



RENK Aktiengesellschaft; Augsburg  
- ISIN DE 0007850000 -

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**Invitation to the 116<sup>th</sup> Annual General Meeting of our company  
on May 7, 2019, in Augsburg**

Dear Shareholders,

You are cordially invited to the

**116<sup>th</sup> Annual General Meeting of RENK Aktiengesellschaft  
on Tuesday, May 7, 2019, at 4:00 p.m.**  
at Kongress am Park Augsburg, in the Baramundi Hall,  
Gögginger Strasse 10, 86159 Augsburg, Germany.

## **Agenda**

and resolutions proposed for the 116th Annual General Meeting of RENK Aktiengesellschaft on Tuesday 7, 2019:

- 1. Presentation of the adopted annual financial statements of RENK Aktiengesellschaft and the approved consolidated financial statements for the year ended December 31, 2018, the management report of RENK Aktiengesellschaft and the Group management report for fiscal year 2018 including the report of the Supervisory Board and the Corporate Governance Report.**

The documents mentioned under item 1 also include the Compensation Report, the explanatory report on information in accordance with section 289a (1), section 315a (1) of the Handelsgesetzbuch (HGB – German Commercial Code) and the report in accordance with section 289 (4) HGB. The documents can be accessed on the Internet at [www.renk-ag.com](http://www.renk-ag.com). 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 26, 2019.

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

The adopted annual financial statements report net retained profits for fiscal year 2018 of EUR 27,049,521.12.

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 12.089.307,72

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 10, 2019.

## 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 2018 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 2018 be approved for this period.

## 5. Amendment to the Articles of Association on the right to make appointments to the Supervisory Board

Effective from midnight on December 31, 2018, the 76% interest in the share capital of RENK Aktiengesellschaft was transferred by MAN SE, Munich, to Volkswagen Klassik GmbH, Wolfsburg (in the future presumably operating as Volkswagen Vermögensverwaltungs-GmbH), a wholly owned subsidiary of Volkswagen Aktiengesellschaft, Wolfsburg, in the context of an internal corporate restructuring. As MAN SE is no longer a shareholder of RENK Aktiengesellschaft, the right granted to MAN SE by the Articles of Association to appoint substitute members to the Supervisory Board must be revoked. The right to make appointments in accordance with section 101(2) of the *Aktiengesetz* (AktG – German Stock Corporation Act) is now to be granted to Volkswagen Klassik GmbH as the new majority shareholder of RENK Aktiengesellschaft.

The Executive Board and the Supervisory Board therefore propose to amend Article 7(3) of the Articles of Association of RENK Aktiengesellschaft as follows:

“If a member of the Supervisory Board appointed by the shareholders leaves before the end of his term of office, Volkswagen Klassik GmbH, Wolfsburg (Amtsgericht *(Local Court)* Braunschweig filed under number HRB 200525 ) is entitled to appoint a member to the Supervisory Board; appointment rights can be exercised for not more than a third of the total number of shareholder Supervisory Board members arising from the Articles of Association in conjunction with the law. The office of the Supervisory Board member appointed terminates at the end of the Annual General Meeting that has elected a replacement, or no later than the end of the term of office of the member of the Supervisory Board who left prematurely.”

**6. Appointment of auditors for the 2019 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 2019 fiscal year.

## **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 30, 2019, 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 16, 2019 (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 submitted to and confirmed by the company. Like the registration, also the proof of ownership of the entity is to be submitted to the following address as of April 30, 2019 (12 p.m.):

RENK Aktiengesellschaft  
c/o Computershare Deutschland GmbH & Co. KG  
Computershare Operations Center  
80249 Munich  
Fax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.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 May 3, 2019 (12 p.m.), 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-ag.com](http://www.renk-ag.com).

## **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 April 6, 2019, 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

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-ag.com](http://www.renk-ag.com) 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 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 22, 2019, at the latest, will be published without delay on the website at [www.renk-ag.com](http://www.renk-ag.com) 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-ag.com](http://www.renk-ag.com). 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, countermotions are only made if they are made verbally during the Annual General Meeting. This does not affect the right of every shareholder to propose countermotions to different items on the agenda, even without communicating countermotions 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-ag.com](http://www.renk-ag.com).

#### **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-ag.com](http://www.renk-ag.com) following notice of the Annual General Meeting. The documents to be made available will also be accessible during the Annual General Meeting on May 7, 2019.

Notice of the Annual General Meeting is published in the *Bundesanzeiger* of March 22, 2019, and was passed on for publication to media that can be expected to disseminate the information throughout the entire European Union.

Attachment 1 to this convocation includes the necessary information regarding data protection according to the General Data Protection Regulation

Augsburg, March 2019

**RENK Aktiengesellschaft**  
**The Executive Board**

## Annex 1 – Data protection information for shareholders

As a controller, RENK AG, Gögginger Strasse 73, 86159 Augsburg, processes the personal data of its shareholders (first and last names, address, e-mail address, number of shares, share class, type of share ownership and ticket number) and possibly the personal data of shareholder representatives on the basis of the applicable data protection laws. The processing of personal data is an essential legal requirement for participation in the Annual General Meeting of RENK AG. The legal basis for processing is Article 6(1) first sentence c) of the EU General Data Protection Regulation in conjunction with sections 118 et seq. AktG. RENK AG typically receives shareholders' personal data via the registration office of the bank that the shareholders have entrusted to safeguard their shares (custodian bank).

The service providers engaged by RENK AG for the purposes of organizing the Annual General Meeting process shareholders' personal data according to RENK AG's instructions and only to the extent necessary for the performance of the service commissioned. All employees of RENK AG and the employees of the service providers engaged who have access to or process shareholders' personal data are under obligation to treat these data as confidential.

Furthermore, the personal data of shareholders and shareholder representatives who participate in the Annual General Meeting can also be viewed by other shareholders and shareholder representatives as far as the statutory provisions allow (in particular the attendance list, section 129 AktG).

In accordance with the statutory regulations, RENK AG erases shareholders' personal data in particular when the personal data are no longer required for the original purposes of collection or processing, the data are no longer needed in connection with any administrative or court proceedings and no statutory retention requirements apply.

Under the conditions stipulated by law, shareholders have the right to obtain information on their processed personal data and to apply to have their personal data rectified or erased or to limit their processing. Moreover, shareholders have the right to file a complaint with the supervisory authorities. If personal data are processed on the basis of Article 6(1) first sentence f) of the EU General Data Protection Regulation, shareholders also have a right to object.

If shareholders have any comments or questions about the processing of personal data, they can be addressed to RENK AG's Data Protection Officer at: Dr. Peter Katko, Ernst & Young Law GmbH, Arnulfstrasse 59, 80636 Munich, e-mail: [datenschutz.renk@de.ey.com](mailto:datenschutz.renk@de.ey.com).

Shareholders can receive further information on data protection on RENK AG's website at [www.renk-ag.com](http://www.renk-ag.com).