



RENK Aktiengesellschaft; Augsburg
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**New notice of the 117th Annual General Meeting of our Company
on 24 June 2020 as a virtual Annual General Meeting**

Dear Shareholders

You are cordially invited to the

**117th Annual General Meeting of RENK Aktiengesellschaft
on Wednesday, 24 June 2020 at 10:00 a.m.**

The Annual General Meeting will be held 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. For registered shareholders the virtual Annual General Meeting will be broadcast live in audio and video over the internet at

www.renk-ag.com

via the shareholder portal accessible under “Investor Relations/Annual General Meeting” (see the more detailed information below the agenda with the proposed resolutions).

Agenda

and resolutions proposed for the 117th Annual General Meeting of RENK Aktiengesellschaft on Wednesday, 24 June 2020:

- 1. 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**

The documents referred to in item 1 of the agenda also include the Compensation Report, the Explanatory Report on information required pursuant to section 289a(1) and section 315a(1) of the Handelsgesetzbuch (HGB – German Commercial Code) and the Report required pursuant to section 289(4) HGB. The documents are available online at www.renk-ag.com under “Investor Relations/Annual General Meeting”. These documents will also be available at the Annual General Meeting and explained there in more detail. A copy of the documents will be provided without undue delay and free of charge to any shareholder upon request. No resolution is proposed to be adopted for item 1 of the

agenda as the Supervisory Board approved the Annual Financial Statements and Consolidated Financial Statements prepared by the Executive Board in accordance with the applicable statutory provisions on 6 March 2020 and the Annual Financial Statements are thus adopted.

2. To resolve on the appropriation of RENK Aktiengesellschaft's net income

The adopted Annual Financial Statements report a net income for the fiscal year 2019 of EUR 33,697,820.20.

The Executive Board and the Supervisory Board propose that net income be appropriated 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
- To be carried forward EUR 18,737,606.80

Pursuant to section 71b of the Aktiengesetz (AktG – German Stock Corporation Act), the 199,903 treasury shares held by the Company at the time of the resolution on the appropriation of profits are not entitled to a dividend.

Disbursement of the dividend is planned for Monday, 29 June 2020.

3. To approve of the Executive Board's actions

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board in office in the fiscal year 2019 be approved for this period.

4. To approve of the Supervisory Board's actions

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board in office in the fiscal year 2019 be approved for this period.

5. To resolve on the amendment to article 15(2) sentence 2 of the articles of association (adaptation to the German Stock Corporation Act as amended by the Aktionärs-rechterichtlinie-Umsetzungsgesetz II – Act Implementing the Shareholders' Rights Directive II)

Pursuant to article 15(1) of the articles of association, only shareholders who have registered for the Annual General Meeting are entitled to attendance. The shareholders additionally have to provide evidence that they are entitled to exercise voting rights (article 15(2) sentence 1 of the articles of association). Pursuant to article 15(2) sentence 2 of the articles of association, proof of ownership of the shares furnished by the authorised custodian bank is sufficient for this purpose.

The regulation of the German Stock Corporation Act (section 123(4) AktG) underlying article 15(2) sentence 2 of the articles of association was partially amended for annual general meetings that are convened after 3 September 2020 by the Act implementing the Second EU Shareholders' Rights Directive (ARUG II). In particular, section 123(4) AktG refers to the newly introduced section 67c(3) AktG. As a consequence the evidence of the entitlement to attend the annual general meeting or to exercise voting rights no longer has

to be produced by the “custodian bank”, but is furnished by the so-called “last intermediary” (“*Letztintermediär*”).

In this light, article 15(2) sentence 2 of the articles of association is to be amended accordingly.

The Executive Board and the Supervisory Board therefore propose the following resolution to be adopted:

Article 15(2) sentence 2 of the articles of association shall be revised as follows:

“The submission of proof of ownership of shares in accordance with section 67c(3) of the German Stock Corporation Act shall suffice.”

The Executive Board will not apply for registration of the resolved amendment to the articles of association until 3 September 2020.

6. To appoint auditors for the fiscal year 2020

Based on the recommendation and preference of the Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Nürnberg, be appointed as auditors of the Annual Financial Statements and auditors of the Consolidated Financial Statements for the fiscal year 2020.

The recommendation of the Audit Committee was preceded by a selection procedure conducted in accordance with article 16 of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

The Audit Committee subsequently stated its reasons to the Supervisory Board and recommended Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Nürnberg, and KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, for the advertised audit engagement and informed it of its reasoned preference for Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Nürnberg.

Furthermore, the Audit Committee stated that its recommendation was free of any undue influence by a third party and that no clause within the meaning of article 16(6) of the EU Audit Regulation restricting its choice had been imposed upon it.

Additional information and notes on the convening of the Annual General Meeting

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

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.

Annual General Meeting without the shareholders' physical presence; Shareholder Portal

Pursuant to section 1 (1 and 2) 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 Executive Board decided to hold the Annual General Meeting in the form of a virtual meeting without the physical presence of shareholders or their proxy holders and that shareholders will cast their votes in the Annual General Meeting primarily by electronic means. Physical attendance by shareholders or their proxy holders is therefore excluded.

Holding the 2020 Annual General Meeting as a virtual Annual General Meeting pursuant to the COVID-19 Act requires modifications to meeting procedures and shareholder rights. For registered shareholders the complete Annual General Meeting will be broadcast live in audio and video over the internet on 24 June 2020, starting at 10:00 a.m. Shareholders will be able to exercise their voting rights and issue a proxy statement by electronic means. Shareholders will be given the option to submit questions by electronic means. Shareholders who have exercised their voting right will be able to raise objections to resolutions of the Annual General Meeting by electronic means.

Duly registered shareholders will be sent a voting card instead of the usual entrance ticket. The card will contain additional information on exercising their rights. The voting card will also contain the credentials that, beginning on 3 June 2020, the shareholders can use at

www.renk-ag.com

to access the Company's password-protected online portal under "Investor Relations/Annual General Meeting" ("Shareholder Portal").

We therefore ask that shareholders pay special attention this year to the following information on registering for the Annual General Meeting, exercising voting rights and on other shareholders' rights.

Requirements to attend the virtual Annual General Meeting and exercise shareholders' rights, including voting rights

Shareholders are only entitled to attend the virtual Annual General Meeting and exercise their shareholders' rights, including their voting rights, if they have registered with the Company and

proven their ownership of Company shares by no later than the end of 17 June 2020 (24:00 CEST).

Proof of ownership, which is generally issued by the custodian bank, must indicate that shares were held by the beginning of 3 June 2020 (0:00 CEST) (Record Date). The right to attend and vote at the virtual Annual General Meeting as a shareholder is only recognised by the Company if proof of the right to attend the Annual General Meeting or to exercise voting rights has been provided. The right to attend and the scope of the voting rights are determined – in addition to the requirement to submit notification of attendance – exclusively by the shareholder's shareholding on the Record Date indicated in the proof. This means that shareholders who purchased their shares after the Record Date cannot attend and vote at the Annual General Meeting. The Record Date does not affect the ability to sell the 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 submitted notification of attendance and presented proof of ownership on time. The Record Date is not relevant for the entitlement to a dividend.

Registration and proof of ownership must be made in text form (as defined in section 126b of the Bürgerliches Gesetzbuch (BGB – German Civil Code)) in either German or English and sent to the Company. As with the registration, the proof of ownership must be received by the Company by no later than at the end of 17 June 2020 (24:00 CEST) at the following address (it is sufficient if one of the specified means of transmission is used):

RENK Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Fax: + 49 89 30903-74675
E-mail: anmeldestelle@computershare.de

Once the Company has received proof of ownership and registration at the above address, shareholders or their proxy holders will be sent their voting cards so that they can exercise their rights at the Annual General Meeting. In order to ensure that the voting cards are received in time, shareholders are asked to ensure that their registration and proof of ownership are sent to the above address as early as possible.

Shareholders can register by filling in the forms sent to them by the custodian bank and sending these back to the custodian bank. The custodian bank will subsequently conduct the registration and send the proof of ownership of the Company's shares to the address specified above at the same time.

Shareholder's voting rights may be exercised by postal voting (including electronic postal voting) or by issuing a proxy (section 1 (2) sentence 1 no. 2 COVID-19 Act). Either way of exercising their voting rights requires them to have a voting card, which will be sent to them after they have duly registered and provided proper proof of ownership for the Annual General Meeting.

If several non-identical declarations are received from shareholders or their proxy holders through the same or different means of communication, preference will always be given to the most recently issued declaration. Where it is not clear which declaration was issued most recently, the declarations issued through the Shareholder Portal will be taken into consideration.

Casting a vote by postal voting (including electronic postal voting)

Shareholders or their proxy holders can cast their votes in writing or electronically without attending the Annual General Meeting (postal voting). Here again, shareholders must have registered on time and provided proof of ownership by the Record Date.

Prior to and during the Annual General Meeting, postal votes can be cast electronically via the Company's Shareholder Portal accessible at

www.renk-ag.com

under "Investor Relations/Annual General Meeting". Electronic postal voting at the Shareholder Portal will be available from 3 June 2020 until the beginning of the vote count at the virtual Annual General Meeting.

Before the Annual General Meeting, you can also use the postal voting form you received with the voting card. If you use the postal voting form, it must be received by the Company by no later than 23 June 2020 (24:00 CEST) (day of receipt) at the address below (it is sufficient if one of the specified means of transmission is used):

RENK Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Fax: + 49 89 30903-74675
E-mail: anmeldestelle@computershare.de

The above information on deadlines and transmission options applies accordingly to the revocation of a vote cast by postal voting.

Postal voting can also be used by authorised intermediaries, shareholders' associations and proxy advisers in accordance with section 134a AktG and persons deemed equivalent to them under section 135(8) AktG.

You can find more information about postal voting on the voting cards sent to duly registered shareholders or online under "Investor Relations/Annual General Meeting".

Proxy voting procedure

Shareholders who do follow the Annual General Meeting in person and/or do not wish to exercise their voting rights personally can have their voting rights exercised by a proxy, for example by an intermediary, a shareholders' association, a proxy adviser, the proxy holders appointed by the Company or another authorised third party. Here again, timely notification of attendance and proof of shareholding as of the Record Date must be given.

Pursuant to section 67a(4) AktG, an intermediary is a person who provides services of custody or administration for securities or maintenance of custody accounts for shareholders or other persons when the services are performed in relation to shares in companies that have their registered office in a member state of the European Union or in another contracting state to the Agreement on the European Economic Area. The term intermediary accordingly includes in particular a credit institution within the meaning of Article 4(1) no. 1 of the so-called Capital Requirements Regulation (Regulation (EU) No 575/2013).

Issuing a proxy is permitted both before and during the Annual General Meeting. Declarations made both to the proxy and to the Company can be considered for issuing the proxy. If the shareholder authorises more than one person, the Company can reject one or more of them.

Prior to and during the Annual General Meeting, proxies can be issued and revoked, and proof of authorisation can be furnished to the Company electronically via the Company's Shareholder Portal at

www.renk-ag.com

under "Investor Relations/Annual General Meeting" using the application provided for this purpose. This option will be available from 3 June 2020 until the beginning of the vote count at the virtual Annual General Meeting.

Prior to the Annual General Meeting, proxies can alternatively be issued and revoked and proof of authorisation can alternatively be furnished by making a declaration to the Company at this e-mail address:

RENK Aktiengesellschaft
c/o Computershare Operations Center
E-mail: anmeldestelle@computershare.de

If you wish to use this option, we ask that you use the proxy form provided by the Company and located on the back of your voting card. If you issue or furnish proof of the proxy or its revocation by making a declaration to the Company by e-mail, the declaration must be received by the Company at the e-mail address specified above by no later than 23 June 2020 (24:00 CEST).

The issuing of the proxy, its revocation and proof of the authorisation furnished to the Company must be made in text form (as defined by section 126b BGB) if either an intermediary or a shareholders' association or another person or institution treated as such in accordance with section 135(8) AktG is appointed as a proxy.

Distinctions must generally be observed when authorising intermediaries, shareholders' associations or other persons or institutions of equal status pursuant to section 135(8) AktG. Shareholders who wish to authorise an intermediary, a shareholders' association or another person or institution of equal status pursuant to section 135(8) AktG, are asked to obtain information on any distinctions in the issuing of a proxy from the party to be authorised in the case in question and to co-ordinate with them.

The Company also offers shareholders the option of authorising **proxy holders designated by the Company**. In addition to a proxy, they must also be issued with voting instructions. The proxy holders designated by the Company must vote as instructed. The proxy holders designated by the Company are not permitted to exercise the voting rights at their own discretion. The proxy holders designated by the Company do not accept instructions to request to speak, to ask questions, to file motions or to raise objections to resolutions of the Annual General Meeting.

Prior to and during the Annual General Meeting, the voting right can be exercised by way of proxy given to the proxy holders designated by the Company through the Company's Shareholder Portal using the application provided for this purpose. The authorisation of proxies through the Shareholder Portal will be available from 3 June 2020 until the beginning of the vote count at the virtual Annual General Meeting. In addition, any proxy and instruction issued or given through the Shareholder Portal can also be modified or revoked through the Shareholder Portal during the Annual General Meeting until the beginning of the vote count.

Prior to the Annual General Meeting, the proxy holders designated by the Company can alternatively be authorised by making a declaration to the Company in text form (as defined by section 126b BGB). To use this option, we ask that you issue the declaration on the form provided by the Company on the voting card for giving proxy and instructions to the proxy holders designated by the Company. This declaration must be received by the Company by the end of 23 June 2020 (24:00 CEST) at the following address (it is sufficient if one of the specified means of transmission is used):

RENK Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Fax: + 49 89 30903-74675
E-mail: anmeldestelle@computershare.de

Shareholders will receive further information on attending the Annual General Meeting, appointing proxies and issuing instructions together with their voting card. The relevant information can also be accessed online at 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 one twentieth (5%) of the share capital or separately or collectively amount to a notional interest of EUR 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 published. Each new item must be accompanied by the reasons therefor or a resolution proposal. 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 – i.e. by no later than the end of 24 May 2020 (24:00 CEST). Extension requests received after this date will not be considered. Applicants must provide evidence in accordance with section 122(2) 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 and section 121(7) AktG apply when calculating this period. Confirmation to this effect in text form (section 126b BGB) from the custodian bank is sufficient as evidence. The evidence must be furnished in German or English. Shareholders are asked to send any corresponding extension requests to the following address (it is sufficient if one of the specified means of transmission is used):

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

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

Counterproposals and nominations in accordance with sections 126(1) and 127 AktG

Shareholders may submit to the Company counterproposals to proposals of the Executive Board and/or Supervisory Board relating to specific items of the agenda and make nominations for the election of auditors (item 6 of the agenda). Counterproposals must be accompanied by reasons therefor, but nominations do not require such reasons. In each case, the counterproposals and nominations of shareholders to the Annual General Meeting must be sent only to the following address of the Company (it is sufficient if one of the specified means of transmission is used):

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

Counterproposals and/or nominations addressed elsewhere will not be considered.

The counterproposals 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 no later than the end of 9 June 2020 (24:00 CEST) will be published without delay on the website at www.renk-ag.com including the name of the shareholder, the reason and the management's position (if any) (section 126(1) sentence 3 and section 127 sentence 1 AktG).

The Company can refrain from disclosing a counterproposal and its reason or a nomination if one of the circumstances for exclusion under section 126(2) AktG applies. Nominations will also be published only if they include the candidate's name, the occupation they exercise and their place of residence.

Proper counterproposals and nominations received by 9 June 2020 (24:00 CEST) will be treated at the Annual General Meeting as though they had been put forward at the Annual General Meeting.

Please note: Due to the cancellation of the Company's in-person Annual General Meeting called for 30 April 2020 by way of the notice published in the Federal Gazette (*Bundesanzeiger*) on 20 March 2020, any counterproposals and nominations by shareholders regarding the items of the agenda for the cancelled in-person Annual General Meeting are null and void. Consequently, shareholders will have to (re-)submit counterproposals and nominations regarding the items of the agenda for the virtual Annual General Meeting as set out above.

Option to ask questions by electronic means

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 has stipulated that questions must be submitted by electronic means two days prior to the Annual General Meeting at the latest. The Executive Board will decide which questions to respond to, and how, at its due and free discretion.

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

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 our data protection information online at www.renk-ag.com under “Investor Relations/Annual General Meeting”.

Option to object to resolutions adopted at the Annual General Meeting

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 at

www.renk-ag.com

under “Investor Relations/Annual General Meeting” so they can be recorded by the notary.

Webcast of the Annual General Meeting; 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, including the information required under section 124a AktG, shareholder proposals and detailed explanations on the rights of the shareholders will be accessible on the Company’s website at www.renk-ag.com under “Investor Relations/Annual General Meeting” from the time the Annual General Meeting is convened. The documents to be made available will also be available there during the Annual General Meeting on 24 June 2020.

Shareholders who registered for the Annual General Meeting will be able to follow the entire Annual General Meeting live on 24 June 2020, starting at 10 a.m. through the Shareholder Portal, which can be accessed at

www.renk-ag.com

under “Investor Relations/Annual General Meeting”. Following the Annual General Meeting online does not make it possible to participate as defined by section 118(1) sentence 2 AktG.

Data protection information for shareholders

Personal data is processed within the scope of the Annual General Meeting of RENK Aktiengesellschaft. For details, please see our data protection information available online at www.renk-ag.com under “Investor Relations/Annual General Meeting”. Shareholders who appoint a proxy holder are asked to inform the proxy holder of the data protection information.

Technical information on the virtual Annual General Meeting

Shareholders who wish to follow the virtual Annual General Meeting, use the Shareholder Portal and exercise shareholders’ rights will need an internet connection as well as an internet-capable device with audio output. To optimally render the audio and video transmission of the Annual General Meeting, it is recommended to have a stable internet connection with a sufficient transfer rate.

To access the Company’s internet-based Shareholder Portal, you will need your voting card, which will automatically be sent to you once you have registered properly. This voting card will contain the credentials you need to log-in to the Shareholder Portal.

To avoid the risk of technical issues preventing shareholders from fully exercising their rights during the virtual Annual General Meeting, it is recommended – where possible – to exercise shareholders' rights (particularly voting rights) before the beginning of the Annual General Meeting. Voting rights can be exercised in the Shareholder Portal starting on 3 June 2020.

Publication of this notice of meeting

Notice of the Annual General Meeting is published in the Federal Gazette (*Bundesanzeiger*) as of 15 May 2020 and has been passed on for publication to media that can be expected to disseminate the information throughout the entire European Union.

Augsburg, May 2020

RENK Aktiengesellschaft
The Executive Board

This version of the Invitation to the Annual General Meeting 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.