



RENK Aktiengesellschaft, Augsburg
- ISIN DE 0007850000 -

**Invitation to Our Company's 113th Orderly Shareholders' Meeting
on April 29, 2016 in Augsburg**

Dear Shareholders

We hereby invite you to attend the

**113th ordinary shareholders' meeting of RENK Aktiengesellschaft
on Friday, April 29, 2016, at 04:00 p.m.**
in "Kongress am Park Augsburg" (Hall Dialog Lebensversicherungs-AG),
Gögginger Str. 10, D-86159 Augsburg.

Agenda

and resolution proposals for the 113th ordinary shareholders' meeting of RENK Aktiengesellschaft on Friday, April 29, 2016.

- 1. Presentation of RENK AG's adopted separate financial statements and approved consolidated financial statements as of December 31, 2015, the management reports for fiscal year 2015 of RENK AG and RENK Group, the statutory takeover-related disclosures under the terms of Art. 289(4) and 315(4) *Handelsgesetzbuch* [HGB - German Commercial Code] the report according to Art. 289(5) HGB as well as the Supervisory Board's report**

The documents mentioned under agenda point 1 can be found in the Internet under www.renk.eu. Moreover, these documents will be made available at the Annual General Meeting and will be explained in more detail. No resolution is foreseen for agenda point 1, since on March 3, 2016 the Supervisory Board approved the annual separate and group financial statements prepared by the Management Board, in accordance with the statutory regulations.

2. Utilization of the Net Profit of RENK Aktiengesellschaft

The annual financial statements for the financial year 2015 show a net profit for the year of EUR 17,869,622.44.

The Management Board and the Supervisory Board propose that the net profit for the year be made use of as follows:

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|---|---|
| ▪ payout of a dividend to the shareholders of
for 6,800,097 unit shares entitled to dividend = | EUR 2.20 per unit share;
EUR 14,960,213.40 |
| ▪ amount carried forward | EUR 2,909,409.04 |

The 199,903 own shares held by the company itself at the time of the resolution on utilization of the profit are not entitled to a dividend distribution, in accordance with Art. 71b *Aktiengesetz* [AktG - German Stock Corporation Law].

The dividend is to be paid out on Monday, May 2, 2016.

3. Exoneration of the Management Board

The Management Board and the Supervisory Board propose that the officiating members of the Management Board in the fiscal year 2015 be granted exoneration for this period.

4. Exoneration of the Supervisory Board

The Management Board and the Supervisory Board propose that the officiating members of the Supervisory Board in the fiscal year 2015 be granted exoneration for this period.

5. Election of the auditor for the fiscal year 2016

The Supervisory Board proposes, at the recommendation of the audit committee, that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor and group auditor for the fiscal year 2016.

Total number of shares and voting rights at the time of convening of the Annual General Meeting

At the time of convening of the Annual General Meeting the company's capital stock is divided into 7,000,000 unit shares, these being ordinary shares. Each ordinary share entitles the holder to one vote. 199,903 ordinary shares are held by the company and therefore are not carrying voting rights. The total number of participatory shares and shares with voting rights at the time of the convening of the Annual General Meeting is therefore 6,800,097.

Preconditions for participation in the Annual General Meeting and for exercising of voting rights

Those shareholders who, by the end of April 22, 2016 (12:00 CET midnight) at the latest, have announced to the company their intention to attend and have provided proof of their shareholding are entitled to participate in the Annual General Meeting, in accordance with Art. 15 of the articles of association and are entitled to exercise voting rights.

Proof of the shareholding, which is generally provided by the depositary institutions, must relate to the commencement of April 8, 2016 (0:00 a.m. CET) (key date of proof). With regard to the company, only those shareholders who have submitted proof of entitlement to participate in the Annual General Meeting and to exercise voting rights as shareholders shall be entitled to do so. This means that shareholders who have purchased their shares after the key date of proof shall neither be permitted to take part in the Annual General Meeting nor to exercise voting rights at the Annual General Meeting. The key date of proof has no effect on the salability of the shares. Shareholders who sell their shares after the key date of proof are therefore – assuming they have contacted the company in good time and have provided proof of their shareholdings – entitled, vis-à-vis the company, to participate in the Annual General Meeting and to exercise their voting rights. The key date of proof is not a relevant date for entitlement to dividend.

The announcement and the proof of the shareholding must be given, in each case, in writing (Art. 126b Bürgerliches Gesetzbuch [BGB – German Civil Code]), this to be in the German or English language and must have been received by the company; the shareholders are asked to send their announcement and the proof of the shareholding to the following address:

RENK Aktiengesellschaft
c/o LEW Service & Consulting GmbH
ERS-R-A
Schaezlerstrasse 3
D-86150 Augsburg
Fax: +49 (0) 821 328 333 6060
E-mail: renk.hauptversammlung@lew.de

After receipt of the proof of their shareholding and of the announcement sent to the company at the above-mentioned address, the shareholders or the representatives named by them will be sent admission tickets for the Annual General Meeting. In order to ensure timely receipt of the admission tickets the shareholders are asked to request these, for participation in the Annual General Meeting, from their depositary institutes at the earliest possible date. In this case the announcement and the proof of the shareholding will be sent to the company by the respective custodian bank. Shareholders who have requested an admission ticket for participation in the Annual General Meeting from the depositary institutes in good time, need therefore do no more.

Procedure for casting of votes by an authorized representative

Shareholders who prefer not to attend the Annual General Meeting personally can exercise their voting rights by means of an authorized representative, e.g. by a bank, a shareholders' association, the voting representative named by the company, or some other third party authorized representative. In all such cases too, a timely announcement and proof of the shareholding must be made by the key date of proof.

The granting of the power of attorney, its revocation and proof of the authorization vis-à-vis the company all require the written form (Art. 126b BGB), if neither a bank, a shareholders' association nor an equivalent person or institute, pursuant to Art 135(8) and (10) AktG, is authorized.

In cases of authorization of banks, shareholders' associations or equivalent persons or institutions pursuant to Art. 135(8) and (10) AktG, certain particularities must normally be observed. Shareholders who wish to authorize a bank, a shareholders' association or an equivalent person or institution, in accordance with Art. 135(8) and (10) AktG, are asked to request information on any peculiarities in the granting of power of attorney to the respective authorized representatives and to agree on these with them.

To help simplify the preparations for the Annual General Meeting, shareholders who would like to appoint an authorized representative are asked to either have an admission ticket directly issued in the name of the representative, provided this is offered by depository institution, or to make use of the authorization formula provided by the company for the granting of power of attorney. The authorization formula also envisages sub-authorization. It can be found on the back of the admission ticket sent to the shareholder, or to the representative named by the shareholder, after receipt by the company of proof of the shareholding and the attendance announcement.

Proof of the appointment of an authorized representative can be given in that, on the day of the Annual General Meeting, the authorized representative presents the admission ticket or the power of attorney at the access control point, or in that the shareholder or the latter's representative provides proof electronically by way of declaration vis-à-vis the company sent to the company's above-mentioned e-mail address.

The company also offers shareholders the option of granting authorization to the voting representative named by the company. Apart from the power of attorney, this representative must also be given instructions for the exercising of the voting right. The voting representatives are required to vote as instructed. The exercising of voting rights by the company's voting representatives at their own discretion is not permissible. The granting of authorization to the voting representatives named by the company, their revocation and proof of the authorization can be sent in written form (Art 126b BGB) prior to the Annual General Meeting, by the end of April 27, 2016 (12:00 CET midnight) at the latest. The shareholders are asked to make use of the corresponding form, which can be found printed on the admission ticket, for the issuing of power of attorney and of instructions to the voting representative named by the company.

If the shareholder authorizes more than one person, the company shall be entitled to reject one or more of these.

Further details on participation in the Annual General Meeting, as well as on the issuing of authorization and instructions will be sent to the shareholders together with the admission tickets. Corresponding information can also be found in the Internet under www.renk.eu.

Supplementary proposals for the agenda at the request of a minority in accordance with Art. 122(2) AktG

Shareholders whose shares, alone or together, amount to a twentieth (5%) of the capital stock, or, alone or together, amount to a share sum of 500,000 euros (which – rounded up to the next full share number – corresponds to 195,313 shares), can request that items be placed on the agenda and be made known. Each new item must be accompanied by a justification or by a resolution submission. Requests for supplementation must be received by the company in writing at least 30 days before the Annual General Meeting, excluding the day of receipt and the day of the Annual General Meeting, i.e. by the end of March 29, 2016 (12:00 p.m. CET midnight) at the latest. Requests for supplementation received thereafter will not be taken into consideration. Pursuant to Art. 122(2) Clause 1 in conjunction with Art. 122(1) Clause 3 AktG, applicants must prove that they were the owner of the shares at least 90 days before the day of receipt of the request. In calculating this period Art. 70 AktG is to be observed. As proof, a corresponding written confirmation of the depository institution (Art. 126b BGB) is sufficient. The proof must be given in German or English. The shareholders are asked to send corresponding requests for supplementation to the following address:

RENK Aktiengesellschaft
Vorstand / Managing Board
Gögginger Str. 73
D-86159 Augsburg
Fax: +49 (0) 821 5700 552
E-mail: info@renk.biz

Requests for additions to the agenda to be made known will – unless they were announced at the time of convening – be announced in the Bundesanzeiger [Federal Gazette] immediately after receipt of the request and will be passed on for publication in such media of which it can be expected that the information will be distributed throughout the entire European Union. They will also be made known under the Internet address www.renk.eu and will be announced to the shareholders.

Counter motions and voting suggestions in accordance with Art 126(1) and Art. 127 AktG

The shareholders can, moreover, submit to the company counter motions to proposals of the Management Board and/or the Supervisory Board on certain points of the agenda and can make voting proposals to the election of the auditor (agenda point 5). Counter motions must be accompanied by a reason; though this is not required for voting proposals. Counter motions and voting proposals from shareholders for the Annual General Meeting must be sent in each case solely to the above-given address, to which supplementary proposals for the agenda are also to be sent. Counter motions and/or voting suggestions sent to some other address will not be taken into consideration.

Counter motions and voting suggestions from shareholders that reach the company at the aforementioned address at least 14 days before the Annual General Meeting, excluding the day of receipt and the day of the Annual General Meeting, i.e. by the end of April 14, 2016 (12:00 p.m. CET midnight) at the latest, will be published, together with the name of the shareholder, the reason and any statement of the administration, immediately via the website www.renk.eu Art. 126(1) Clause 3 and Art. 127 Clause 1 AktG.

The company can decide not to make a counter motion and its justification, or a voting suggestion, accessible if any of the circumstances for exclusion of Art. 126 (2) AktG exist. The circumstances for exclusion are presented on the company's website under www.renk.eu. Voting suggestions, moreover, are only published if they contain the names, the profession practiced and the place of residence of the person proposed and, in the case of proposals for the election of members of the Supervisory Board, additional details as to their membership in other legally foreseen supervisory boards.

Counter motions can otherwise only be made verbally, during the Annual General Meeting. The right of each shareholder to make counter motions to various points on the agenda during the Annual General Meeting, even without prior and timely submission of such counter motions, remains unaffected.

The Right to Information in Accordance with Art 131(1) AktG

At the request of the Management Board during the Annual General Meeting, every shareholder is required to give information on company matters, including the legal and business relationships of the company to affiliated enterprises, and on the status of the group and the businesses included in the group financial statements, to the extent that this is necessary for a proper evaluation of the subject matter of the agenda. In the Annual General Meeting requests for information are on principle to be made verbally in the context of the discussion. In certain cases that are regulated in Art. 131(3) AktG, the Management Board is entitled to refuse to give information. The circumstances in which the Management Board is entitled to refuse to give information are presented on the company's website, under www.renk.eu.

Further clarifications provided on the Company's website and publications in other media

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, including the information required pursuant to Art. 124a AktG, applications by shareholders and further clarifications as to the rights of the shareholders pursuant to Art 122(2), Art. 126(1), Art. 127 and Art. 131(1) AktG, are available for access via the company's website (www.renk.eu) as from the date of convening of the Annual General Meeting. The documents to be made available will also be available during the Annual General Meeting on April 29, 2016.

The convening of the Annual General Meeting is announced in the Bundesanzeiger [the Federal Gazette] as of March 23, 2016 and has been passed on for publication in media which are assumed to distribute the information throughout the entire European Union.

Augsburg, March 2016

RENK Aktiengesellschaft

The Executive Board