



RENK Aktiengesellschaft; Augsburg
- ISIN DE 0007850000 -

**Invitation to the 114th Annual General Meeting of our company on
April 26, 2017, in Augsburg**

Dear Shareholders,

You are cordially invited to the

**114th Annual General Meeting of RENK Aktiengesellschaft
on Wednesday, April 26, 2017, at 4:00 p.m.**

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

Agenda

and resolutions proposed for the 114th Annual General Meeting of RENK Aktiengesellschaft on
Wednesday, April 26, 2017:

- 1. Presentation of the adopted annual financial statements of RENK Aktiengesellschaft and the approved consolidated financial statements for the year ended December 31, 2016, the management report of RENK Aktiengesellschaft and the Group management report for fiscal year 2016 including the explanatory report on information in accordance with section 289(4), section 315(4) of the *Handelsgesetzbuch* (HGB – German Commercial Code), the report in accordance with section 289(5) HGB and the report of the Supervisory Board**

The documents mentioned under item 1 of the agenda can be accessed on the Internet at www.renk.eu. 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 March 6, 2017.

2. Appropriation of RENK Aktiengesellschaft's net retained profits

The adopted annual financial statements report net retained profits for fiscal year 2016 of EUR 22,574,452.55.

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 7,614,239.15

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 71 b of the *Aktiengesetz* (AktG – German Stock Corporation Act).

Disbursement of the dividend is planned for Tuesday, May 2, 2017.

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 2016 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 2016 be approved for this period.

5. By-elections to the Supervisory Board

Prof. Neumann resigned from office effective November 30, 2015, and therefore left the Supervisory Board of the company. Prof. Neubauer resigned from office effective February 15, 2016, and therefore left the Supervisory Board of the company. Ms. Christiane Hesse and Mr. Thorsten Jablonski were delegated to the Supervisory Board in place of Prof. Neumann and Prof. Neubauer in accordance with Article 7(3) sentence 1 of the Articles of Association of the company. Ms. Hesse and Mr. Jablonski are to be confirmed by the Annual General Meeting as members of the Supervisory Board.

The members of the Supervisory Board Dr. Georg Pachta-Reyhofen and Dr. Hans-Otto Jeske resigned their office effective from the end of this Annual General Meeting. Mr. Hardy Brennecke and Mr. Joachim Drees are to be elected to the Supervisory Board as their successors.

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

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

In line with this, the Supervisory Board proposes at the Nomination Committee's recommendation that the following persons be elected to the Supervisory Board effective from the close of this Annual General Meeting for the remainder of the current term of office:

a) Mr. Hardy Brennecke

Wolfenbüttel,

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

Memberships in statutory German supervisory bodies

None

Memberships in comparable supervisory bodies within and outside Germany

None

b) Mr. Joachim Drees

Stuttgart,

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

Membership in statutory German supervisory bodies

Veritas AG

Membership in comparable supervisory bodies within and outside Germany

Sinotruk (Hong Kong) Ltd., China

c) Ms. Christiane Hesse

Wunstorf,

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

Memberships in statutory supervisory bodies

None

Memberships in comparable supervisory bodies within and outside Germany

EURO-Leasing GmbH*)

MAN Financial Services GmbH*)

OOO Volkswagen Bank RUS, Russian Federation*)

VDF Faktoring A.S., Turkey*)

VDF Filo Kiralama A.S., Turkey*)

VDF Servis ve Ticaret A.S., Turkey*)

VDF Sigorta Aracılık Hizmetleri A.S., Turkey*)

Volkswagen Doğus Finansman A.S., Turkey*)

d) Mr. Thorsten Jablonski

Peine near Hanover,
Head of Transmissions/Head of Kassel site for Volkswagen AG

Memberships in statutory German supervisory bodies

None

Memberships in comparable supervisory bodies within and outside Germany

VOLKSWAGEN Automatic Transmission (Dalian) Co., Ltd., China (Chairman)*)

VOLKSWAGEN Automatic Transmission (Tianjin) Co., Ltd., China*)

VOLKSWAGEN SARAJEVO, d.o.o., Bosnia and Herzegovina (Chairman)*)

VOLKSWAGEN Transmission (Shanghai) Company Ltd., China*)

VW-VM Forschungsgesellschaft mbH & Co. KG*)

*) Group appointment

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

6. Appointment of auditors for the 2017 fiscal year

The Supervisory Board proposes at the Audit Committee's recommendation that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditors of the single-entity financial statements and auditors of the consolidated financial statements for the 2017 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 participation 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 19, 2017, 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 5, 2017 (record date). Participation in the Annual General Meeting and the exercise of voting rights as a shareholder is only recognized by the company if proof of the right to attend the Annual General Meeting or to exercise voting rights has been provided. This means that shareholders who have purchased their shares after the record date cannot attend the Annual General Meeting and do not have any voting rights at the Annual General Meeting. The record date does not affect the saleability of shares. The company still allows shareholders who sell their shares after the record date to attend the Annual General Meeting and to exercise their voting rights, provided that they have registered and presented proof of ownership on time. The record date is not relevant to dividend entitlement.

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

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

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

Procedure for casting votes by proxy

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

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

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

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

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

The company also offers shareholders the option of authorizing company-designated proxies. In addition to authority, they must also be issued with instructions on how to exercise the voting right. The proxies must vote as instructed. The company proxies are not permitted to exercise the voting rights at their discretion. Conferment of authority upon the company-designated proxies, and the revocation and evidence of such authorization, can be issued before the Annual General Meeting in text form as defined by section 126b BGB until the end (midnight) of April 24, 2017, 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.eu.

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

Shareholders whose shares separately or collectively amount to a twentieth (5%) of the share capital or separately or collectively amount to a notional interest of €500,000 (this corresponds to 195,313 shares, rounded up to the next highest full number of shares) can request that items be placed on the agenda and be made known. Each new item must be accompanied by a reason or a proposed resolution. Requests to extend the agenda must be received by the company in writing at least 30 days before the Annual General Meeting—not including the day of receipt and the day of the Annual General Meeting—by the end (midnight) of March 26, 2017, 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 Str. 73
86159 Augsburg, Germany
Fax: +49 821 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.eu and communicated to shareholders.

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

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

The countermotions and nominations of shareholders that must be received by the company at the above address at least 14 days before the Annual General Meeting—not including the day of receipt and the day of the Annual General Meeting—i.e. by the end (midnight) of April 11, 2017, at the latest, will be published without delay on the website at www.renk.eu 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.eu. 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.eu.

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.eu following notice of the Annual General Meeting. The documents to be made available will also be accessible during the Annual General Meeting on April 26, 2017.

Notice of the Annual General Meeting is published in the *Bundesanzeiger* of March 17, 2017, and was passed on for publication to media that can be expected to disseminate the information throughout the entire European Union.

Augsburg, March 2017

RENK Aktiengesellschaft

The Executive Board