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Augsburg, March 2017

114th Annual General meeting of RENK Aktiengesellschaft

held on Wednesday, April 26, 2017, at 4:00 p.m.,
at Kongress am Park (Saal Dialog Lebensversicherungs-AG),
Gögginger Straße 10, 86159 Augsburg, Germany

I Explanations of agenda item (1) pursuant to Art. 124a Clause 1 No. 2 *Aktiengesetz* (AktG - German Stock Corporation Act)

Agenda Item (1) – **Presentation of RENK AG's adopted separate financial statements and approved consolidated financial statements as of December 31, 2016, the management reports for fiscal year 2016 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** – will not be voted on since, on March 6, 2017, the Supervisory Board approved the separate and consolidated financial statements as prepared by the Executive Board in accordance with Art. 172 Clause 1 AktG, neither the Executive Board nor the Supervisory Board having made a decision under the terms of Art. 173(1) Clause 1, 1st alternative AktG on delegating the adoption of the separate financial statements to the Annual General Meeting. Since the Supervisory Board approved both sets of financial statements, the special case addressed by the provisions of Art. 173(1) Clause 1, 2nd alternative, and/or Clause 2 AktG, according to which the Annual General Meeting is responsible for adopting financial statements unapproved by a Supervisory Board does not apply either. Pursuant to Art. 175(1) Clause 1 AktG, the Annual General Meeting therefore will only take note of the adopted separate financial statements and approved consolidated financial statements including the management reports for fiscal year 2016.

According to Art. 171(1) Clause 1, 171(2) Clause 1, and 314(2) AktG, the Supervisory Board is obligated to submit to the Annual General Meeting its written report on the results of its review of the separate and consolidated financial statements, the management report on the Company and the Group, the proposed profit appropriation, as well as on the Executive Board's dependency report on affiliations. This Supervisory Board report also renders an account of its own activities. German law does not require that the Annual General Meeting vote on a Supervisory Board report.

II Explanations of the stockholder rights acc. to Art. 121(3) Clause 3 No. 3 AktG

The invitation to the Annual General Meeting already includes details of the stockholder rights under the terms of Art. 122(2), 126(1), 127, and 131(1) AktG. The explanations below furnish additional details of these provisions.

1. Motions to amend the agenda submitted by a minority interest according to Art. 122(2) AktG

Pursuant to Art. 122(2) AktG, stockholders whose separate or combined stake in the Company equals or exceeds either one-twentieth (5 percent; equivalent to €896,000 or 350,000 non-par shares) or €500,000 of the capital stock (corresponding to 195,313 full RENK shares; rounded up) may insist on adding to the agenda and publishing certain supplementary business. As required by the provisions of Art. 122(2) in conjunction with Art. 122(1) Clause 1 AktG, each item of business to be transacted shall be accompanied by a statement of grounds or a proposed resolution. Pursuant to Art. 122(2) Clause 3 AktG, such agenda amending motions shall be submitted to the Company in writing not less than 30 days prior to the Annual General Meeting – the dates of receipt and of the Annual General Meeting not being counted toward this period – hence on or before the close of March 26, 2017 (12:00 p.m. CET midnight), any late motions will not be considered. Pursuant to Art. 122(2) Clause 1 AktG in conjunction with Art. 122(1) Clause 3 AktG, applicants shall duly substantiate that they have owned the stock for at least 90 days prior to the receipt of the request of the motion to amend, this 90 day period to be calculated in accordance with Art. 70 AktG. The depositary institutions' confirmation in text format (Art. 126b *Bürgerliches Gesetzbuch* (BGB – German Civil Code)) in German or English 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 (0) 821 5700 552
Email: info@renk.biz

Unless communicated along with the invitation to the Annual General Meeting, any publishable amendments to the agenda will promptly upon receipt of the underlying motion be disclosed in the *Bundesanzeiger* [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.

The stockholder rights described above are laid down in the following AktG provisions:

Art. 122: Convocation at the request of a minority (*Excerpt*)

(1) A general meeting of stockholders shall be called if stockholders jointly representing at least one-twentieth of the capital stock request such meeting in writing, stating the meeting purpose and reasons; such requests shall be addressed to the Executive Board. The bylaws or articles of incorporation may provide that the right to request a general meeting shall require another form and the ownership of a lower stake in the capital stock. Art. 142(2) Clause 2 shall apply *mutatis mutandis*. Applicants must prove that they have held their minimum number of shares for at least 90 days prior to the receipt of the request and they hold these shares until the Executive Board decided on the applicants request. Art. 121(7) AktG shall apply *mutatis mutandis*.

(2) In the same manner, stockholders jointly representing either at least one-twentieth, or a minimum stake of €500,000, of the capital stock may request that items of business be added to the agenda and be duly disclosed. Each such request shall be accompanied by supporting information or a formal proposal for resolution. The request for the purposes of clause 1 hereof shall be received by the company no later than 24 days, in the case of exchange-listed corporations no later than 30 days, prior to the meeting, excluding the day of receipt.

Art. 124: Disclosure of requested agenda additions; formal proposals for resolutions (*Excerpt*)

(1) If a minority has requested according to Art. 122(2) AktG that items of business be added to the agenda, such additional business shall be either communicated directly in the invitation to the general meeting or promptly upon receipt of such request. The provisions of Art. 121(4) apply *mutatis mutandis*, as do those of Art. 121(4a) AktG in the case of exchange-listed corporations. Disclosure to stockholders and forwarding to media shall be subject to the same rules as the invitation to the general meeting.

2. Countermotion or election proposals by stockholders acc. to Art. 126(1), 127 AktG

Stockholders may also submit countermotions to proposals of the Executive Board and/or Supervisory Board on any specific business on the Annual General Meeting agenda, as well as submit nominations for the by-elections to the Supervisory Board (Agenda Item 5) or for the election of the auditor (Agenda Item 6). Countermotions require a statement of reasons, election proposals do not. Countermotions and proposals for election by the Annual General Meeting shall be submitted by stockholders exclusively to the above address which is also to be used for motions to amend the agenda, any differently addressed ones being disregarded.

Countermotions and election proposals submitted by stockholders to the Company at the above address – Agenda item II.1 Motions to amend the agenda submitted by a minority interest according to Art. 122(2) AktG – at least 14 days prior to the Annual General Meeting date (the dates of receipt and of the general meeting not being counted toward this period), hence on or before the close of April 11, 2016 (12:00 p.m. CET midnight), will promptly be made accessible on the Internet at www.renk.eu in accordance with Art. 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 countermotion and its supporting information or reasons, or an election proposal, if any of the facts specified in Art. 126(2) AktG applies. The provisions of Art. 126(2) AktG list certain types of countermotions where the law or the Company's bylaws (or articles of incorporation) would be violated or would constitute an abusive exercise of a legal right and shall apply *mutatis mutandis* also to election proposals, as required in Art. 127 Clause 1, 126(2) AktG. Moreover, in accordance with Art. 124(3) Clause 4 AktG, 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, as stated in Art. 127 Clause 3, 125(1) Clause 5 AktG. Generally, countermotion must 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 countermotions to any business on the agenda.

The stockholder rights described above are laid down in the following AktG provisions:

Art. 126: Motions by stockholders

(1) Motions by stockholders, including the submitters' name, reasons or supporting information and, if any, comments by the Executive Board shall be made available or accessible to the eligible persons referred to in Art. 125(1) to (3) AktG under the conditions therein specified, provided that the stockholder had submitted at least 14 days prior to the general meeting a countermotion to a proposal of the Executive and Supervisory Boards regarding a specific item on the agenda, together with reasons or supporting information, to the address indicated for such purposes in the invitation to the general meeting. The day of receipt shall not be counted. In the case of exchange-listed corporations, the required availability shall be provided via the company's website. Art. 125(3) AktG shall apply *mutatis mutandis*.

(2) A countermotion and the reasons or supporting information need not be made accessible if:

1. the Executive Board would by reason of such accessibility become liable to prosecution under criminal law;
2. the countermotion would result in a resolution of the general meeting that will be illegal or violate the bylaws or articles;
3. the reasons contain statements which are manifestly false or misleading in material respects or are libelous;
4. a countermotion of such stockholder based on the same facts has already been made accessible regarding a general meeting of the company according to Art. 125 AktG;
5. the same countermotion of such stockholder based on substantially identical reasons or supporting information has already been made available pursuant to Art. 125 AktG to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the capital stock represented has voted in favor of such countermotion;
6. the stockholder indicates that he or she will neither attend nor be represented at the general meeting; or
7. within the past two years at two general meetings the submitting stockholder has failed to make, or cause to be made, on his or her behalf a countermotion communicated by such stockholder.

The reasons or supporting information need not be disclosed or made accessible if in excess of a total 5,000 characters.

(3) If several stockholders submit countermotions for resolution in respect of the same subject matter, the Executive Board may combine such countermotions and the related reasons or supporting information.

Art. 127: Election proposals by stockholders (*Excerpt*)

The provisions of Art. 126 AktG shall apply *mutatis mutandis* to a proposal by a stockholder for the election of a Supervisory Board member or a statutory auditor. Such election proposal need not be accompanied by a statement of reasons. The Executive Board need not make such election proposal accessible either if it fails to contain information required by the provisions of Art. 124(3) Clause 4 and 125(1) Clause 5 AktG.

3. Right to obtain information pursuant to Art. 131(1) AktG

Pursuant to Art. 131(1) AktG, any stockholder may insist at the Annual General Meeting 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 generally be requested *viva voce* at the Annual General Meeting during the public discussion.

The Executive Board may refuse to provide any such information in certain cases specified in Art. 131(3) AktG (see also below), such as if (i) such information is likely to be detrimental to the Company, (ii) the request for information would be an abusive exercise of a legal right, or (iii) the Executive Board would become liable to prosecution under criminal law if the requested information were given.

The stockholder rights described above are laid down in the following AktG provisions:

Art. 131: Right of stockholders to obtain information

(1) Upon request, each stockholder shall be furnished by the Executive Board with information at the general meeting regarding the company's affairs, to the extent that such information is required to permit a proper evaluation of the relevant agenda item. The obligation to furnish information shall also extend to the company's legal and business relations to any affiliated or group entity. If a company elects to make use of the simplified procedure according to Art. 266(1) Clause 3, 276 or 288 HGB, each stockholder may request that the financial statements be presented to him or her at the Annual General Meeting on such financial statements in the format that would have been used without these simplifications. The obligation of a parent company's Executive Board to provide information according to Art. 290(1) and (2) HGB at the Annual General Meeting at which the consolidated financial statements and group management report are presented also extends to the position of the group and its consolidated entities.

(2) The information furnished shall comply with the principles of conscientious and accurate accounting. The bylaws, articles of incorporation or the rules of procedure pursuant to Art. 129 AktG may authorize the General Meeting's chairperson to reasonably limit the floor (i.e., a stockholder's time to speak and ask questions), and may provide relevant details in this respect.

(3) The Executive Board may refuse to furnish information:

1. to the extent that furnishing such information is, in sound business judgment, likely to cause material damage to the company or any of its affiliates or group enterprises;
2. to the extent that such information relates to tax bases or the amount of certain fiscal taxes;
3. with respect to the difference between the value at which items are carried in the annual balance sheet and any higher actual market value, unless the Annual General Meeting is responsible for adopting the annual financial statements;
4. with regard to the accounting and valuation methods if disclosure of such methods in the notes suffices to provide a true and fair view of the company's asset and capital structure, financial position and results of operations for the purposes of Art. 264(2) HGB; this shall not apply if the general meeting is responsible for adopting the annual financial statements;
5. if furnishing such information would make the Executive Board liable to criminal prosecution;
6. insofar as, in the case of banks, credit institutions or financial services providers, information need not be disclosed on the accounting and valuation methods applied and any offsets made in the annual financial statements, management report, consolidated financial statements or group management report;
7. if the information requested is permanently available on the company's website for at least seven days prior to the commencement and during the general meeting.

The provision of information may not be refused for any other reason.

(4) If information has outside a general meeting been furnished to a stockholder by reason of his or her status as a stockholder, such information shall upon request be provided to any other stockholder at the general meeting, even in cases where such information is not required to permit a proper assessment or evaluation of an agenda item. The Executive Board may not refuse to furnish such information on the grounds of Art. 131(3) Clause 1 Nos. (1) to (4) whereas Clauses 1 and 2 shall not apply if a subsidiary as defined in Art. 290(1) and (2) HGB, a joint venture according to Art. 310(1) HGB or an associated affiliate under the terms of Art. 311(1) HGB provides information to a parent company according to Art. 290(1) and (2) HGB for purposes of the inclusion of such entity in the consolidated financial statements of the parent company and such information is needed for such purposes.

(5) A stockholder who has been denied information may insist that the underlying question and the reason why the information was denied, be recorded in the minutes of the general meeting.

The General Meeting's chairperson is entitled to issue certain rules of procedure on how to transact in detail the business on the agenda, including to limit the floor (right to speak).

III Total number of shares and votes as of the invitation date, acc. to Art. 124a Clause 1 No. 4 AktG

At the time of notice of the Annual General Meeting, RENK AG's share capital is divided into 7,000,000 no-par value shares, all of which are common shares. Each common share grants one vote. 199,903 common shares are held by the Company and therefore do not carry voting rights. Thus the total number of shares carrying attendance and voting rights at the time of notice of the Annual General Meeting is 6,800,097.