

SINGULUS TECHNOLOGIES AG
Stock Corporation Kahl/Main
Securities ID Nr. 723 890 / ISIN DE 0007238909

Invitation to the General Shareholders' Meeting

We invite our shareholders to attend the

General Shareholders' Meeting

**on Thursday, May 13, 2004
at 10:30 AM**

in the offices of the Deutsche Bank AG
(Hermann-Josef-Abs Hall)
Junghofstrasse 11,
Frankfurt am Main

AGENDA

1. Presentation of the final year-end financial statement for SINGULUS TECHNOLOGIES AG and the consolidated financial statement approved in accordance with U.S. accounting standards on December 31, 2003, as well as the combined status report for SINGULUS TECHNOLOGIES AG and the consolidated group, the recommendation for the utilization of earnings, and the Supervisory Board Report for fiscal year 2003.

During determination of the year-end financial statements, the Supervisory and Managing Boards passed a resolution to convert half of the annual earnings, or 15,169,306.76 Euro, into retained earnings in accordance with Par 16.3 of the corporate statutes. The corporate financial statements finalized by the Supervisory and Managing Boards effective December 31, 2003 were audited by the certified public accounting firm Ernst & Young AG and certified without reservation.

2. Resolution for Utilization of Earnings
The Supervisory and Managing Boards recommend that, following the conversion of half the earnings into retained earnings, the balance of net profits for fiscal 2003 totaling 15,169,306.76 EUR be converted into "other retained earnings".

3. Release of Managing Board Members for Fiscal Year 2003

The Supervisory and Managing Boards recommend that the members of the Supervisory Board, including former members, be granted a release for fiscal year 2003.

4. Release of Supervisory Board Members for Fiscal Year 2003

The Supervisory and Managing Boards recommend that the members of the Managing Board be granted a release for fiscal year 2003.

5. Auditor Selection for Fiscal 2004

The Supervisory Board recommends that the certified public accounting firm Ernst & Young AG, be appointed company auditor for fiscal year 2004.

6. Resolution Granting the Right to Acquire Treasury Stock

The Supervisory and Managing Boards recommend that the following resolution be adopted:

- a) The corporation will be authorized until November 13, 2005, to acquire treasury stock calculated at a portion of base capital not to exceed 3,706,431 EUR.

The authorization can be exercised in full or in part, the latter repeatedly.

- b) The acquisition can be effected through the stock exchange or by means of a purchase option directed to all company shareholders.

If the acquisition is effected through the stock exchange, the equivalent value per share paid by the corporation on the day of purchase (excluding transaction costs) may not differ more than 5% from the price determined by the opening rate in Xetra trade (or a functionally comparable successor system to the Xetra system) on the Frankfurt securities exchange.

If the purchase is effected by means of a public purchase option to all company shareholders, the offered purchase price per share (excluding transaction costs) must not differ more than 20% from the closing price in Xetra trade on the Frankfurt securities exchange for three trading days preceding the announced date of the offer. Provisions can be made for the preferred acceptance of small quantities of shares offered by the company not to exceed 100 shares per shareholder.

- c) The Managing Board, upon approval by the Supervisory Board, is permitted to utilize company shares acquired on the basis of this authorization, especially for the following purposes:
 - To offer to third parties, within the framework of company mergers or for the purchase of companies or interests therein,
 - To withdraw company shares acquired on the basis of this authorization without necessitating the adoption of an additional resolution at the general shareholders' meeting to exercise this withdrawal.
- d) The authorization for utilization of shares purchased on the basis of this authorization can be exercised in full or in part, the latter repeatedly.
- e) The price at which company shares are offered to third parties in accordance with sec. c), bullet 1, may not be lower than 5% of the opening rate in Xetra trading on the Frankfurt stock exchange on the day of the contractual agreement with it or third parties.
- f) Shareholder stock rights will be excluded should treasury stock be re-sold in accordance with the authorization in sec. c), bullet 1.

7. Resolution for the Authorization to Disburse Convertible and Option Bonds with Concurrent Creation of Conditional Capital and Statute Changes

The Supervisory and Managing Boards recommend adoption of the following resolution:

- a) Upon approval by the Supervisory Board, the Managing Board is authorized, either once or repeatedly, to disburse interest-bearing convertible and/or option bonds in the name of the bearer totaling 300,000,000 EUR with a maturity not to exceed 20 years and to grant option rights to the owner of option bonds i.e., conversion rights to the owner of convertible bonds for individual company bearer shares for a portion of base capital not to exceed 15,617,364 EUR as provided by the convertible or option bond terms.

The convertible and/or option bonds can also be disbursed by a wholly-owned direct or indirect SINGULUS TECHNOLOGIES AG affiliate in which case, the Managing Board, upon approval by the Supervisory Board, is authorized to assume the guarantee for convertible and/or option bonds on behalf of the company and grant conversion or option rights for individual SINGULUS TECHNOLOGIES AG bearer shares to the owners of convertible and/or option bonds.

Subscription Rights, Exclusion of Subscription Rights

Shareholders are entitled to subscription rights. Shareholders can also be afforded legal subscription rights if convertible or option bonds are assumed by a financial institution or a consortium of financial institutions obliged to offer them to shareholders. If convertible and/or option bonds are issued by a wholly-owned direct or indirect affiliate, the corporation must guarantee the legal subscription rights of SINGULUS TECHNOLOGIES AG shareholders in accordance with the preceding clause.

However, upon approval by the Supervisory Board, the Managing Board is authorized to exclude from shareholders' subscription rights fractions that result from the subscription ratio, and exclude subscription rights as needed in order to afford subscription rights to the owners of previously disbursed convertible or option bonds to which the shareholders would be entitled after exercising their option or conversion rights.

Option Rights

Should option bonds be issued, one or more subscription warrants are assigned to every partial debenture which entitle the owner to acquire SINGULUS TECHNOLOGIES AG bearer shares as provided by the option terms established by the Managing Board.

The option terms can also allow for the fulfillment of the option price through the transfer of partial debentures and possibly cash payments. In this case, the amount of base capital apportioned to each share to be acquired by partial debenture shall not exceed the nominal amount of the partial debenture. Should this result in share fractions, provisions may be made that allow these fractions to be combined toward the purchase of whole shares, along with a co-payment if necessary, as provided by the option and bond terms. The maturity of the option rights may not exceed 20 years.

Conversion Rights

Should convertible bonds be issued, the owner is granted the irrevocable right to convert their debenture into individual SINGULUS TECHNOLOGIES AG bearer shares in accordance with the convertible bond terms established by the Managing Board. The conversion rate is determined by dividing the par value or the below-par-value issue price of a partial debenture by the conversion rate established for the company's stock which can be rounded up or down to a whole number; additionally, a determination can be made regarding cash co-payments and the pooling or adjustment of non-convertible fractions. The bond terms can provide for a variable conversion rate and a determination of the conversion price within a predetermined range irrespective of the

development of the SINGULUS TECHNOLOGIES AG stock price during the life of the bond.

Conversion / Option Price

Even at a variable exchange rate, i.e, a variable conversion or option price, the respective option or conversion price of a share must total at least 80% of the non-weighted average closing price of SINGULUS TECHNOLOGIES AG shares in electronic trade on the Frankfurt Securities Exchange during the last ten trading days preceding the day of the Managing Board resolution to issue convertible or option bonds, or – should subscription rights be granted – total at least 80% of the non-weighted average exchange rate of SINGULUS TECHNOLOGIES AG shares electronically traded on the Frankfurt Securities Exchange during those days on which subscription rights for convertible or option bonds are traded on the Frankfurt Securities Exchange with the exception of the last two days of subscription rights trading. Par. 9, Sec. 1 of the stock corporation law remains unaffected.

Based on a dilution safeguard clause, the option or conversion price can be reduced without compromising Par. 9, Sec. 1 of the stock corporation law if, upon closer determination of the option and conversion bond terms, the company increases its share capital through company-owned funds or by granting its shareholders exclusive subscription rights during the option or conversion period, or issues additional conversion or option bonds, i.e. guarantees options or conversion rights without issuing subscription rights to owners of existing option or conversion rights for this purpose to which they would be entitled after exercising option or conversion rights. A reduction of the option or conversion price can also be effected through cash payments or by reducing the co-payment when exercising option or conversion rights. Moreover, the terms for option rights or option or convertible bonds can provide for an adjustment to option or conversion rights in the event of a reduction in capital or other exceptional measures or occurrences (such as unusually high dividends or third-party takeovers). In these cases, the adjustments are fundamentally made in accordance with Par. 216, Sec. 3 of the Stock Corporation Act so that the commercial value of the conversion or option rights following the adjustment are fundamentally commensurate with the commercial value of the conversion or option rights immediately prior to the occurrence that triggered the adjustment. Provisions can be made for a standard market adjustment to the option or conversion price in the event of a third-party takeover.

Additional Possible Configurations

Instead of issuing new shares, the terms of the convertible or option bonds can permit the company to pay out a monetary sum when

convertibles or options are exercised that, for the number of shares that would otherwise be issued, corresponds to the non-weighted average closing rate of SINGULUS TECHNOLOGIES AG shares electronically traded on the Frankfurt Securities Exchange during the last ten trading days preceding the declaration to exercise the conversion or option.

The conversion terms can also provide the company the discretionary authority to convert options or convertible bonds into the company's pre-existing shares instead of issuing new shares from authorized capital i.e., option rights can be fulfilled by issuing such shares.

Authorization to Establish Additional Bond Terms

Upon approval by the Supervisory Board, the Managing Board is authorized to establish additional details pertaining to issuance and configuration of convertible and/or option bonds, particularly interest rates, offer price, maturity and share division, dilution safeguard determinations, option or conversion periods, as well as determining the conversion and option price within the aforementioned context, i.e., in conjunction with the respective governing bodies, establish the options or convertible bonds issued by SINGULUS TECHNOLOGIES AG affiliates.

- b) The share capital will be conditionally increased by up to 15,617,364 EUR by issuing up to 15,617,364 new bearer shares each at a 1.00 EUR proportionate amount of share capital (conditional capital III). The conditional increase in capital serves to secure the option rights provided by the option terms to the owners of option bond warrants, i.e., the conversion rights provided by the conversion terms to the owners of convertible bonds issued by the company or its wholly-owned direct or indirect affiliates from May 13, 2004 to May 13, 2009, as a result of the authorization resolution at the General Shareholders' Meeting. Per the provisions of the previously described authorization resolution, new shares are issued at individually determined option or conversion rates.

The increase in conditional share capital is to be implemented only if options or convertible bonds are issued and only if the bearers of subscription warrants or convertible bonds exercise their option or conversion rights and the conditional capital provided by the terms of the convertible or option bond is needed. New shares issued as a result of exercised option or conversion rights share in the profits from the start of the fiscal year in which they were issued.

Upon approval by the Supervisory Board, the Managing Board is authorized to establish additional details for the implementation of a conditional capital increase.

- c) The following text will replace paragraph 7 in Article 5 of the statutes: “The share capital is conditionally increased by up to 15,617,364 EUR by issuing up to 15,617,364 EUR in new bearer shares each at a 1.00 EUR proportionate amount of share capital (conditional capital III). The conditional capital increase will only be implemented if the owners of option or conversion rights issued or guaranteed by the company or a wholly-owned direct or indirect affiliate of the company from May 13, 2004 to May 13, 2009, based on the authorization resolution at the General Shareholders’ Meeting, execute their option or conversion rights. New shares will be issued at individually determined option or conversion rates as provided for in the previously described authorization resolution. New shares issued as a result of option or conversion rights that have been exercised will share in the profits from the start of the fiscal year in which they were issued. Upon approval by the Supervisory Board, the Managing Board is authorized to establish additional details for the implementation of a conditional capital increase.”
- d) The Supervisory Board is authorized to amend Article 5 of the statutes commensurate with the respective disbursement of acquisition shares as well as implement all other related amendments to the statutes solely affecting the statute version. The same holds true if authorization to disburse options or convertible bonds is not exercised before the authorization period expires or conditional capital is not utilized after expiration of the period in which option or conversion rights can be exercised.

The comments by the Managing Board pertaining to this agenda item will be available for review at the General Shareholders’ Meeting and in the company’s offices from the time the General Shareholders’ meeting is convened. A copy of the declaration will be provided to shareholders upon request.

Re: Agenda Item 6: Managing Board Report in Accordance with Article 7, Par. 1, No. 8, Sentence 5, Clause 2 and 186 Par. 3, sentence 4, par 4, sentence 2 of the Stock Corporation Act

For years, the Managing and Supervisory Boards have recommended to forgo the disbursement of dividends. This recommendation was made so that profits and retained earnings could be allocated to further expansion, particularly investments and acquisitions. Nevertheless, the Managing and Supervisory Boards would like to be able to avail themselves of the option to use retained earnings to buy back treasury stock. A stock

buyback with subsequent withdrawal can lead to growth in the stock value by improving the price-to-earnings ratio. Shareholders can profit from this tax-free growth irrespective of their tax situation. Consequently, a stock buyback can be a more attractive form of earnings disbursement for shareholders than are actual dividends. The corporation should, however, be able to utilize the repurchased stocks for the acquisition of affiliates.

The company can use a buyback to create an acquisition fund without increasing its capital. Lastly, a buyback can counteract the dilution effects brought about by stock options. The Managing Board will carefully evaluate whether the available retained earnings should be utilized for additional investments or a buyback. A buyback will only be implemented if the stock market situation and the company's operating figures indicate that it is likely to increase share value.

The recommended authorization is intended to enable the corporation to purchase treasury stock with an apportioned share capital not to exceed 3,706,431 EUR until November 13, 2005. This authorization can be exercised in full or in part, the latter repeatedly.

In addition to a stock exchange purchase, the company shall be given the option to purchase its shares by means of a public offering (tender offer). The price offered per share (excluding transaction costs) shall not differ more than 20% from the closing price in Xetra trade (or a functionally comparable successor system to the Xetra system) on the Frankfurt Securities Exchange three days preceding the day of public offering. If applied, the company must comply with the additional requirements in accordance with the Securities Control Act or with the enacted regulations established in Article 31, Par. 7 of the Securities Control Act .

In this variation, company shareholders can decide how many shares they would like to sell. If the quantity offered at an established price exceeds the quantity of shares sought by the company, the acceptance of sales offers must be allocated. Provisions should be made for the preferential acceptance of small offers or small portions of offers up to a maximum of 100 shares. This option serves to prevent fractions when determining purchase quotas and small remaining balances, thereby facilitating the technical process.

When authorized per Sec. c), bullet 1, the exclusion of shareholder subscription rights from the sale of treasury stock acquired in this manner should be optional. The Managing Board decides how the purchase authorization and resale of treasury stock is utilized; its resale, however, requires the approval of the Supervisory Board. The Managing Board will be guided solely by the best interests of the shareholders and the

company and report to the subsequent General Shareholder's Meeting on measures taken. The application examples given do not limit the Managing Board's discretion to utilize those shares purchased on the basis of the authorization for other purposes (pending Supervisory Board approval).

Re: the utilization examples listed:

- The authorization in sec. c), bullet 1, shall enable the company to have treasury shares at its disposal to exchange within the context of corporate mergers or in order to warrant these in the acquisition of companies or company interests. International competition and globalization of the economy increasingly call for these exchanges. This recommended authorization is designed to afford the company the flexibility to quickly avail themselves of opportunities to acquire companies or affiliates. At present there are no concrete plans to implement this authorization. The Managing Board will report to the General Shareholders Meeting each time it makes use of this authorization.
- Within the context of the intended authorization, shares can only be sold at one price no lower than 5% of the actual stock market rate, which does not disadvantage the shareholders. It also does not result in any notable dilution of value. Shareholders will profit from the effects of the growth and synergy of such acquisitions. Shareholders interested in receiving their quota of voting rights can purchase the corresponding number of shares on the stock exchange under essentially the same conditions. The final determination of the resale price for the company's treasury stock will be made shortly before the resale.
- The company should have the ability to retract its shares without adopting a new resolution at the General Shareholders Meeting.

At present there are no concrete plans to make use of a General Shareholders Meeting authorization to purchase treasury stock.

Re: Agenda Item 7: Managing Board Report to the General Shareholders' Meeting in Accordance with Articles 221 Par. 4, Sent. 2, 186 Par. 4, Sent. 2 of the Stock Corporation Act

The recommended authorization to disburse option and/or convertible bonds up to 300,000,000 EUR as well as the creation of the corresponding conditional capital III not to exceed 15,617,364 EUR as described below is designed to expand the opportunities SINGULUS

TECHNOLOGIES AG has to finance its activities and, pending Supervisory Board consent, provide the Managing Board with the ability to access flexible and timely financing in the interests of the company, particularly when capital market conditions are favorable.

The disbursement of bonds with conversion and/or option rights for SINGULUS TECHNOLOGIES AG shares facilitates the receipt of capital at attractive conditions. The conversion or option premiums benefit the company. The authorization provides the company with the necessary flexibility to sell debenture bonds directly or through a majority interest company.

By law, shareholders are fundamentally entitled to stock rights for convertible or option bonds (Par. 221 Art. 4 along with Par. 186 Sec. 1, Stock Corp. Act). To facilitate processing, the company should use the opportunity should to issue convertible or option bonds to a financial institution or a consortium of financial institutions which are obligated to issue bonds to shareholders that are commensurate with their stock rights (indirect subscription rights I.S. Art. 186, Par. 5 Stock Corp. Act).

The requested authorization for exclusion of stock rights for fractions permits the company to use round numbers. This facilitates the processing of shareholder stock rights and is thus in the interests of the company and its shareholders.

Upon approval by the Supervisory Board, the Managing Board is to be given the opportunity to exclude stock rights in order to grant stock rights to bearers or creditors of either conversion and/or option rights or convertible debentures with conversion obligations to the extent to which they would be entitled after executing their conversion or option rights or fulfilling their conversion obligations. If the authorization is implemented, it creates an opportunity to prevent a reduction in the option or conversion price for bearers of pre-existing option or conversion rights in accordance with the option and conversion terms.

The disbursement amount for the new shares must always correspond to at least 80% of the stock market price ascertained around the time convertible and/or option bonds are issued. The potential for a surcharge creates a requirement ensuring that the terms of the convertible or option bonds make allowances for the conditions in the capital market at the time of disbursement.

Instead of issuing company stock, bond terms can increase flexibility by permitting the company to pay those entitled to options or conversions a monetary amount which, for the number of shares that would have otherwise been issued, corresponds to the non-weighted average closing

price of SINGULUS TECHNOLOGIES AG shares in electronic trade on the Frankfurt Securities exchange during the last ten trading days preceding declaration of the exercise of conversion or option. Moreover, provisions can be made for a variable conversion rate and/or a determination of the conversion price within a predetermined range based on development of the SINGULUS TECHNOLOGIES AG share price during the life of the bond.

The designated conditional capital is intended to service the conversion or option rights associated with conversion and/or option debentures. Company shares can be utilized for this purpose instead.

Attendance and Exercise of Voting Rights

Shareholders are entitled to attend the General Shareholders' Meeting and exercise their voting rights provided their stocks are submitted either to the company cashier during normal business hours or to one of the financial institutions listed below no later than May 7, 2004 where they must remain until the close of the General Shareholders' Meeting:

Deutsche Bank AG
Commerzbank AG
HSBC Trinkaus & Bruckhardt KgaA

With consent of a depository institution, the deposit is also deemed proper if the shares are held in escrow at another financial institution until the close of the General Shareholders' Meeting.

Shareholders who have deposited their stocks with a German notary public or securities depository no later than May 7, 2004 and present the company with certification of deposit no later than May 10, 2004, are also entitled to participate in the General Shareholders' Meeting.

Shareholders may exercise their voting rights in person, by proxy, or through an association of shareholders. A power of attorney must be issued in written form and the original must be presented to the company. We also permit shareholders to grant voting rights to designated company representatives. If authorized, the voting representatives appointed by the company exercise their voting rights according to the directives provided. Voting instructions are to be indicated on the proxy form. The power of attorney and related instructions can be issued in writing by fax or sent via the internet to the hv2004@singulus.de email address in accordance with the process established by the company. In written form, the original proxy form must be submitted to the company. Power of attorney can be granted prior to the General Shareholders' Meeting. If submitted via the internet, proxys and directives can be issued or altered during the General Shareholders' Meeting until voting commences. Details regarding the

exercise of proxy voting rights can be found in the documents sent to shareholders.

Shareholder motions countering a recommendation submitted by the Managing and Supervisory Boards with respect to a specific item on the agenda should be directed to the following address only:

SINGULUS TECHNOLOGIES AG
Hanauer Landstrasse 103
D-63796 Kahl am Main
Fax: 49 (0) 61 88 – 440 110
Email: hv2004@singulus.de

Counter motions sent to this company address no later than two weeks prior to the General Shareholders' Meeting will be posted on the company's website www.singulus.de immediately upon receipt.

Kahl am Main, April 2004
SINGULUS TECHNOLOGIES AG

The Managing Board