



RENK Aktiengesellschaft; Augsburg  
- ISIN DE 0007850000 -

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Invitation to the 115<sup>th</sup> Annual General Meeting of our company  
on April 27, 2018, in Augsburg

Dear Shareholders,

You are cordially invited to the

**115<sup>th</sup> Annual General Meeting of RENK Aktiengesellschaft  
on Friday, April 27, 2018, at 4:00 p.m.**

at Kongress am Park Augsburg, in the Dialog Lebensversicherungs-AG Hall,  
Gögginger Strasse 10, 86159 Augsburg, Germany.

## Agenda

and resolutions proposed for the 115<sup>th</sup> Annual General Meeting of RENK Aktiengesellschaft on Friday, April 27, 2018:

1. **Presentation of the adopted annual financial statements of RENK Aktiengesellschaft and the approved consolidated financial statements for the year ended December 31, 2017, the management report of RENK Aktiengesellschaft and the Group management report for fiscal year 2017 including the explanatory report on information in accordance with section 289a (1), section 315a (1) of the *Handelsgesetzbuch* (HGB – German Commercial Code), the report in accordance with section 289 (4) HGB and the report of the Supervisory Board**

The documents mentioned under item 1 of the agenda can be accessed on the Internet at [www.renk.biz](http://www.renk.biz). These documents will also be available at the Annual General Meeting and explained there in more detail. No resolution is intended for item 1 of the agenda as the Supervisory Board approved the annual and consolidated financial statements prepared by the Executive Board in accordance with the statutory provisions on February 6, 2018.

## 2. Appropriation of RENK Aktiengesellschaft's net retained profits

The adopted annual financial statements report net retained profits for fiscal year 2017 of EUR 26,738,322.26.

The Executive Board and the Supervisory Board propose the appropriation of the net retained profits as follows:

- Distribution of a dividend to the shareholders of EUR 2.20 per no-par value share;  
given 6,800,097 no-par value shares carrying dividend rights = EUR 14,960,213.40
- Carryforward EUR 11,778,108.86

The 199,903 own shares held by the company as of the time of the resolution on the appropriation of profits do not carry dividend rights in accordance with section 71b of the *Aktiengesetz* (AktG – German Stock Corporation Act).

Disbursement of the dividend is planned for Tuesday, May 3, 2018.

## 3. Approval of the Executive Board's actions

The Executive Board and the Supervisory Board propose that the actions of the Executive Board members in office in fiscal year 2017 be approved for this period.

## 4. Approval of the Supervisory Board's actions

The Executive Board and the Supervisory Board propose that the actions of the Supervisory Board members in office in fiscal year 2017 be approved for this period.

## 5. Re-elections to the Supervisory Board

With the conclusion of the Annual General Meeting, taking place April 27, 2018, the terms of office of all Supervisory Board members of the RENK Aktiengesellschaft will end. Accordingly, all the members of the Supervisory Board must be re-elected.

In accordance with Article 7 of the Articles of Association of the company in conjunction with sections 96 (1) and (2), section 101 (1) AktG and sections 1 (1), 7 (1) sentence 1 no. 1, (2) no. 1, (3) of the *Mitbestimmungsgesetz* (MitbestG – German Codetermination Act), the Supervisory Board comprises twelve members, six of which are shareholder representatives elected by the Annual General Meeting and six of which are employee representatives elected in accordance with the provisions of the German Codetermination Act.

In accordance with section 96 (2) sentence 1 AktG, the supervisory boards of listed companies subject to the German Codetermination Act must comprise at least 30% women and at least 30% men. As combined fulfillment was rejected in accordance with section 96 (2) sentence 3 AktG, this minimum share must be achieved by the shareholder and employee sides separately. Consequently, the Supervisory Board must comprise at least two women and at least two men on both the shareholder side and the employee side. The resolution proposed below therefore satisfies the minimum share requirement of section 96 (2) sentence 1 AktG. The nomination proposal is consistent with the competence profile of the Supervisory Board and their own specified objectives regarding its composition.

In line with this, the Supervisory Board proposes at the Nomination Committee's recommendation that the following persons, as shareholder representatives, be re-elected to members of the Supervisory Board of RENK Aktiengesellschaft, each of them for a five years' term of office, whereby the year is defined from the close of an Annual General Meeting until the close of the following Annual General Meeting:

**a) Mrs. Dr. Ingrun-Ulla Bartölke**

Wolfsburg

Head of Corporate Accounting and External Reporting of Volkswagen AG

Membership of statutory German supervisory boards

Volkswagen Bank GmbH<sup>1)</sup>

Memberships of comparable German or foreign governing bodies

SEAT S.A., Spain

**b) Mr. Michael Behrendt**

Hamburg

Chairperson of the Supervisory Board of Hapag-Lloyd AG

Membership of statutory German supervisory boards

Barmenia Allgemeine Versicherungs-AG (Vice-Chairperson)

Barmenia Krankenversicherung a. G. (Vice-Chairperson)

Barmenia Lebensversicherung a. G. (Vice-Chairperson)

Esso Deutschland GmbH

ExxonMobil C. E. Holding GmbH

Hapag-Lloyd AG (Chairperson)

MAN Diesel & Turbo SE

MAN SE

MAN Truck & Bus AG

Memberships of comparable German or foreign governing bodies

None

**c) Mr. Hardy Brennecke**

Wolfenbüttel

Head of the Executive Office for the Commercial Vehicles division of Volkswagen AG and Secretary General of Volkswagen Truck & Bus GmbH

Membership of statutory German supervisory boards

None

Memberships of comparable German or foreign governing bodies

None

**d) Mr. Joachim Drees**

Stuttgart

Member of the Management of Volkswagen Truck & Bus GmbH,  
Chief Executive Officer of MAN SE and Chief Executive Officer of  
MAN Truck & Bus AG

Membership of statutory German supervisory boards

MAN Diesel & Turbo SE  
Veritas AG  
Volkswagen Financial Services AG

Memberships of comparable German or foreign governing bodies

Sinotruk (Hong Kong) Ltd., China

**e) Mrs. Christiane Hesse**

Wunstorf,

Member of the Board of Management (Human Resources and Organization) of  
Volkswagen Financial Services AG

Membership of statutory German supervisory boards

None

Memberships of comparable German or foreign governing bodies

EURO-Leasing GmbH<sup>\*)</sup>  
MAN Financial Services GmbH<sup>\*)</sup>  
MAN Financial Services (SA) (RF) (Pty) Ltd., South Africa (Chairperson)<sup>\*)</sup>  
VDF Faktoring A.S., Turkey (Chairperson)<sup>\*)</sup>  
VDF Filo Kiralama A.S., Turkey (Chairperson)<sup>\*)</sup>  
VDF Servis ve Ticaret A.S., Turkey (Chairman)<sup>\*)</sup>  
VDF Sigorta Aracılık Hizmetleri A.S., Turkey (Chairperson)<sup>\*)</sup>  
Volkswagen Doğuş Finansman A.S., Turkey (Chairperson)<sup>\*)</sup>  
Volkswagen Financial Services Digital Solutions GmbH<sup>\*)</sup>  
Volkswagen Financial Services South Africa (Pty) Ltd., South Africa  
(Chairperson)<sup>\*)</sup>

**f) Mr. Thorsten Jablonski**

Ilsede

Head of the Transmissions unit and Head of Kassel site of Volkswagen AG

Membership of statutory German supervisory boards

None

Memberships of comparable German or foreign governing bodies

VOLKSWAGEN Automatic Transmission (Dalian) Co., Ltd., China (Vors.)<sup>\*)</sup>  
VOLKSWAGEN Automatic Transmission (Tianjin) Co., Ltd., China<sup>\*)</sup>  
VOLKSWAGEN Transmission (Shanghai) Company Ltd., China<sup>\*)</sup>

<sup>\*)</sup> Group bodies

It is intended, that Mrs. Ingrun-Ulla Bartölke to be nominated as chairperson of the Supervisory Board in case of her election by the Annual General Meeting.

It is intended to allow the Annual General Meeting to elect the members to the Supervisory Board individually.

Further information on the proposed candidates for the Supervisory Board for election is printed following the Agenda.

## **6. Appointment of auditors for the 2018 fiscal year**

The Supervisory Board proposes at the Audit Committee's recommendation that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditors of the single-entity financial statements and auditors of the consolidated financial statements for the 2018 fiscal year.

**Information on item 5 of the Agenda regarding the proposed candidates of the Supervisory Board to be re-elected**

**Dr. Ingrun-Ulla Bartölke**, Wolfsburg,  
Wolfsburg,  
Head of Corporate Accounting an External Reporting of Volkswagen AG

Date of Birth: October 12, 1967  
Citizenship: German

Professional career:

2010 – Present	Volkswagen AG Head of Corporate Accounting an External Reporting of Volkswagen AG
2007 - 2009	Volkswagen AG Head of Financial Reporting
2007 - 2007	Volkswagen AG Financial Reporting
2003 - 2006	Volkswagen AG – Corporate Controlling Technical Specialist Controlling Brand/Profit Analysis, Projects
2001 - 2003	Volkswagen AG – Corporate Controlling Ergebnis- und Finanzplanung
2000 - 2000	Volkswagen AG – Corporate Controlling IAS Restructuring Project
1994 – 2000	University of Rostock, Research Assistant, Chair of General Business Economics and Management, Doctorate Awarded 06/1999

Education:

1988 - 1994	University of Erlangen-Nurnberg, Business Administration, Commercial degree (Diplom-Kauffrau)
1986 - 1988	Dresdner Bank Wolfsburg, Banker (Bankkauffrau)

Membership of statutory German supervisory boards

- Volkswagen Bank GmbH<sup>\*)</sup>

Memberships of comparable German or foreign governing bodies

- SEAT S.A., Spain

Key positions in addition to the Supervisory Board appointment at RENK AG

- Please refer to the information provided concerning professional career and other appointments on supervisory boards or comparable governing bodies

<sup>\*)</sup> Group bodies

**Michael Behrendt**, Hamburg,  
Chairperson of the Supervisory Board of Hapag-Lloyd AG

Date of Birth: June 19, 1951  
Citizenship: German

Professional career:

2014 - Present	Hapag-Lloyd AG Chairperson of the Supervisory Board
2002 - 2014	Hapag-Lloyd AG President and Chief Executive Officer
2004 - 2008	TUI AG Member of the Board
1999 - 2003	VTG-Lehnkering AG President and Chief Executive Officer
1999 - 2001	Hapag-Lloyd AG Member of the Board
1998 - 1999	VTG-Lehnkering AG Deputy Executive Chairman
1984 - 1998	VTG Vereinigte Transport- und Tanklager GmbH (CEO as of 1994)

Education:

University of Hamburg, Law  
Degree: Assessor (2<sup>nd</sup> State) Exam

Membership of statutory German supervisory boards

- Barmenia Allgemeine Versicherungs-AG (Vice-Chairperson)
- Barmenia Krankenversicherung a. G. (Vice- Chairperson)
- Barmenia Lebensversicherung a. G. (Vice- Chairperson)
- Esso Deutschland GmbH
- ExxonMobil C. E. Holding GmbH
- Hapag-Lloyd AG (Chairperson)
- MAN Diesel & Turbo SE
- MAN SE
- MAN Truck & Bus AG

Memberships of comparable German or foreign governing bodies

- None

Key positions in addition to the Supervisory Board appointment at RENK AG

- President „The Übersee-Club e.V. Hamburg“

**Hardy Brennecke**, Wolfenbüttel,

Head of the Executive Office for the Commercial Vehicles division of Volkswagen AG and  
Secretary General of Volkswagen Truck & Bus GmbH

Date of Birth: March 1, 1974

Citizenship: German

Professional career:

2015 - Present	Volkswagen AG, Wolfsburg Head of the Executive Office for the Commercial Vehicles division of Volkswagen AG
2015 - Present	Volkswagen Truck & Bus GmbH, Braunschweig Secretary General of Volkswagen Truck & Bus GmbH
2014 - 2015	Volkswagen Group Sverige AB, Södertälje Member of the Management Board, CFO
2012 - 2014	Volkswagen Group of America, Herndon Executive Vice President, CFO
2008 - 2012	Volkswagen AG, Wolfsburg Assistant to the Executive Board, Finance & Controlling division
2008 - 2008	Volkswagen Financial Services AG, Braunschweig Head of Planning & Strategy for Retail Business
2005 - 2008	Volkswagen Financial Services AG, Braunschweig Assistant to the Executive Board for European Sales, Treasury, Volkswagen Bank
2004 - 2005	Volkswagen Financial Services AG, Braunschweig Head of Market Research for Retail Business
2001 - 2004	Volkswagen Financial Services AG, Braunschweig Controller for Group Investments / Retail Business
2000 - 2001	Volkswagen Financial Services AG, Braunschweig International Trainee

Education:

2000 University of Goettingen, Commercial degree (Diplom-Kaufmann)

1996

Banker (Bankkaufmann)

Membership of statutory German supervisory boards

- None

Memberships of comparable German or foreign governing bodies

- None

Key positions in addition to the Supervisory Board appointment at RENK AG

- Please refer to the information provided concerning professional career and other appointments on supervisory boards or comparable governing bodies



**Joachim Drees**, Stuttgart,

Member of the Management of Volkswagen Truck & Bus GmbH, Chief Executive Officer of MAN SE and Chief Executive Officer of MAN Truck & Bus AG

Date of Birth: November 20, 1964

Citizenship: German

Professional career:

2015 - Present	MAN SE, Munich Chief Executive Officer
2015 - Present	Volkswagen Truck & Bus GmbH, Braunschweig Managing Director
2015 - Present	MAN Truck & Bus AG, Munich Chief Executive Officer
2012 - 2014	Drees & Sommer AG, Stuttgart Member of the Executive Board, CFO
2006 - 2012	Hg Capital LLP, London/GB Partner, Portfoliomanagement
2004 - 2006	DaimlerChrysler AG, Stuttgart Head of Commercial Vehicle Controlling
2001 - 2004	DaimlerChrysler AG, Gaggenau Commercial Manager and HR Manager (Transmission division)
2001 - 2001	DaimlerChrysler AG, Stuttgart Head of Corporate Strategy (Commercial Vehicles division)
1996 - 2000	DaimlerChrysler AG, Stuttgart Department Head (Mergers & Acquisitions)
1995 - 1996	Baumgartner & Partner, Sindelfingen Project Manager in Industrial division
1993 - 1995	Treuhandanstalt, Berlin Department Head and Deputy Industry Head
1991 - 1993	Price Waterhouse, Stuttgart Senior Consultant (Industrial division)

Education:

1991	University of Stuttgart, Technical commercial degree (Diplom-Kaufmann technisch)
1989	Portland State University, Oregon/USA, MBA

Membership of statutory German supervisory boards

- MAN Diesel & Turbo SE<sup>1)</sup>
- Veritas AG
- Volkswagen Financial Services AG

Memberships of comparable German or foreign governing bodies

- Sinotruk (Hong Kong) Ltd., China

Key positions in addition to the Supervisory Board appointment at RENK AG

- Please refer to the information provided concerning professional career and other appointments on supervisory boards or comparable governing bodies

<sup>1)</sup> Group bodies

**Christiane Hesse**, Wunstorf,

Member of the Board of Management (Human Resources and Organization) of Volkswagen Financial Services AG

Date of Birth: September 30, 1957

Citizenship: German

Professional career:

2009 - Present	Volkswagen Financial Services AG Member of the Board of Management Human Resources and Organization
2006 - 2009	Volkswagen Nutzfahrzeuge HR Manager for Hanover Site
2005 - 2006	Volkswagen Poznan, Polen HR Manager
1999 - 2004	Volkswagen Nutzfahrzeuge, Hanover Manager for HR Planning and Projects
1992 - 1999	Volkswagen Nutzfahrzeuge, Hanover Technical Specialist for the Works Council
1988 - 1992	Technologieberatungsstelle for Employees in Hanover Research Assistant

Education:

1987	Second state exam for teaching (tertiary education)
1986 - 1987	Student teacher at secondary school, Hildesheim
1985	First state exam for teaching (secondary education)
1977 - 1985	Teaching studies (secondary education)

Membership of statutory German supervisory boards

- None

Memberships of comparable German or foreign governing bodies

- EURO-Leasing GmbH<sup>1)</sup>
- MAN Financial Services GmbH<sup>1)</sup>
- MAN Financial Services (SA) (RF) (Pty) Ltd., South Africa (Chairperson)<sup>1)</sup>
- VDF Faktoring A.S., Turkey (Chairperson)<sup>1)</sup>
- VDF Filo Kiralama A.S., Turkey (Chairperson)<sup>1)</sup>
- VDF Servis ve Ticaret A.S., Turkey (Chairperson)<sup>1)</sup>
- VDF Sigorta Aracılık Hizmetleri A.S., Turkey (Chairperson)<sup>1)</sup>
- Volkswagen Doğus Finansman A.S., Turkey (Chairperson)<sup>1)</sup>
- Volkswagen Financial Services Digital Solutions GmbH<sup>1)</sup>
- Volkswagen Financial Services South Africa (Pty) Ltd., South Africa (Chairperson)<sup>1)</sup>

Key positions in addition to the Supervisory Board appointment at RENK AG

- Please refer to the information provided concerning professional career and other appointments on supervisory boards or comparable governing bodies

<sup>1)</sup> Group bodies

**Thorsten Jablonski**, Ilse,de,

Head of the Transmissions unit and Head of Kassel site of Volkswagen AG

Date of Birth: May 7, 1969  
Citizenship: German

Professional career:

2016 - Present	Volkswagen AG Head of the Kassel site Head of the Transmission unit
2012 - 2016	Volkswagen AG Head of the Braunschweig site Head of the Chassis unit
2010 - 2012	Volkswagen AG, Wolfsburg Head of Components Development
1996 - 2010	Volkswagen AG, Braunschweig Various positions
1994 - 1996	VW AG Traineeship

Education:

1989 - 1994	TU Braunschweig, Mechanical Engineering course Specialization: Vehicle Technology
1988	General certificate for entrance to a university

Membership of statutory German supervisory boards

- None

Memberships of comparable German or foreign governing bodies

- VOLKSWAGEN Automatic Transmission (Dalian) Co., Ltd., China (Chairman)<sup>1)</sup>
- VOLKSWAGEN Automatic Transmission (Tianjin) Co., Ltd., China<sup>1)</sup>
- VOLKSWAGEN Transmission (Shanghai) Company Ltd., China<sup>1)</sup>

Key positions in addition to the Supervisory Board appointment at RENK AG

- Please refer to the information provided concerning professional career and other appointments on supervisory boards or comparable governing bodies

<sup>1)</sup> Group Bodies

## **Total number of shares and voting rights at the time of notice of the Annual General Meeting**

At the time of notice of the Annual General Meeting, the share capital of the company is divided into 7,000,000 common, no-par value shares. Each common share carries one vote. 199,903 common shares are held by the company and therefore do not carry voting rights. Thus at the time of convening the Annual General Meeting, a total of 6,800,097 common shares carry voting rights.

## **Conditions for attending the Annual General Meeting and exercising voting rights**

To participate in the Annual General Meeting in accordance with Article 15 of the Articles of Association and exercise their voting rights, shareholders must register with the company and prove their ownership of company shares by the end (midnight) of April 20, 2018, at the latest.

Proof of ownership, which is generally issued by the custodian bank, must indicate that shares were held by the beginning (midnight) of April 6, 2018 (record date). Participation in the Annual General Meeting and the exercise of voting rights as a shareholder is only recognized by the company if proof of the right to attend the Annual General Meeting or to exercise voting rights has been provided. This means that shareholders who have purchased their shares after the record date cannot attend the Annual General Meeting and do not have any voting rights at the Annual General Meeting. The record date does not affect the saleability of shares. The company still allows shareholders who sell their shares after the record date to attend the Annual General Meeting and to exercise their voting rights, provided that they have registered and presented proof of ownership on time. The record date is not relevant to dividend entitlement.

Registration and proof of ownership must be made in text form (as defined by section 126b of the *Bürgerliches Gesetzbuch* [BGB – German Civil Code]) in either German or English and sent to the company; shareholders are asked to send their registration and proof of ownership to the following address:

RENK Aktiengesellschaft  
c/o LEW Service & Consulting GmbH  
ERS-R-A  
Schaezlerstrasse 3  
86150 Augsburg, Germany  
Fax: +49 (0) 821/328-333-6060  
E-mail: Renk.Hauptversammlung@LEW.DE

Once the company has received proof of ownership and registration at the above address, shareholders, or the representatives they appoint, will be sent their entrance tickets for the Annual General Meeting. In order to ensure that the entrance tickets are received in time, shareholders are asked to contact their custodian bank and request their entrance tickets for attending the Annual General Meeting as early as possible. In such cases, registration and proof of share ownership will be sent to the company by the respective custodian bank. Shareholders who have requested an entrance ticket to attend the Annual General Meeting from their custodian bank in time do not need to take any further steps.

## Procedure for casting votes by proxy

Shareholders who do not wish to attend the Annual General Meeting in person can have their voting rights exercised by proxy, e.g. a bank, a shareholders' association, the representatives appointed by the company or another authorized third party. Even in these cases, shareholders must have registered and provided proof of ownership as of the record date on time.

Conferment and revocation of authority, and evidence of such authorization to the company must be made in text form (as defined by section 126b BGB) if either a bank or a shareholders' association, or any person or institution treated as such in accordance with section 135 (8) and (10) AktG, is appointed as a proxy.

Distinctions must generally be observed when authorizing banks, shareholders' associations, or any persons or institutions treated as such in accordance with section 135 (8) and (10) AktG. Shareholders who wish to authorize a bank, a shareholders' association, or any persons or institutions treated as such in accordance with section 135 (8) and (10) AktG, are asked to obtain information on any distinctions in conferment of authority from the party to be authorized in the respective case and to coordinate with them.

In order to simplify preparation of the Annual General Meeting, shareholders who wish to authorize a representative are asked—if the custodian bank offers this—to either have an entrance ticket issued directly in the representative's name or to use the authorization form provided by the company to confer authority. The authorization form also provides for sub-delegation. It can be found on the back of the entrance ticket sent to shareholders, or the representatives that they have appointed, once the company has received proof of ownership and registration.

Appointment of a proxy can be evidenced by the proxy presenting the entrance ticket or the authorization at the entry control point on the day of the Annual General Meeting or by the shareholder or his/her representative communicating evidence electronically by providing the company with a declaration to this effect at the above e-mail address of the company.

The company also offers shareholders the option of authorizing company-designated proxies. In addition to authority, they must also be issued with instructions on how to exercise the voting right. The proxies must vote as instructed. The company proxies are not permitted to exercise the voting rights at their discretion. Conferment of authority upon the company-designated proxies, and the revocation and evidence of such authorization, can be issued before the Annual General Meeting in text form as defined by section 126b BGB until the end (midnight) of April 25, 2018, at the latest. Shareholders are asked to use the relevant form printed on the entrance ticket to confer authority upon the company-designated proxies and to issue them with instructions.

If the shareholder authorizes more than one person, the company can disallow one or more of them.

Shareholders will receive further information on attending the Annual General Meeting, appointing proxies and issuing instructions together with their entrance ticket. The relevant information can also be found on the Internet at [www.renk.biz](http://www.renk.biz).

## **Motions to extend the agenda at the request of a minority in accordance with section 122 (2) AktG**

Shareholders whose shares separately or collectively amount to a twentieth (5%) of the share capital or separately or collectively amount to a notional interest of € 500,000 (this corresponds to 195,313 shares, rounded up to the next highest full number of shares) can request that items be placed on the agenda and be made known. Each new item must be accompanied by a reason or a proposed resolution. Requests to extend the agenda must be received by the company in writing at least 30 days before the Annual General Meeting—not including the day of receipt and the day of the Annual General Meeting—by the end (midnight) of March 27, 2018, at the latest. Extension requests received after this date will not be considered. Applicants must provide evidence in accordance with section 122 (2) sentence 1 in conjunction with section 122 (1) sentence 3 AktG that they have been shareholders for at least 90 days before the day on which their request is received. Section 70 AktG applies in calculating this period. A confirmation to this effect in text form (section 126b BGB) from the custodian bank is sufficient as evidence. The evidence must be in either German or English. Shareholders are asked to send any corresponding extension requests to the following address:

RENK Aktiengesellschaft  
Executive Board  
Gögginger Strasse 73  
86159 Augsburg, Germany  
Fax: +49 (0) 821 5700 552  
E-mail: [info@renk.biz](mailto:info@renk.biz)

Requests to extend the agenda that have to be announced will be published in the *Bundesanzeiger* without delay after they are received—unless they are published with the notice of the meeting—and passed on for publication to media that can be expected to disseminate the information throughout the entire European Union. They will also be published on the website at [www.renk.biz](http://www.renk.biz) and communicated to shareholders.

## **Countermotions and nominations in accordance with sections 126 (1) and 127 AktG**

Shareholders can also propose countermotions to Executive Board or Supervisory Board proposals for specific items of the agenda to the company and submit nominations for the Supervisory Board re-election (item 5 of the agenda) or the auditor (item 6 of the agenda). Countermotions must be accompanied by a reason but nominations do not. In each case, the countermotions and nominations of shareholders for the Annual General Meeting must be sent only to the address above which is also to be used for motions to extend the agenda. Countermotions and nominations otherwise addressed will not be considered.

The countermotions and nominations of shareholders that must be received by the company at the above address at least 14 days before the Annual General Meeting—not including the day of receipt and the day of the Annual General Meeting—i.e. by the end (midnight) of April 12, 2018, at the latest, will be published without delay on the website at [www.renk.biz](http://www.renk.biz) together with the name of the shareholder, the reason and any comment by the management (section 126 (1) sentence 3 and section 127 sentence 1 AktG).

The company can refrain from disclosing a countermotion and its reason or a nomination if circumstances for exclusions under section 126 (2) AktG apply. The circumstances for exclusion are presented on the company's website at [www.renk.biz](http://www.renk.biz). Nominations will also only be published if they include the candidate's name, occupation held and place of residence and, for nominations for elections to the Supervisory Board, additional information on their membership in other statutory supervisory bodies.

Moreover, counter motions are only made if they are made verbally during the Annual General Meeting. This does not affect the right of every shareholder to propose counter motions to different items on the agenda, even without communicating counter motions prior to the deadlines.

### **Right to information in accordance with section 131 (1) AktG**

Every shareholder is entitled to information from the Executive Board on the company's affairs, including its legal and business relations with affiliated companies, and on the position of the Group and the companies included in the consolidated financial statements, upon request in the Annual General Meeting to the extent that it is required to make an informed judgment on any given agenda item. Requests for information must be made verbally at the Annual General Meeting during the general debate. The Executive Board is authorized to refuse information in specific cases regulated by section 131 (3) AktG. The circumstances under which the Executive Board is entitled to refuse to provide information are presented on the company's website at [www.renk.biz](http://www.renk.biz).

### **Detailed explanations 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, together with the information required under section 124a of the AktG, shareholder motions and detailed explanations of the rights of the shareholders in accordance with section 122 (2), section 126 (1), section 127 and section 131 (1) AktG will be accessible on the company's website at [www.renk.biz](http://www.renk.biz) following notice of the Annual General Meeting. The documents to be made available will also be accessible during the Annual General Meeting on April 27, 2018.

Notice of the Annual General Meeting is published in the *Bundesanzeiger* of March 16, 2018, and was passed on for publication to media that can be expected to disseminate the information throughout the entire European Union.

Augsburg, March 2018

**RENK Aktiengesellschaft**

**The Executive Board**