting shall validly deliberate regardless of the proportion of the capital represented

Resolutions will be adopted by a majority of at least two-thirds of the voting rights duly present or represented at the Extraordinary General Meeting.

Share capital and voting rights

At the date of convening of the General Meetings, the Company’s subscribed share capital equals EUR 391,666.67 and is divided into 39,166,667 shares having a nominal value of EUR 0.01 each, all of which are fully paid up. Each share carries one vote. The total number of voting rights is therefore 39,166,667.

Available information and documentation

The following information is available on the Company’s website under <http://ir.braas-monier.com/agm> as of the day of publication of this convening notice in the Luxembourg official gazette *Mémorial C* and at the Company's registered office in Luxembourg:



- a) full text of any document to be made available by the Company at the General Meetings including draft resolutions in relation to above agenda points to be adopted at the General Meetings (i.e. inter alia the annual report as well as the stand-alone annual accounts);
- b) this convening notice;
- c) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- d) the proxy form as further mentioned below; and
- e) the correspondence voting form as further mentioned below.

Attendance and registration procedures

Shareholders shall, on or before the Record Date, as defined below, indicate to the Company their intention to participate in the General Meetings. Shareholders who intend to participate in the General Meetings in person or by proxy are obliged to obtain an attestation from their depository bank ("**Attestation**") which is safe-keeping their shares in the Company stating the number of shares held by the shareholder 14 calendar days before the date of the General Meetings ("**Record Date**"), i.e. on 29 April 2015 at midnight (24:00 hours) (CEST). The Attestation must be dispatched by fax and the original by regular mail to:

Braas Monier Building Group S.A.

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

The attestation must be made in text form in German or English.

Attestations must be received by the company (by fax) at the latest by 11:59 p.m. (CEST) on 6 May 2015.

Upon receipt of the Attestation within the given deadline the Company will presume that such shareholder will attend and vote at the General Meetings by issuing the admission ticket.

Proxy voting representatives

Shareholders not attending the General Meetings in person may appoint a proxyholder to attend the General Meetings on their behalf. The attendance and registration procedure is exactly the same as for shareholders participating personally as mentioned above.

The proxyholder will have to identify himself by presenting a valid identification card and by submitting the admission ticket of the shareholder.

In order to simplify the execution of their voting rights, the Company provides the option of appointing a proxy voting representative named by the Company and bound by the instructions of the shareholder prior to the General Meetings.



Proxy forms are available under the following contact details:

Braas Monier Building Group S.A.

c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 - 289
E-Mail: registration@hce.de
Website: <http://ir.braas-monier.com/agm>

In such proxy form shareholders are kindly invited to fill in the required details, to date, sign and return the proxy form (including the Attestation) by e-mail or fax and the original by mail to:

Braas Monier Building Group S.A.

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

The duly filled in and signed proxy form must be received by the Company (by fax or e-mail) at the latest by 11:59 p.m. (CET) on 6 May 2015. Exercise of voting rights of shares in connection with duly filled in and signed proxy forms received after such date will not be possible at the General Meetings.

Shareholders who will receive their admission tickets by mail will receive a form for proxy voting. Forms for proxy voting can also be downloaded on the Company's website at <http://ir.braas-monier.com/agm>. In addition, forms will be made available by the Company upon written request mailed to the following address:

Braas Monier Building Group S.A.

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

Vote by correspondence

Shareholders who wish to vote by correspondence must request a form for voting by correspondence from the Company at the following address after following the registration process as mentioned above:

Braas Monier Building Group S.A.

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



or, alternatively, download the form from the Company's website at <http://ir.braas-monier.com/agm>, and send the duly completed and signed form to the above mentioned address so that it shall be received by the Company by 11:59 p.m. (CEST) on 6 May 2015. Exercise of voting rights of shares in connection with duly filled in and signed proxy forms received after such date will not be possible at the Meeting.

Additional important information for shareholders

Shareholders are hereby informed that exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date (or their duly appointed proxyholders). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of the shares after the Record Date has no right to vote at the General Meetings.

One or more shareholder(s) representing at least 5% of the Company's share capital may request the addition of items to the agenda of the General Meetings by sending such requests at the latest by 11:59 p.m. (CEST) on 21 April 2015 to the following e-mail address, fax number or mail address:

Braas Monier Building Group S.A.

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

Such request will only be accepted by the Company provided it includes (i) the wording of the agenda point, (ii) the wording of a proposed resolution pertaining to such agenda point or a justification, and (iii) an e-mail address and a postal address to which the Company may correspond and confirm receipt of the request.

This convening notice was dispatched by regular mail to (i) registered shareholders that were known by name and address to the Company on 31 March 2015, if any, (ii) the members of the Board of Directors of the Company and (iii) the auditor of the Company.

Subject to compliance with the threshold notification obligations provided for by the Luxembourg law of 11 January 2008 on transparency requirements for issuers of securities, there is no limit to the maximum number of votes that may be exercised by the same person, whether in its own name or by proxy.

The results of the vote will be published on the Company's website within 15 days following the General Meetings.

For further information you may contact the service provider, HCE Haubrok AG, by dialling +49 (0)89 210 27-222 (Mon.–Fri. 9 a.m. to 5 p.m. (CEST)).

Luxembourg, March 2015

Braas Monier Building Group S.A.

The Board of Directors