



**RENK AG, Augsburg, Germany**  
**ISIN: DE0007850000**

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**Invitation to our company's 107<sup>th</sup> annual general meeting in Augsburg on May 6, 2010**

We hereby invite our stockholders to attend the

**107<sup>th</sup> annual general meeting**

**held on Thursday, May 6, 2010, at 4:00 p.m.,**

at IHK Schwaben (Jakob-Fugger-Saal), Stettenstr. 1+3, in 86150 Augsburg, Germany

**Agenda and proposed resolutions**

- (1) Presentation of RENK AG's adopted separate financial statements and its approved consolidated financial statements as of Dec. 31, 2009, the management reports for fiscal 2009, the statutory takeover-related disclosures under the terms of Arts. 289(4) and 315(4) German Commercial Code ("HGB"), as well as the Supervisory Board's report**

The documents mentioned in Item (1) above are available on the Internet at [www.renk.biz](http://www.renk.biz) and at the AGM, apart from being explained there in detail. Agenda Item (1) will not be voted on since, on March 11, 2010, the Supervisory Board approved the separate and consolidated financial statements as prepared by the Executive Board in accordance with statutory regulations. The explanations at the AGM of this Item (1) will include the Executive Board's compensation system (whose current details are also available on the above-mentioned website) and the Supervisory Board report.

- (2) Vote on the appropriation of RENK AG's net earnings**

The adopted separate financial statements report net earnings of €31,070,726.43.

The Executive and Supervisory Boards propose to appropriate such net earnings as follows:

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|--|--|
| ▪ Dividend distribution to stockholders:<br>for 6,800,097 eligible no-par shares = total | €1.80 per no-par share;<br>€2,240,174.60 |
| ▪ Profit carryover   | €8,830,551.83                            |

The 199,903 shares of treasury stock held by the Company at the vote on profit appropriation do not rank for dividend according to Art. 71b German Stock Corporation Act ("AktG").

Cash dividend payment will commence Friday, May 7, 2010.

**(3) Official discharge of Executive and Supervisory Board members**

The Executive and Supervisory Boards propose that the acts and omissions of their respective members in fiscal 2009 be formally approved.

**(4) By-election of Supervisory Board members**

Composition and election of Supervisory Board members are governed by Art. 7 of RENK AG's bylaws in conjunction with Arts. 96(1) and 101 AktG and Arts. 1 and 4 Supervisory Board Composition Act ("DrittelbetG").

Håkan Samuelsson, Prof. Dr. h.c. Karlheinz Hornung, and Anton Weinmann stepped down from the Supervisory Board by statement effective December 2, 2009, December 11, 2009, and January 25, 2010, respectively.

Pursuant to Art. 7(3) clause 1 of RENK AG's bylaws, Dr. Georg Pachta-Reyhofen was appointed to succeed Håkan Samuelsson. However, according to his official resignation effective March 11, 2010, Dr. Georg Pachta-Reyhofen then retired from this Supervisory Board.

Pursuant to Art. 7(3) clause 1 of RENK AG's bylaws, Dr. Hans-O. Jeske was thereupon appointed to succeed Dr. Georg Pachta-Reyhofen on the Supervisory Board. In lieu of Prof. Dr. h.c. Karlheinz Hornung and Anton Weinmann and as their successors on the Supervisory Board, the Augsburg Local Court nominated Frank H. Lutz and Klaus Stahlmann in accordance with Art. 104(2) clause 1 AktG. The AGM is now invited to endorse the appointment of Frank H. Lutz, Klaus Stahlmann, and Dr. Hans-O. Jeske as Supervisory Board members.

Therefore, the Supervisory Board proposes that

- (a) Dipl.-Kfm. Frank H. Lutz,  
Munich,  
Executive Board member of MAN SE;
- (b) Dipl.-Wirtsch.-Ing. Klaus Stahlmann,  
Kempfen,  
Executive Board member of MAN SE, Executive Board Spokesman of MAN Diesel SE, and CEO of MAN Turbo AG; and
- (c) Dr. Hans-O. Jeske,  
Wesel,  
Executive Board member of MAN Diesel SE and MAN Turbo AG,

be so elected, each for the Supervisory Board's remaining term of office.

The general meeting is not bound by this slate.

Memberships of Frank H. Lutz, born Dec. 14, 1968, in Stuttgart-Bad Cannstadt, Germany, in (1) other statutory supervisory boards and (2) comparable German or foreign boards:

- (1) Ferrostaal AG  
manroland AG  
MAN Nutzfahrzeuge AG (intragroup office)  
MAN Pensionsfonds AG (chairman; intragroup office)  
MAN Turbo AG (intragroup office)
- (2) MAN Capital Corporation, USA (chairman; intragroup office)

Memberships of Klaus Stahlmann, born Dec. 15, 1960, in Bogotá, Colombia, in (1) other statutory supervisory boards and (2) comparable German or foreign boards:

- (2) MAN Turbo AG Switzerland (chairman; intragroup office)  
MAN Turbo Inc., USA (chairman; intragroup office)  
MAN Turbo (Changzhou) Ltd., China (chairman; intragroup office)

Memberships of Dr. Hans-O. Jeske, born June 26, 1949, in Grossilsede, Germany, in (1) other statutory supervisory boards and (2) comparable German or foreign boards:

- (1) RW TÜV Essen
- (2) MAN Turbo Trading (Shanghai) Co., Ltd. (intragroup office)  
MAN Turbo (Changzhou) Ltd., China (intragroup office)

#### **(5) Election of statutory auditor for fiscal 2010**

The Supervisory Board proposes that PricewaterhouseCoopers AG, Wirtschaftsprüfungsgesellschaft, Frankfurt, Munich office, be elected as statutory auditor for fiscal 2010.

#### **Total number of shares and votes as of the invitation date**

At the date of the AGM, RENK AG's capital stock will amount to €17,920,000, divided into 7,000,000 no-par shares of common stock, out of which 6,800,097 are voting shares outstanding as of the date of this invitation, the remaining 199,903 being treasury shares and hence nonvoting. One share entitles to one vote. No preferred stock has been issued.

#### **Participation in and voting at the general meeting**

Entitled to attend, and voting at, the general meeting are those stockholders who have registered with, and substantiated their stock ownership to, the Company on or before the close of April 29, 2010 (midnight CEDT).

The proof of stock ownership (as a rule issued by the depository) shall refer to stock held at the beginning of April 15, 2010, 00:00 a.m. CEDT ("Cutoff Date"). In the relationship to the Company for the purposes of attending and voting at the general meeting, only such persons shall be deemed stockholders as have furnished due proof of their right to attend and vote at the general meeting, meaning that stockholders who have acquired their shares after the

Cutoff Date, are entitled neither to attend, nor to vote at, the general meeting. However, the Cutoff Date neither affects the potential sale of such stock, nor is it of any relevance to dividend entitlement. Provided that they have timely registered and submitted due proof of ownership, stockholders who sell their shares after the Cutoff Date have—in their relationship to the Company—nonetheless the right to attend and vote at the AGM.

Registration and stock ownership proof require to be issued in text format as German or English document pursuant to Art. 126b German Civil Code (“BGB”) and shall be received by the Company at this address:

RENK AG  
c/o LEW Service & Consulting GmbH  
ERS-R-B  
Schaezlerstr. 3  
86150 Augsburg, Germany  
Fax (+49-821) 328-333-1743  
Email: investor.relations@lew.de

After due registration with, and timely receipt of the proof of stock ownership by, the Company (at the preceding address), stockholders (or their named proxies) will receive admission tickets for the AGM. Stockholders should inform their depositaries early on and apply for the AGM admission tickets as, in these cases, the depositaries would arrange for registration and send the proof of stock ownership to the Company. Therefore, stockholders who have in due time ahead asked their depositaries for AGM admission tickets need not make any further arrangements.

### **Voting proxies**

Stockholders not personally attending the general meeting may appoint a voting proxy, such as a bank, a stockholder association, a RENK-nominated proxy, or another third party. In this case, too, due registration and proof of stock ownership as of the Cutoff Date are required as detailed above.

Unless a bank, a stockholder association, or a person or entity that according to Arts. 135(8) and (10) AktG is deemed to rank equal with a bank or stockholder association, is appointed proxy, the issuance, revocation or withdrawal and proof of power of attorney to the Company require the written form pursuant to Art. 126b BGB.

Stockholders should bear in mind, however, that if they wish to issue a power to a bank, stockholder association or other persons or entities specified in Art. 135(8) and (10) AktG, any of these voting proxies may require a special form of power. Therefore, such stockholders are advised to directly contact such designated proxies for further details and requirements of form.

Stockholders wishing to appoint a voting proxy should preferably (if such service is offered by their depositary) arrange for the AGM admission ticket to be issued directly in the proxy’s name or, alternatively, use the power of attorney form offered by RENK AG, which also provides for a substitute power to be granted. One such form is enclosed with this invitation, another is printed on the reverse of the AGM admission ticket which will be sent to stockholders after due registration with, and timely receipt of the proof of stock ownership by, the Company.

Proof of the appointment of a proxy can be furnished either (i) by the proxy presenting the admission ticket or power of attorney to the registration counter staff at the date of the AGM, or (ii) by the stockholder or proxy transmitting the proof of authorization in electronic format by statement to the Company at the latter's above-mentioned email address.

As a special convenience, general voting proxies have again been appointed who will ensure the exercise of the voting rights of, in accordance with voting instructions (by which RENK voting proxies are strictly bound) issued by, stockholders at the meeting. No RENK proxy may vote at their own discretion. Prior to the AGM, the grant, withdrawal or proof of power of attorney issued to a RENK proxy may be sent in writing on or before the close of April 30, 2010, 12:00 midnight CEDT. Stockholders are asked to use the appropriate blank sent with the admission ticket in order to authorize, and issue voting instructions to, a RENK-appointed proxy.

If a stockholder appoints more than one proxy, the Company may reject one or several of these.

Together with the admission ticket, stockholders will automatically receive a blank power of attorney along with AGM attendance details and instructions where details of the proxies' authorization and their exercise of voting rights on behalf of stockholders are explained; this information is also downloadable from the Company's website at [www.renk.biz](http://www.renk.biz)

### **Motions to amend the agenda submitted by a minority interest**

Pursuant to Art. 122(2) AktG, stockholders whose separate or combined stake in the Company equals or exceeds either one-twentieth (5 percent) or €500,000 of the capital stock may insist on adding to the agenda and publishing certain supplementary business. Each item of business to be transacted shall be accompanied by a statement of grounds or a proposed resolution. Such agenda-amending motions shall be submitted to the Company in writing not less than 30 days prior to the AGM (the dates of receipt and of the general meeting not being counted toward this period), hence on or before the close of April 5, 2010, 12:00 midnight CEDT, any late motions not being considered. Moreover, applicants shall duly substantiate that they (i) have owned the stock for at least three months prior to the AGM and (ii) will continue to hold such stock until the motion had been voted on, all according to Arts. 142(2) clause 2, 122(1) clause 3, 122(2) clause 1 AktG. Stockholders are requested to address any such motion to:

RENK AG  
Vorstand/Executive Board  
Gögginger Str. 73  
86159 Augsburg, Germany  
Fax: (+49-821) 5700-552

Unless communicated along with this invitation, any publishable amendments to the agenda will promptly upon receipt of the underlying motion be disclosed in the digital version of the Federal Gazette and forwarded to those media for publication which can be reasonably expected to disseminate the information in the entire European Union. In addition, such information will be published on the Internet at [www.renk.biz](http://www.renk.biz) and communicated to RENK stockholders.

### **Counterproposals or election proposals by stockholders acc. to Arts. 126(1), 127 AktG**

Stockholders may also submit counterproposals to proposals of the Executive Board and/or Supervisory Board on any specific business on this agenda, as well as nominate Supervisory Board candidates (Item 4) or suggest another statutory auditor (Item 5). Counterproposals require a statement of reasons, election proposals do not. Counterproposals and proposals for election by the AGM shall be submitted by stockholders exclusively to the above address which is also used for motions to amend the agenda, any differently addressed ones being disregarded.

Counterproposals and election proposals submitted by stockholders to the Company at the above address at least 14 days prior to the AGM date (the dates of receipt and of the general meeting not being counted toward this period), hence on or before the close of April 21, 2010, 12:00 midnight CEDT, will promptly be made accessible on the Internet at [www.renk.biz](http://www.renk.biz) in accordance with Arts. 126(1) clause 3, 127 clause 1 AktG, including the submitting stockholder's name, reasons and any comments by the Executive Board.

The Company may refrain from making accessible a counterproposal and its reasons, or an election proposal, if any of the facts specified in Art. 126(2) AktG applies. Such facts are also listed on the Company's website at [www.renk.biz](http://www.renk.biz). Moreover, proposals for election will not be made accessible unless they mention the proposed candidate's name, occupation and place of residence, as well as in the case of members-elect for the Supervisory Board, details of their memberships in other statutory supervisory boards.

Generally, counterproposals shall strictly be presented viva voce at the general meeting. This rule shall apply without prejudice to any stockholder's right even without meeting the requirements of form and notice, to put forth during the general meeting certain counterproposals to any business on the agenda.

### **Right to obtain information**

Pursuant to Art. 131(1) AktG, any stockholder may insist at the AGM on obtaining from the Executive Board information about the Company's affairs, including its legal and business relations to group companies, as well as about the situation and position of the Group and/or consolidated companies, however, always provided that such information is required to properly deal with and assess any business on the agenda. Any such information shall be requested at the AGM during the public discussion.

### **More detailed explanations on the Company's website and publication in other media**

This invitation to the annual general meeting and the documents to be made accessible to the AGM—including the obligatory information according to Art. 124a AktG, stockholder motions, and more detailed explanations of stockholder rights under the terms of Arts. 122(2), 126(1), 127 and 131(1) AktG—are downloadable as from the date hereof from the Company's website at [www.renk.biz](http://www.renk.biz). The disclosable documents will also be accessible at the AGM on May 6, 2010.

The invitation to the AGM was published in the digital version of the Federal Gazette of March 17, 2010, and forwarded to those media for publication which can be reasonably expected to disseminate the information in the entire European Union.

Augsburg, March 17, 2010

**RENK AG**  
**The Executive Board**

