



**RENK AG, Augsburg, Germany**  
**ISIN: DE0007850000**

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## **Invitation to our company's 112<sup>th</sup> annual general meeting in Augsburg on June 18, 2015**

We hereby invite our stockholders to attend the

### **112<sup>th</sup> annual general meeting of RENK AG held on Thursday, June 18, 2015, at 4:00 p.m.,**

at Kongress am Park Augsburg (room: Dialog Lebensversicherungs-AG),  
Gögginger Strasse 10, in 86159 Augsburg, Germany

## **I Agenda**

Agenda and resolutions proposed for voting at RENK AG's 112<sup>th</sup> AGM on Thursday, June 18, 2015:

- (1) **Presentation of RENK AG's adopted separate financial statements and approved consolidated financial statements as of Dec. 31, 2014, the management reports for fiscal 2014 of RENK AG and the Group, the statutory takeover-related disclosures under the terms of Art. 289(4) and 315(4) German Commercial Code ("HGB"), as well as the Supervisory Board's report**

The documents mentioned in this Item (1) are available on the Internet at [www.renk.eu](http://www.renk.eu) and at the AGM, apart from being explained there in detail. Agenda Item (1) will not be voted on since, on March 5, 2015, the Supervisory Board approved the separate and consolidated financial statements as prepared by the Executive Board in accordance with statutory regulations.

- (2) **Vote on the appropriation of RENK AG's net earnings**

The adopted separate financial statements report net earnings of €5,719,810.33 for fiscal 2014.

The Executive and Supervisory Boards propose to appropriate such net earnings as follows:

- |  |                         |
|--|-------------------------|
| ▪ Dividend distribution to stockholders:     | €2.20 per no-par share; |
| for 6,800,097 eligible no-par shares = total | €14,960,213.40          |
| ▪ Appropriation to other revenue reserves    | €40,000,000.00          |
| ▪ Profit carryover                           | €759,596.93             |

The 199,903 shares of treasury stock held by the Company at the vote on profit appropriation do not rank for dividend according to Art. 71b German Stock Corporation Act (AktG).

The cash dividend payout is scheduled for Friday, June 19, 2015.

**(3) Official discharge of the Executive Board members**

The Executive and Supervisory Boards propose that the acts and omissions of the Executive Board members in fiscal 2014 be formally approved.

**(4) Official discharge of the Supervisory Board members**

The Executive and Supervisory Boards propose that the acts and omissions of the Supervisory Board members in fiscal 2014 be formally approved.

**(5) Election of a new member to the Supervisory Board**

The composition and election of the Supervisory Board is based on Art. 7 of the Company's Articles of Association in connection with Art. 96 (1) and 101 of the German Stock Corporation Act (Aktengesetz – AktG) and Art. 1 and 7 of the German Codetermination Act (Mitbestimmungsgesetz – MitbestG).

Following his resignation, Prof. Finkbeiner left the Company's Supervisory Board effective as of August 13, 2014.

Mr. Michael Behrendt was elected to the Supervisory Board to replace Prof. Finkbeiner in accordance with Art. 7 (3), sentence 1 of the Articles of Association.

Mr. Behrendt is to be confirmed as a member of the Supervisory Board in the Annual General Meeting.

The Supervisory Board therefore proposes to elect

Mr. Michael Behrendt, Hamburg, born on June 19, 1951, in Hamburg, chair of the supervisory board at Hapag-Lloyd AG, to the Supervisory Board for his remaining term of office.

**Memberships in statutory supervisory bodies**

Barmenia Allgemeine Versicherungs-AG (deputy chair)

Barmenia Krankenversicherung a. G. (deputy chair)

Barmenia Lebensversicherung a. G. (deputy chair)

Esso Deutschland GmbH

ExxonMobil C. E. Holding GmbH

Hamburgische Staatsoper GmbH

Hapag-Lloyd AG (chair)

MAN SE

MAN Diesel & Turbo SE

The Annual General Meeting is not bound by the proposed resolution.

**(6) Election of statutory auditor for fiscal 2015**

As recommended by its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers AG, Wirtschaftsprüfungsgesellschaft, Munich, be elected as statutory auditor for fiscal 2015 for the Company and the Group.

**Total number of shares and votes at the time of notice of the Annual General Meeting**

As of the time of notice of the Annual General Meeting, RENK AG's share capital is divided into 7,000,000 no-par value shares of common shares. Each common share carries one vote. 199,903 common shares are held by the Company and therefore carry no vote. The total number of shares and voting rights at the time of notice of the Annual General Meeting therefore amounts to 6,800,097.

**Participation in and voting at the general meeting**

Entitled in accordance with Art. 15 of RENK AG's Articles of Association to attend, and vote at, the general meeting are those stockholders who have registered with, and substantiated their stock ownership to, the Company on or before the close of June 11, 2015, 12:00 midnight CEDT.

The proof of stock ownership (as a rule issued by the depositary) shall refer to stock held at the beginning of May 28, 2015, 00:00 a.m. CEDT ("Record Date"). In the relationship to the Company for the purposes of attending and voting at the general meeting, only such persons shall be deemed stockholders as have furnished due proof of their right to attend and vote at the general meeting, meaning that stockholders who have acquired their shares after the Record Date, are entitled neither to attend, nor to vote at, the general meeting. However, the Record Date neither affects the potential sale of such stock, nor is it of any relevance to dividend entitlement. Provided that they have timely registered and submitted due proof of ownership, stockholders who sell their shares after the Record Date have—in their relationship to the Company—nonetheless the right to attend and vote at the AGM.

Registration and stock ownership proof require to be issued in text format as German or English document pursuant to Art. 126b German Civil Code ("BGB") and must have been received by the Company; stockholders are asked to address the documents (registration and stock ownership proof) to:

RENK AG  
c/o LEW Service & Consulting GmbH  
ERS-R-B  
Schaezlerstr. 3  
86150 Augsburg, Germany  
Fax (+49-821) 328-333-1743  
Email: LSC.Hauptversammlung@LEW.DE

After due registration with, and timely receipt of the proof of stock ownership by, the Company (at the above address), stockholders (or their named proxies) will receive admission tickets for the AGM. Stockholders should inform their depositaries early on and apply for the AGM admission tickets as, in these cases, the depositaries would arrange for registration and send the proof of stock ownership to the Company. Therefore, stockholders who have in due time ahead asked their depositaries for AGM admission tickets need not make any further arrangements.

## **Voting proxies**

Stockholders not personally attending the general meeting may appoint a voting proxy, such as a bank, a stockholder association, a RENK-nominated proxy, or another third party. In this case, too, due registration and proof of stock ownership as of the Record Date are required as detailed above.

Unless a bank, a stockholder association, or a person or entity that according to Art. 135(8) and (10) AktG is deemed to rank equal with a bank or stockholder association, is appointed proxy, the issuance, revocation or withdrawal and proof of power of attorney to the Company require text format pursuant to Art. 126b BGB.

Stockholders should bear in mind, however, that if they wish to issue a power to a bank, stockholder association or other persons or entities specified in Art. 135(8) and (10) AktG, any of these voting proxies may require a special form of power. Therefore, such stockholders are advised to directly contact their designated proxies for further details and requirements of form.

Stockholders wishing to appoint a voting proxy should preferably (if such service is offered by their depositary) arrange for the AGM admission ticket to be issued directly in the proxy's name or, alternatively, use the power of attorney form offered by RENK AG, which also provides for a substitute power to be granted. One such form is enclosed with this invitation, another is printed on the reverse of the AGM admission ticket which will be sent to stockholders (or their named voting proxies) after due registration with, and timely receipt of the proof of stock ownership by, the Company.

Proof of the appointment of a proxy can be furnished either (i) by the proxy presenting the admission ticket or power of attorney to the registration desk staff at the date of the AGM, or (ii) by the stockholder or proxy transmitting the proof of authorization in digital format by statement to the Company at the latter's above-mentioned email address.

As a special convenience, general voting proxies have again been appointed who will ensure the exercise of the voting rights of, in accordance with voting instructions (by which RENK voting proxies are strictly bound) issued by, stockholders at the meeting. No RENK proxy may vote at their own discretion. Prior to the AGM, the grant, withdrawal or proof of power of attorney issued to a RENK proxy may be sent in text form according to Art. 126b BGB on or before the close of June 16, 2015, 12:00 midnight CEDT. Stockholders are asked to use the appropriate blank sent with the admission ticket in order to authorize, and issue voting instructions to, a RENK-appointed proxy.

If a stockholder appoints more than one proxy, the Company may reject one or several of these.

Together with the admission ticket, stockholders will automatically receive AGM attendance information and instructions where details of the proxies' authorization and their exercise of voting rights on behalf of stockholders are explained; this information is also downloadable from the Company's website at [www.renk.eu](http://www.renk.eu)

## **Motions to amend the agenda submitted by a minority interest**

Pursuant to Art. 122(2) AktG, stockholders whose separate or combined stake in the Company equals or exceeds either one-twentieth (5 percent) or €500,000 of the capital stock (corresponding to 195,313 shares; rounded up) may insist on adding to the agenda and

publishing certain supplementary business. Each item of business to be transacted shall be accompanied by a statement of grounds or a proposed resolution. Such agenda-amending motions shall be submitted to the Company in writing not less than 30 days prior to the AGM (the dates of receipt and of the general meeting not being counted toward this period), hence on or before the close of May 18, 2015, 12:00 midnight CEDT, any late motions not being considered. Pursuant to Art. 122(2) Clause 1 in conjunction with Art. 122(1) Clause 3, 142(2) Clause 2 AktG, applicants shall duly substantiate that they have owned the stock for at least three months prior to the AGM date, this 3-month period to be calculated in accordance with Art. 70 AktG. The depositary's confirmation in text format (Art. 126b BGB) in English or German language will be accepted as due ownership proof. Stockholders are requested to address any such motion to:

RENK AG  
Vorstand  
Gögginger Str. 73  
86159 Augsburg, Germany  
Fax (+49-821) 5700-552  
Email: info@renk.biz

Unless communicated along with this invitation, any publishable amendments to the agenda will promptly upon receipt of the underlying motion be disclosed in the digital version of the Federal Gazette and forwarded to those media for publication which can be reasonably expected to disseminate the information in the entire European Union. In addition, such information will be published on the Internet at [www.renk.eu](http://www.renk.eu) and communicated to RENK stockholders.

#### **Counterproposals or election proposals by stockholders acc. to Art. 126(1), 127 AktG**

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

Counterproposals and election proposals submitted by stockholders to the Company at the above address at least 14 days prior to the AGM date (the dates of receipt and of the general meeting not being counted toward this period), hence on or before the close of June 3, 2015, 12:00 midnight CEDT, will promptly be made accessible on the Internet at [www.renk.eu](http://www.renk.eu) in accordance with Art. 126(1) Clause 3, 127 Clause 1 AktG, including the submitting stockholder's name, reasons and any comments by the Executive Board.

The Company may refrain from making accessible a counterproposal and its reasons, or an election proposal, if any of the facts specified in Art. 126(2) AktG applies. Such facts are also listed on the Company's website at [www.renk.eu](http://www.renk.eu). Moreover, proposals for election will not be made accessible unless they mention the proposed candidate's name, occupation and place of residence, as well as in the case of members slated for the Supervisory Board, details of their memberships in other statutory supervisory boards.

Generally, counterproposals shall strictly be presented viva voce at the general meeting. This rule shall apply without prejudice to any stockholder's right even without meeting the

requirements of form and notice, to put forth during the general meeting certain counterproposals to any business on the agenda.

### **Right to obtain information**

Pursuant to Art. 131(1) AktG, any stockholder may insist at the AGM on obtaining from the Executive Board information about the Company's affairs, including its legal and business relations to group companies, as well as about the situation and position of the Group and/or consolidated companies, however, always provided that such information is required to properly deal with and assess any business on the agenda. Any such information shall be requested at the AGM during the public discussion. The Executive Board has the right to withhold information in the special-audit cases mentioned in Art. 131(3) AktG (also published on the Company's website at [www.renk.eu](http://www.renk.eu)).

### **More detailed explanations on the Company's website and publication in other media**

This invitation to the annual general meeting and the documents to be made accessible to the AGM - including the obligatory information according to Art. 124a AktG, stockholder motions, and more detailed explanations of stockholder rights under the terms of Art. 122(2), 126(1), 127 and 131(1) AktG - are downloadable as from the date hereof from the Company's website at [www.renk.eu](http://www.renk.eu). The disclosable documents will also be accessible at the AGM on June 18, 2015.

The invitation to the AGM was published in the Federal Gazette of April 29, 2015, and forwarded to those media for publication which can be reasonably expected to disseminate the information in the entire European Union.

Augsburg, April 2015

**RENK AG**  
**Executive Board**