

Augsburg, May 2020

**117th Annual General Meeting
of RENK Aktiengesellschaft**
on Wednesday, 24 June 2020 at 10.00 a.m.

as a virtual Annual General Meeting without the physical presence of shareholders and their proxy holders (except for the proxy holders designated by the Company)
at the offices of RENK Aktiengesellschaft,
Gögginger Str. 73, 86159 Augsburg, Germany

I. Explanation of Item 1 on the agenda pursuant to section 124a sentence 1 no. 2 AktG

No resolution on Item 1 on the agenda - to receive and consider the adopted Annual Financial Statements of RENK Aktiengesellschaft and the approved Consolidated Financial Statements as of 31 December 2019, the Management Report of RENK Aktiengesellschaft and the Group Management Report for the fiscal year 2019, including the Report of the Supervisory Board and the Corporate Governance Report on the fiscal year 2019 - will be passed, as the Supervisory Board approved and thus adopted the Annual Financial Statements and the Consolidated Financial Statements prepared by the Executive Board pursuant to section 172 sentence 1 of the German Stock Corporation Act (AktG - Aktiengesetz) on 6 March 2020. A resolution of the Executive Board and of the Supervisory Board within the meaning of section 173(1) sentence 1, first alternative, to leave the adoption of the Annual Financial Statements to the Annual General Meeting has not been adopted. As the Supervisory Board has approved the Annual Financial Statements, the special case of section 173(1) sentence 1, second alternative, or sentence 2 AktG, in which the Annual General Meeting is responsible for adopting the Annual Financial Statements in the absence of their approval by the Supervisory Board, does not apply either. Pursuant to section 175(1) sentence 1 AktG, the Annual General Meeting therefore simply accepts the adopted Annual Financial Statements and the approved Consolidated Financial Statements plus Management Report and Group Management Report for the fiscal year 2019.

Pursuant to section 171(1) sentence 1, (2) sentence 1 and section 314(2) AktG, the Supervisory Board has to present a written report to the Annual General Meeting on the result of its audit of the Annual Financial Statements and Consolidated Financial Statements, the Management Report and Group Management Report, the proposal on the appropriation of the net income and the report of the Executive Board on the relations with affiliated companies (Dependency Report). The report of the Supervisory Board is furthermore a report by the Supervisory Board on its activities for the purposes of accountability. A resolution by the Annual General Meeting on the report of the Supervisory Board is not provided for by law.

II. Explanations on the rights of the shareholders pursuant to section 121(3) sentence 3 no. 3 AktG

The invitation convening the Annual General Meeting already contains information on the rights of the shareholders pursuant to section 122(2), section 126(1), section 127 and section 131(1) of the German Stock Corporation Act (AktG - Aktiengesetz) and the provisions of the German Law on Measures Under Company, Cooperative Association, Foundation and Property Ownership Law to Combat the Effects of the COVID-19 Pandemic ("COVID-19 Act"). The statements below serve to explain these shareholder rights in more detail.

In light of the COVID-19 pandemic, the Executive Board has decided - with the approval of the Supervisory Board - to make use of the possibilities provided by the COVID-19 Act regarding holding Annual General Meetings in 2020 and to hold this year's Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their proxy holders.

This also affects the rights of shareholders.

1. Requests for additions to the agenda pursuant to section 122(2) AktG

Pursuant to section 122(2) AktG, shareholders whose shares separately or collectively amount to one twentieth (5%) of the share capital (equivalent to EUR 896,000 or 350,000 no-par value shares) or separately or collectively amount to a notional interest of EUR 500,000 (equivalent to 195,313 shares rounded up to the next higher full number of no-par value shares) may request that items be placed on the agenda and published by notice. Each new item must be accompanied by the reasons therefor or a proposal for a resolution. The request must be addressed in writing to the Executive Board of RENK Aktiengesellschaft and be received by the Company at least 30 days prior to the Annual General Meeting - not counting the day of receipt and the day of the Annual General Meeting -, i.e. by no later than the end of 24 Mai 2020 (24:00 CEST), at the following address (it is sufficient if one of the specified means of transmission is used):

RENK Aktiengesellschaft
The Executive Board
Gögginger Straße 73,
86159 Augsburg, Germany
Fax: +49 (0) 821 5700 552
E-mail: Hauptversammlung@renk.biz

Extension requests received after this date will not be considered.

Applicants must provide evidence pursuant to section 122(2) sentence 1 in conjunction with section 122(1) sentence 3 AktG that they have owned the required number of shares for at least 90 days before the Company receives the request and that they will hold the shares until a decision is made on their request. Section 121(7) AktG shall apply *mutatis mutandis* when calculating this date. The date is accordingly to be calculated backwards, whereby the date of receipt of the request is not to be counted and rescheduling the date from a Sunday, a Saturday or a public holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the German Civil Code (BGB - Bürgerliches Gesetzbuch) shall not apply *mutatis mutandis*. A certificate from the custodian bank issued in text form is sufficient as proof of ownership of the shares. A claim for transfer of title against a credit institution, a financial services institution or an enterprise pursuing activities in accordance with section 53(1) sentence 1 or section 53b(1) sentence 1 or (7) of the German Banking Act (KWG - Gesetz über das Kreditwesen) is equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if he/she acquired the share without monetary consideration, from a trustee, as a universal successor, in the course of a distribution of assets among a community or as part of a portfolio transfer pursuant to section 13 of the German Insurance Supervisory Act (Versicherungsaufsichtsgesetz) or section 14 of the German Act on Savings and Loan Associations (Gesetz über Bausparkassen) (cf. section 70 AktG). The proof must be submitted in German or English.

Requests to extend the agenda that have to be announced will be published in the Bundesanzeiger (Federal Gazette) without undue delay upon receipt - unless they are published together 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 and communicated to the shareholders on the website at www.renk-ag.com.

The regulations of the Stock Corporation Act underlying these shareholder rights are as follows:

Section 70 AktG: Calculation of the period of ownership of the shares

Where the exercise of rights attaching to the shares is contingent upon the shareholder having been the owner of the shares for a specified period of time, a claim to transfer of title against a credit institution, a financial services institution or an enterprise pursuing activities in accordance with section 53(1) sentence 1 or section 53b(1) sentence 1 or (7) of the German Banking Act (KWG) shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the shareholder if they have purchased the share without monetary consideration from their trustee, as a universal successor, in the course of a division of assets of a community or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (VAG) or section 14 of the Act on Savings and Loan Associations (BauSparkG).

Section 122 AktG: Convening the Annual General Meeting on the request of a minority (extract)

(1) The general meeting is to be convened whenever shareholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the Executive Board. The Articles of Association may tie the right to demand that the general meeting be convened to a different form and to ownership of a smaller proportion of the share capital. The applicants shall furnish proof that they have been the owner of the shares since at least ninety (90) days prior to the date on which their demand is received and that they will hold the shares until the Executive Board takes a decision regarding their petition. Section 121(7) shall apply *mutatis mutandis*.

(2) In the same way, shareholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital or to a stake of EUR 500 000 may demand that items of business are placed on the agenda and published by notice. Each item of business to be newly added to the agenda must be accompanied by the reasons therefor or a proposal for a resolution. The demand in the sense of sentence 1 must be received by the company at least twenty-four (24) days, and in the case of companies listed on the stock exchange at least thirty (30) days, prior to the general meeting; the date of its receipt shall not be included.

Section 121 AktG: General provisions (extract)

(7) In the case of periods and deadlines that are counted back from the date of the general meeting, the day of the general meeting itself shall not be counted. Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the German Civil Code (BGB) shall have no corresponding application. In the case of companies not listed on the stock exchange, the Articles of Association may provide for the period to be calculated in a different way.

Section 124 AktG: Publication of extension requests; proposals for resolutions (extract)

(1) Where the minority pursuant to section 122(2) has demanded that items of business be placed on the agenda, these items shall be published by notice either together with the invitation convening the general meeting or otherwise without undue delay after the demand has been received. Section 121(4) applies *mutatis mutandis*; moreover, section 121(4a) applies *mutatis mutandis* for companies listed on the stock exchange. The notice shall be published and forwarded in the same way as the invitation convening the general meeting.

2. Counter-proposals and nominations pursuant to sections 126(1) and 127 AktG

Shareholders may submit to the Company counter-motion to proposals of the Executive Board and/or Supervisory Board relating to specific items of the agenda and make nominations for election. Counter-proposals that are subject to disclosure must be accompanied reasons therefor, but nominations do not require such reasons. Counter-proposals and nominations submitted by shareholders to the Company are to be addressed in writing, by fax or e-mail exclusively to the following address (it is sufficient if one of the specified means of transmission is used):

RENK Aktiengesellschaft
The Executive Board
Gögginger Straße 73,
86159 Augsburg, Germany
Fax: +49 (0) 821 5700 552
E-mail: Hauptversammlung@renk.biz

Counter-proposals and/or nominations addressed elsewhere will not be considered.

The Counter-proposals and nominations by shareholders that are 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 no later than the end of 9 June 2020 (24:00 CEST) will be published without undue delay at www.renk-ag.com including the name of the shareholder, the reasons and the management's position (if any).

The Company can refrain from disclosing a counter-proposal and its reasons if circumstances for exclusions under section 126(2) AktG as specified below apply. The reasons of a counter-proposal also do not need to be made available if they are more than 5,000 characters in total. If several shareholders submit counter-proposals on the same item on which a resolution is to be adopted, the Executive Board can combine the counter-proposals and their reasons.

The same regulations shall apply *mutatis mutandis* to nominations by shareholders for the election of Supervisory Board members or auditors. Nominations also only have to be published if they include the candidate's name, occupation and place of residence and, for nominations for elections to the Supervisory Board, additional information on the membership to other supervisory boards required by law.

The special provisions established by the COVID-19 Act set out special considerations for the counter-proposals and nominations. Section 1 of the COVID-19 Act includes definitive regulations on the requirements for holding a virtual Annual General Meeting. Granting shareholders the right to submit proposals at the virtual Annual General Meeting is not one of these requirements. As this year's Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies, there can be no right to submit proposals at the virtual Annual General Meeting.

However, proper counter-proposals and nominations received by 9 June 2020 (24:00 CEST) will be treated at the virtual Annual General Meeting as though they had been put forward at the Annual General Meeting, provided the shareholder submitting the proposal is properly registered and has provided proof of ownership in accordance with the information in the invitation. This does not affect the right of the chair to first arrange voting on the administration's proposals. If the administration's proposals are approved with the required majority, the counter-proposals or (deviating) nominations have then been settled.

The regulations of the Stock Corporation Act underlying these shareholder rights are as follows:

Section 126 AktG: Proposals from shareholders

(1) Proposals by shareholders are to be made accessible to the beneficiaries set out in section 125 subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the shareholder, the reasons for which the proposals are being made, and a statement, if any has been made, by the Executive Board regarding its position, provided that the shareholder has sent, at the latest fourteen (14) days prior to the date of the

general meeting, a counter-proposal opposing a proposal or guidance by the Executive Board and the Supervisory Board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter-proposal is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the counter-proposal shall be made accessible via the company's website. Section 125(3) shall apply *mutatis mutandis*.

(2) A counter-proposal and the reasons for it do not need to be made accessible:

1. Inasmuch as the Executive Board would make itself liable to punishment under law, were it to make such proposal accessible;
2. if the counter-proposal were to result in the general meeting adopting a resolution that is in violation of the law or the Articles of Association;
3. if the reasons make manifestly false or misleading statements regarding essential aspects or if they are insulting;
4. if a counter-proposal made by the shareholder based on the same facts and circumstances has already been made available pursuant to section 125 for a general meeting of the company;
5. if the same counter-proposal of the shareholder citing essentially the same reasons has already been made accessible pursuant to section 125 in the past five (5) years to at least two (2) general meetings of the company and if less than one twentieth of the share capital represented voted for this counter-proposal at the general meeting;
6. if the shareholder indicates that they will not attend the general meeting and will not be represented by a proxy;
7. if in the past two (2) years at two (2) general meetings the shareholder has failed to propose or to have proposed a counter-proposal regarding which he has informed the company.

The reasons do not need to be made available if they amount to more than 5,000 characters in total.

(3) Where several shareholders propose counter-proposals regarding one and the same business to be resolved upon, the Executive Board may combine the counterproposals and the reasons specified for them.

Section 127 AktG: Nominations by shareholders

Section 126 shall apply *mutatis mutandis* to nominations by shareholders of candidates for the Supervisory Board or for auditors of the annual accounts. No reasons need be specified for the nomination. The Executive Board also does not need to make the nomination accessible if the nomination does not include the information pursuant to section 124(3) sentence 4 and section 125(1) sentence 5. The Executive Board shall supplement the nomination by a shareholder of candidates for the Supervisory Board of companies listed on the stock exchange to which the Employee Co-Determination Act MitbestG - Mitbestimmungsgesetz), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (MontanMitbestG - Montan-Mitbestimmungsgesetz) or the Amending Act on Employee Co-Determination (MitbestErgG - Mitbestimmungsergänzungsgesetz) applies, with the following content:

1. Reference to the requirements of section 96(2);
2. Indication of whether an objection has been raised against the fulfilment of the ratio pursuant to section 96(2) sentence 3 and
3. Indication of the minimum number of seats on the Supervisory Board that have to be filled by women and men in order to fulfil the minimum ratio requirement pursuant to section 96(2) sentence 1.

Section 124(3) sentence 4 AktG:

The nominations of candidates for the Supervisory Board or auditors shall state their names, profession exercised and place of residence.

Section 125(1) sentence 5 AktG:

In the case of companies listed on the stock exchange, information on the candidates' membership of other statutory Supervisory Boards is to be attached to any nomination of candidates for the Supervisory Board; information on their membership in comparable supervisory committees of business enterprises in Germany and abroad shall be attached.

3. Rights to obtain information pursuant to section 131(1) AktG in conjunction with Section 1 (2) sentence 1 no. 3 COVID-19 Act

Shareholders' right to information is limited at a virtual Annual General Meeting pursuant to Section 1 (2) COVID-19 Act. Pursuant to section 1 (1 and 2) COVID-19 Act, shareholders will be given an option to submit questions by electronic means. The Executive Board - with the approval of the Supervisory Board - has stipulated that questions must be submitted by electronic means two days prior to the Annual General Meeting at least. Shareholders registered for the Annual General Meeting can submit their questions to the Company by 21 June 2020 (24:00 CEST) via the Shareholder Portal, which can be accessed at www.renk-ag.com under "Investor Relations/Annual General Meeting". Questions received after the above deadline cannot be taken into consideration. It is planned to name the individuals asking the questions as a matter of principle when answering the questions. For details, please see the data protection information online at www.renk-ag.com under "Investor Relations/Annual General Meeting".

Contrary to Section 131 AktG, Section 1 (2) sentence 2 of the COVID-19 Act establishes that the Executive Board decides which questions to respond to, and how, at its due and free discretion. According to the explanatory memorandum for Section 1 (2) sentence 2 COVID-19 Act, the administration is not required to answer all questions. It may combine questions and select useful questions in the interests of shareholders. It may give preference to shareholders' associations and institutional investors that hold significant voting shares.

The regulations underlying these shareholder rights are as follows:

Section 1 of the German Law on Measures Under Company, Cooperative Association, Foundation and Property Ownership Law to Combat the Effects of the COVID-19 Pandemic (COVID-19 Act)

(1) Even if not authorised to do so by the Articles of Association or the Rules of Procedure, the company's Executive Board may make decisions on shareholder attendance at the Annual General Meeting using electronic communications pursuant to Section 118 (1) sentence 2 of the German Stock Corporation Act (electronic attendance), on casting votes through electronic communications pursuant to Section 118 (2) of the German Stock Corporation Act (postal voting), on attendance by Supervisory Board members by way of audio and video transmission pursuant to Section 118 (3) sentence 2 of the German Stock Corporation Act and on authorisation of audio and video transmission pursuant to Section 118 (4) of the German Stock Corporation Act.

(2) The Executive Board may decide that the meeting be held in the form of a virtual Annual General Meeting without the physical presence of shareholders or their proxy holders, provided that

1. an audio and video transmission of the entire meeting is provided,
2. shareholders can exercise their voting rights through electronic communications (postal voting or electronic attendance) and issue a proxy statement.
3. shareholders are given the option to submit questions by electronic means,
4. contrary to Section 245 no. 1 of the German Stock Corporation Act, shareholders who exercise their voting rights in accordance with number 2, waiving the requirement to

attend the Annual General Meeting, have the option to object to a resolution by the Annual General Meeting.

The Executive Board shall decide at its discretion, after due consideration, which questions it answers and how it answers them; it may also stipulate that any questions must be submitted online two days prior to the Meeting at the latest.”

Section 131 AktG: Shareholder’s right to information

(1) The Executive Board is to inform each shareholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. Where a company makes use of the exemptions pursuant to section 266(1) sentence 3, section 276 or section 288 of the German Commercial Code (HGB), every shareholder may request that at the general meeting deliberating on the annual accounts, the annual accounts be made available to him in the form that they would have without these eased requirements. The obligation of the Executive Board of a parent company (section 290(1), (2) of the German Commercial Code) to provide information at the general meeting to which the consolidated financial statements and the consolidated management report are presented also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.

(2) The information shall comply with the principles of conscientious and faithful accounting. The Articles of Association or the Rules of Procedure pursuant to section 129 may authorise the chair of the meeting to impose reasonable time limits on the shareholders’ right to ask questions and to speak and also to specify further details in this regard.

(3) The Executive Board may refuse a request for information:

1. inasmuch as the provision of the information is likely, based on prudent business judgement, to cause a greater than insignificant disadvantage to the company or an affiliated enterprise,
2. inasmuch as such information relates to tax valuations or the amount of individual taxes;
3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts,
4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company’s assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of section 264 (2) of the Commercial Code (HGB); this shall not apply if the Annual general meeting approves and establishes the annual accounts,
5. inasmuch as the Executive Board would make itself liable to punishment under law as a result of issuing the information,
6. inasmuch as, in the case of a credit institution or financial services provider, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report;
7. inasmuch as the information is continuously accessible on the company’s website for at least seven (7) days prior to the commencement of the general meeting and during the meeting.

Any refusal to provide information for other than the grounds set out above is not permissible.

If a shareholder, in their capacity as a shareholder, is provided with information outside of the Annual General Meeting, this information must be provided to any other shareholder on their request at the Annual General Meeting, even if this is not required to make an informed judgement on any given item of the agenda. The Executive Board may not refuse to provide the information in accordance with 3(1) nos. 1 to 4. Sentences 1 and 2 do not apply if a subsidiary (section 290(1), (2) of the Commercial Code), a joint venture (section 310(1) of the Commercial Code) or an associated company (section 311(1) of the Commercial Code) issues the information to a parent company (section 290(1), (2) of the Commercial Code) for the purposes on including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) If a shareholder is refused information, they can demand that their question and the reason why the information was refused is recorded in the minutes of the debate.

Article 16(3) of the Articles of Association

The chair is authorised to impose reasonable time limits on the shareholders' right to ask questions and to speak.

4. Raising objections

Duly registered shareholders who have exercised their voting right by electronic means or by appointing a proxy can declare their objection to resolutions adopted at the Annual General Meeting via the Shareholder Portal electronically from the beginning to the end of the Annual General Meeting so that they can be recorded by the notary.

The regulations underlying these shareholder rights are as follows:

Section 1 (2) COVID-19 Act

The Executive Board may decide to hold the meeting as a virtual General Meeting without the physical presence of shareholders or their proxy holders, if

1. [...]
2. shareholders can exercise their voting rights through electronic communications (postal voting or electronic attendance) and issue a proxy statement.
3. [...]
4. contrary to Section 245 no. 1 of the German Stock Corporation Act, shareholders who exercise their voting rights in accordance with number 2, waiving the requirement to attend the Annual General Meeting, have the option to object to a resolution by the Annual General Meeting.

III. Total number of shares and voting rights at the time the Annual General Meeting is convened, section 124a sentence 1 no. 4 AktG

At the time of giving Notice of the Annual General Meeting, the share capital of the Company is divided into 7,000,000 ordinary, no-par value shares. The shares are bearer shares. Each no-par value share entitles to one vote. 199,903 no-par value shares are held by the Company as treasury shares and therefore do not carry voting rights at the time the Annual General Meeting is convened. The Company derives no rights from these treasury shares. A total of 6,800,097 shares thus carry rights to attend and vote at the time the Annual General Meeting is convened.

This version of this document prepared for the convenience of English-speaking readers is a translation of the German original. For purposes of interpretation, the German text shall be decisive and final.