

The proposed new Articles of Association read as follows:

(I) General

Article 1: Corporate name, registered office

- (1) The name of this stock corporation (the "Company") is RENK AKTIENGESELLSCHAFT.
- (2) The Company's registered office is in Augsburg.

Article 2: Purposes

- (1) The Company's purposes include the development, manufacture and marketing of propulsion and drive elements and general mechanical engineering products.
- (2) The Company may perform any and all acts and actions, and transact any business, which appear or are deemed necessary or expedient to achieve the Company's purposes, including (without being limited to) the acquisition of other enterprises or any equity interest therein, the establishment of branches, and the execution of pooling-of-interests or similar agreements.

Article 3: Notices and information

- (1) Unless the law prescribes a different form, notices will be published in the German Federal Gazette (*Bundesanzeiger*).
- (2) Wherever permitted, information may also be sent to holders of listed securities of the Company through electronic media.

(II) Capital stock and shares

Article 4: Amount and breakdown of capital stock

- (1) The Company's capital stock amounts to €17,920,000 and is divided into 7,000,000 no-par shares of common stock.
- (2) The shares are all bearer shares. The right of stockholders to insist on the issuance of individual, physical share certificates is excluded.

(III) Statutory bodies

(A) Executive Board

Article 5: Composition

- (1) The Executive Board shall have not less than two members. The Supervisory Board decides on any greater number of Executive Board members.
- (2) The Executive Board adopts its resolutions with the majority of votes cast. The Supervisory Board may appoint an Executive Board Chairman (CEO), who will also chair Executive Board meetings and shall have the casting vote in the event of a tie or equality of votes.

Article 6: Representation

- (1) The Company is represented either by two Executive Board members in common, or jointly by one Executive Board member and one officer with statutory authority (*Prokurist*).
- (2) The Supervisory Board may determine that an Executive Board member is authorized to represent the Company alone.

(B) Supervisory Board

Article 7: Number, election

- (1) The Supervisory Board shall have the statutory number of members in accordance with the German Stock Corporation Act in conjunction with the Codetermination Act 1976. When codetermination law is no longer applicable, Supervisory Board composition shall be governed by the then current provisions of the law.
- (2) Supervisory Board members are elected for a five-year term of office, one year being defined as the period from the close of one annual general meeting to the succeeding AGM.
- (3) If a stockholder representative on the Supervisory Board steps down prior to the end of their term of office, MAN SE is entitled to delegate a member to the Supervisory Board; this delegation privilege may not exceed one-third of such total number of stockholder representatives on the Supervisory Board as is stipulated herein in conjunction and accordance with legislative provisions. The term of office of the Supervisory Board member so delegated expires at the close of the annual general meeting which elects the substitute or upon expiration of the term of office of the Supervisory Board member resigned early, whichever is earlier.
- (4) If an employee representative on the Supervisory Board steps down prior to the end of their term of office, such member is succeeded by the alternate elected for such purpose.
- (5) Alternate members are elected for the residual regular term of office of the resigned Supervisory Board member.

Article 8: Supervisory Board Chairperson

- (1) At the first, constituent, meeting during its term, the Supervisory Board shall elect from among its members a chairperson and a vice-chairperson for the Supervisory Board term of office.
- (2) If the Chairperson or Vice-Chairperson resigns from the Supervisory Board during their term of office, the Supervisory Board shall promptly proceed to the election of a successor to this office.
- (3) The elections according to the preceding paragraphs 1 and 2 prevail over any other resolutions.

Article 9: Rules of procedure, committees

- (1) The Supervisory Board may establish its own rules of procedure.
- (2) The Supervisory Board may form from among its members certain committees and specify their responsibilities, duties and powers in committee rules. Where permitted by the law, even decision powers may be delegated and assigned to such committees.

Article 10: Supervisory Board resolutions

- (1) The Supervisory Board will constitute a quorum if not less than one-half of its members participate in the vote.
- (2) Unless expressly otherwise required by the law, resolutions and decisions by the Supervisory Board require the simple majority of votes cast. If after a tie, the repeated vote on the same agenda item results again in an equality of votes, the Supervisory Board Chairperson shall have a second vote.
- (3) If proposed by the Supervisory Board Chairperson or Vice-Chairperson and unless any Supervisory Board member objects to this procedure, resolutions may also be passed by written or telegraphic vote.
- (4) The business transacted and resolutions passed by the Supervisory Board shall be recorded in minutes to be signed by the person presiding over the meeting.
- (5) Where affecting only the wording, the Supervisory Board may directly amend or update these Articles of Association.

Article 11: Supervisory Board approval of certain business

The Supervisory Board may determine that certain transactions by management are subject to its approval.

Article 12: Remuneration

- (1) Each member of the Supervisory Board will receive an annual fee of €10,000, besides being reimbursed for any business expenses they incur in the performance of their duties.
- (2) The Supervisory Board Chairperson will receive double this amount, the Supervisory Board Vice-Chairperson and the chairperson of a Supervisory Board committee 1.5 times the annual fee, while any Supervisory Board committee member is entitled to 1.25 times such fee. However, this shall not apply to any

member or the chairperson of the Mediation Committee. Upon exercise of multiple functions the fee shall be the highest payable for any one of the functions..

- (3) Value-added tax on fees and billable expenses will be refunded additionally if disclosed separately in the underlying invoice.

(C) General Meeting

Article 13: Place

Stockholders shall convene for their General Meeting at the place of the Company's registered office or at any German securities exchange location.

Article 14: Invitation

- (1) The General Meeting will be convoked by the Executive or Supervisory Board.
- (2) The invitation shall be published timely enough to ensure that the statutory time limit for invitations to General Meetings is observed.

Article 15: Right to participate/attend

- (1) Only any such stockholders may participate in a general meeting as have registered in written form—as defined in Art. 126b German Civil Code (“BGB”), in English or German language—prior to the General Meeting within the statutory time limit.
- (2) Moreover, stockholders shall furnish due proof of their voting right. An English or German certificate issued by the authorized depositary institution in written form (according to Art. 126b BGB) will suffice as proof of stock ownership.
- (3) The stock ownership proof shall be received by the Company timely enough to ensure that the statutory deadline for receipt by the Company of such proof is kept.
- (4) Any other prerequisites for participation in a General Meeting will be specified in the invitation.

Article 16: Presidency

- (1) The Chairperson or, if prevented, the Vice-Chairperson of the Supervisory Board will preside over the General Meeting. In the event that even the Vice-Chairperson is prevented, the General Meeting will elect a person to preside over it.
- (2) The person presiding at the General Meeting determines the order of business to be transacted at the meeting and decides on the type of voting.
- (3) The person presiding at the General Meeting has the right to reasonably limit the floor (i.e., a stockholder’s time to speak and ask questions).

Article 17: Voting right

One no-par share of stock entitles to one vote at the General Meeting unless the law or these Articles of Association provide otherwise.

Article 18: Elections

If in elections no majority is obtained on the first ballot, a second voting confined to those two who scored the highest number of votes will be held; if such second ballot results in a tie, lots are drawn.

(IV) Accounting and profit appropriation

Article 19: Fiscal year

The Company's fiscal year equals the calendar year.

Article 20: Preparation of financial statements and management report

Where prescribed by the law, the Executive Board shall within the first three months of a fiscal year prepare, and submit to the Supervisory Board together with the profit appropriation proposal to the AGM, the annual financial statements and the management report for the preceding fiscal year.

Article 21: Appropriation of net income

- (1) Such amounts shall be transferred to the legal reserve as are obligatory under the terms of stock corporation law.
- (2) The Executive and Supervisory Boards are authorized to transfer to the other reserves retained from earnings the following amounts:
 - without regard to the balance from time to time of the other reserves retained from earnings, any amount up to half the net income for the year;
 - more than one-half of the net income for the year provided that the other reserves retained from earnings do not exceed one-half of the capital stock and that the remaining net earnings are not below four percent of the capital stock.

Article 22: Adoption of annual financial statements

Once the Supervisory Board has approved the annual financial statements, these are adopted.

Article 23: Annual General Meeting (AGM) resolutions on accounting matters

- (1) Every year within the first six months of the succeeding year, the AGM shall vote
 - on the appropriation of net earnings;
 - on the official approval of the acts and omissions of the Executive and Supervisory Boards;
 - on the election of the Company's statutory auditors.
- (2) In the cases specifically prescribed by the law, the AGM will also vote on the adoption of the annual financial statements.

Article 24: Appropriation of net earnings

- (1) In its resolution on the appropriation of net earnings, the AGM may resolve that further sums be transferred to the other reserves retained from earnings or else carried forward as profit, however, always provided that a minimum profit of four percent of the capital stock remain available for distribution to the stockholders. This proviso need not be observed if, in sound business judgment, such transfer to reserves is required to safeguard the Company's survivability as a going concern for a foreseeable future period.

- (2) Stockholders are entitled to claim distribution of the net earnings to the extent that such net earnings are not excluded from distribution under the terms of the preceding paragraph (1).

Article 25: Profit distribution to holders of new stock

If and when the capital stock is increased, the Company may resolve that the new stock rank for dividend to an extent that is in derogation of the provisions of Art. 60(2) AktG.

End of the Articles of Association

(III) Further details of the AGM invitation

Total number of shares and votes as of the invitation date

As of the date hereof, RENK AG's capital stock is 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.

Participation in and voting at the general meeting

Entitled in accordance with Art. 15 of RENK AG's Bylaws to attend, and vote 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 17, 2013, 12:00 midnight CEDT.

The proof of stock ownership (as a rule issued by the depository) shall refer to stock held at the beginning of April 3, 2013, 00:00 a.m. CEDT ("Record 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 Record Date, are entitled neither to attend, nor to vote at, the general meeting. However, the Record 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 Record 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 BGB and must have been received by the Company; stockholders are asked to address the documents (registration and stock ownership proof) to:

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 above address), stockholders (or their named proxies) will receive admission tickets for the AGM. Stockholders should inform their depositories early on and apply for the AGM admission tickets as, in these cases, the depositories 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 Record Date are required as detailed above.

Unless a bank, a stockholder association, or a person or entity that according to Art. 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 text format 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 their 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 (or their named voting proxies) 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 desk staff at the date of the AGM, or (ii) by the stockholder or proxy transmitting the proof of authorization in digital 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 text form according to Art. 126b BGB on or before the close of April 22, 2013, 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 AGM attendance information 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.eu

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 (corresponding to 195,313 shares; rounded up) 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 March 24, 2013, 12:00 midnight CEDT, any late motions not being considered. Pursuant to Art. 122(2) Clause 1 in conjunction with Arts. 122(1) Clause 3, 142(2) Clause 2 AktG, applicants shall duly substantiate that they have owned the stock for at least three months prior to the AGM date, this 3-month period to be calculated in accordance with Art. 70 AktG. The depositary's confirmation in text format (Art. 126b BGB) in English or German language will be accepted as due ownership proof. Stockholders are requested to address any such motion to:

RENK AG
Vorstand
Gögginger Str. 73
86159 Augsburg, Germany
Fax (+49-821) 5700-552
Email: info@renk.biz

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.eu 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 suggest other Supervisory Board members for election (Item 5) or statutory auditor for election (Item 7). 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 9, 2013, 12:00 midnight CEDT, will promptly be made accessible on the Internet at www.renk.eu 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.eu. 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 slated 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. The Executive Board has the right to withhold information in the special-audit cases mentioned in Art. 131(3) AktG (also published on the Company's website at www.renk.eu).

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.eu. The disclosable documents will also be accessible at the AGM on April 24, 2013.

The invitation to the AGM was published in the digital version of the Federal Gazette of March 8, 2013, and forwarded to those media for publication which can be reasonably expected to disseminate the information in the entire European Union.

Augsburg, March 2013

RENK AG
Executive Board