

Invitation

*to the 109th Annual General Meeting of
ElringKlinger AG, Dettingen/Erms*

ISIN DE 0007856023, WKN 785 602

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ElringKlinger Group – Key Figures

(IFRS)

		2013	2012 ⁵	2011
Order intake	€ million	1,309.8	1,134.8	1,089.0
Order backlog	€ million	595.4	456.0	448.4
Sales revenue	€ million	1,175.2	1,127.2	1,032.8
Cost of sales	€ million	846.2	815.0	744.2
Gross profit margin		28.0%	27.7%	27.9%
EBITDA	€ million	236.3 ³	215.2	245.5 ⁶
EBIT ¹	€ million	160.4 ³	135.8	148.7 ⁶
EBIT margin		13.6% ³	12.0%	14.4% ⁶
Earnings before taxes	€ million	149.2 ³	123.6	136.6 ⁶
Net income	€ million	111.2 ³	89.2	97.6 ⁶
Net income attributable to shareholders of ElringKlinger AG	€ million	105.4 ³	85.7	94.9 ⁶
Net cash from operating activities	€ million	120.0	112.3	74.5
Net cash from investing activities	€ million	-128.0	-108.2	-147.4
Net cash from financing activities	€ million	14.6	-13.3	35.4
Operating free cash flow ²	€ million	-4.8	8.2	-10.5
Balance sheet total	€ million	1,395.3	1,268.6	1,217.6
Equity	€ million	704.6	642.2	610.1
Equity ratio		50.5%	50.6%	50.1%
Return on equity after taxes		16.5% ³	14.2%	17.2% ⁶
Return on total assets after taxes		9.2% ³	8.2%	9.9% ⁶
Return on Capital Employed (ROCE)		14.4% ³	13.3%	16.7% ⁶
Earnings per share	€	1.66 ³	1.35	1.50 ⁶
Dividends paid	€ million	31.7 ⁴	28.5	36.7
Dividend per share	€	0.50 ⁴	0.45	0.58

¹ including currency effects

² Net cash from operating activities minus net cash from investing activities (excluding acquisitions)

³ including one-time gain from assumption of control of ElringKlinger Marusan Corporation (EUR 17.6 million before taxes; EUR 12.7 million after taxes)

⁴ Proposal to the Annual General Shareholders' Meeting 2014

⁵ Financial year 2012 adjusted due to IAS19R

⁶ including one-time gain from sale of Ludwigsburg industrial park (EUR 22.7 million before taxes; EUR 16.5 million after taxes)

Dear Shareholder,

We hereby invite you most cordially to our 109th Annual General Meeting, which is scheduled to take place at 10.00 a.m. on Friday, May 16, 2014, in the Hegelsaal of the Stuttgart Liederhalle Culture and Congress Centre at Berliner Platz 1-3, 70174 Stuttgart, Germany.

This English version is only for information purposes.
The German version shall prevail in all cases.

Agenda

Item 1

Submission of the adopted financial statements, the approved consolidated financial statements and the combined management report of the ElringKlinger Group and ElringKlinger AG for the financial year 2013, the report of the Supervisory Board and the explanatory statements of the Management Board in accordance with Sections 289(4) and 315(4) of the German Commercial Code (Handelsgesetzbuch).

The above documents and the proposal of the Management Board for the appropriation of profits can be accessed online at the company's website under Investor Relations/Annual General Meeting.

Item 2

Resolution on the appropriation of distributable profit ("Bilanzgewinn") 2013.

The Management Board and the Supervisory Board propose that the distributable profit (i.e. net retained earnings) of EUR 31,679,995 presented in the financial statements be appropriated as follows:

Distribution of a dividend of EUR 0.50 per no-par-value share carrying dividend rights

63,359,990 shares x EUR 0.50 per share = EUR 31,679,995.00

The dividend shall be paid out on May 19, 2014.

Agenda

Item 3

Resolution on the approval of the actions of the Management Board members for the financial year 2013.

The Management Board and Supervisory Board propose that the actions of the members of the Management Board in the financial year 2013 be approved.

Item 4

Resolution on the approval of the actions of the Supervisory Board members for the financial year 2013.

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board in the financial year 2013 be approved.

Item 5

Resolution on the appointment of the auditor for the separate and consolidated financial statements for the financial year 2014.

The Supervisory Board proposes that

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft

be appointed as the auditor for the separate and consolidated financial statements for the financial year 2014.

Agenda

Item 6

Resolution on the appointment of a new member to the Supervisory Board.

In accordance with Section 96(1) AktG and Section 7(1) sentence 1 no. 1 MitbestG, the Supervisory Board of the Company consists of twelve members. Of the twelve members of the Supervisory Board, six are elected by the shareholders and six by the staff of the Company's domestic operating sites and subsidiaries. Dr. Klinger-Lohr stepped down from his role as Supervisory Board member effective from December 31, 2013. By way of a resolution passed by the Stuttgart District Court on March 12, 2014, and at the request of the Management Board, Ms. Gabriele Sons was appointed as a member of the Supervisory Board in replacement of Dr. Klinger-Lohr. Pursuant to Section 5.3.4 of the German Corporate Governance Code, the appointment is temporary and will remain valid until the next Annual General Meeting. For this reason, a new member of the Supervisory Board will have to be elected by the shareholders as their representative. The Annual General Meeting is not bound by nominations.

The Supervisory Board proposes that the following candidate shall be appointed to the Supervisory Board:

Gabriele Sons, 53 years of age, Ratingen

Member of the Management Board of ThyssenKrupp Elevator AG

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The appointment shall remain effective until the end of the Annual General Meeting convened for the purpose of approving the actions of the Supervisory Board for the financial year 2014.

At the date of publication of this invitation in the Federal Gazette no memberships exist in respect of other supervisory boards established in line with statutory provisions or comparable domestic/foreign supervisory bodies of commercial enterprises within the meaning of Section 125(1) sentence 5 AktG.

In the judgment of the Supervisory Board, Ms. Sons does not maintain personal or business relations with the Company, the bodies of the Company or a major shareholder of the Company that could be considered to be of material significance to the outcome of the election by the Annual General Meeting.

Conditions of attendance

In accordance with Section 17 of the Articles of Association of ElringKlinger AG, those shareholders who are listed as shareholders in the Company's share register on the day of the Annual General Meeting, i.e. on May 16, 2014, and who have registered with the Company in such a way that their notification is received, by the end of **May 9, 2014**, by

Hauptversammlung ElringKlinger AG
c/o Computershare Operations Center,
80249 München,
Fax: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

shall be entitled to attend the Annual General Meeting. Registrations must be made in writing (so-called "text form").

Non-modification period

Shares will not be suspended or blocked as a result of shareholders submitting a registration to attend the Annual General Meeting. Therefore, the shares will also be at their shareholders' disposal subsequent to registration. The number of shares held by each shareholder as entered in the share register on the day of the Annual General Meeting is decisive for attending and casting votes. The aforementioned number of shares shall correspond to the number of shares as at the registration deadline of 24:00 hrs (midnight) on May 9, 2014, as modifications to the share register cannot be made for procedural reasons from the end of the registration deadline up to the end of the Annual General Meeting (non-modification period). Therefore, the technical record date is the end of May 9, 2014. All purchasers of the Company's shares who are not yet listed in the share register are therefore requested to submit change-of-registration applications as soon as possible.

Total number of shares and voting rights

On the date on which the Annual General Meeting is called, the share capital of the Company amounts to EUR 63,359,990. Out of a total of 63,359,990 no-par-value shares issued, on the date on which the Annual General Meeting is called all are furnished with an entitlement to attend and vote at the Annual General Meeting.

Shareholder rights under Sections 122(2), 126(1), 127, 131(1) AktG

- **Additions to the agenda pursuant to Section 122(2) AktG**
Additions to the agenda may be requested by shareholders whose aggregate interests are equivalent to one-twentieth of the share capital or the proportional amount of EUR 500,000. Such a request must be made in writing and be received by the Company, at the latest, thirty days prior to the Annual General Meeting, i.e. on **April 15, 2014**. An explanation or a resolution proposal must be included with each request.
- **Alternative proposals for the appointment of the auditor and/or the member of the Supervisory Board in accordance with Section 127 AktG and countermotions pursuant to Section 126(1) AktG**
Shareholders of the Company are entitled to submit alternative proposals in respect of the appointment of the auditor and/or the member of the Supervisory Board as well as countermotions relating to specific resolution proposals on the agenda. Countermotions shall be presented together with an explanation. The election proposals and/or countermotions must be received by the Company at least 14 days prior to the Annual General Meeting, i.e. on **May 1, 2014**, so that they can be made readily accessible by the Company.

The requests for additions to the agenda as well as motions and election proposals are to be submitted to the Company at the following address: ElringKlinger AG, Hauptversammlung, Max-Eyth-Straße 2, 72581 Dettingen/Erms, Fax (07123/724-459). Such motions shall, if the statutory conditions are met, be published in accordance with the statutory provisions and may be accessed from the Company's website (Investor Relations/Annual General Meeting). Any responses from the management of the Company shall also be published on the aforementioned page of the website.

- **Shareholders' right to information under Section 131(1) AktG**

At the Annual General Meeting any shareholder or shareholder representative is entitled, pursuant to Section 131(1) AktG, to request information from the Management Board about issues relating to the Company, the legal and commercial relationships between the Company and affiliated entities as well as the position of the Group and the entities included in the consolidated financial statements, insofar as such information is required for the appropriate assessment of an item on the agenda.

Exercise of voting rights and proxy voting

Shareholders who are listed in the share register also have the option of voting through a proxy, a bank or a shareholders' association. Timely notice of an intention to attend must be served either by the shareholder or by the proxy within the period and to the address stipulated above. We request that our shareholders in such a case send the relevant forms together with their voting instructions to the proxies of their choice so that the proxy may register in a timely manner by **May 9, 2014**, with Hauptversammlung ElringKlinger AG, c/o Computershare Operations Center, 80249 München, Fax +49 89 30903-74675, e-mail anmeldestelle@computershare.de.

If a bank is listed in the share register as a trustee, it can exercise the voting rights in respect of shares that it does not own only if it is authorized to do so by the shareholder.

We offer our shareholders the possibility of being represented by official Company proxies at the Annual General Meeting. When exercising the shareholders' voting rights, the Company proxies shall only act in accordance with the instructions issued to them. The forms of proxy and related instructions must be communicated in writing (so-called "text form") to the address stipulated by the Company by **May 9, 2014**.

Information disclosed on the Company's website

Additionally, the full version of the agenda with the proposals of the Management Board and the Supervisory Board with regard to resolutions as well as the reports of the Management Board and the above-mentioned conditions of attendance, in addition to an address for inquiries and motions by shareholders, can be accessed online at the Company's website (Investor Relations/Annual General Meeting section) together with further information about the Annual General Meeting. It can also be requested free of charge from the Company (ElringKlinger AG, Hauptversammlung, Max-Eyth-Straße 2, 72581 Dettingen/Erms, Germany).

The details relating to registration are to be found in the documents sent to the shareholders with the invitation to the Annual General Meeting.

The Agenda for the Annual General Meeting on May 16, 2014, and the documents relating to registration or the appointment of a proxy shall be sent by the Company to those shareholders entered in the share register of the Company.

Please feel free to ask for a copy of the annual report for the financial year 2013 by contacting ElringKlinger AG, Hauptversammlung, Max-Eyth-Straße 2, 72581 Dettingen/Erms, Germany (Fax +49 (0)7123/724-459 or e-mail hauptversammlung@elringklinger.com). Please state your full address.

Internet broadcast

The speech of the CEO will be streamed live via our website on the day of the Annual General Meeting from approx. 10:10 hrs and will also be made accessible online on conclusion of the Annual General Meeting.

Dettingen/Erms, April 2014

ElringKlinger AG

The Management Board



Dr. Stefan Wolf



Theo Becker



Karl Schmauder

We look forward to seeing you at the AGM of ElringKlinger AG and wish you an enjoyable journey.

From Stuttgart central railway station:

Approx. 10 minutes' walking distance to Liederhalle Culture and Congress Center. Underground rail connection: U9 direction of Vogelsang and U14 direction of Heslach. Travel time: 3 minutes (departs every 5/10 minutes) Stop: Berliner Platz (Liederhalle).

Traveling from Stuttgart Airport:

Suburban rail connection (S-Bahn) S2 Schorndorf or S3 Backnang in the direction of Stuttgarter Hauptbahnhof (central railway station). Travel time: 25 minutes (departs every 15 minutes) Stop: Stadtmitte (Rotebühlplatz). Exit Büchsenstraße/Haus der Wirtschaft, then straight ahead – from here, only around 5 minutes' walking distance to Liederhalle Culture and Congress Center.

Traveling from the direction of Munich/Salzburg:

Motorway A 8 – exit S-Degerloch direction of S-Zentrum (B 27). Keep left at the underpass (Schlossplatz) and follow the sign for S-West.

Traveling from the direction of Basel/Karlsruhe/Zürich/Konstanz:

Motorway A 8 – intersection Stuttgart in the direction of S-Zentrum – exit S-Vaihingen in the direction of S-Zentrum (B 14). Keep right approx. 700 m after the Heslacher Tunnel, Österreichischer Platz left into Paulinenstraße (B 27 a), right into Rotebühlstraße, Rotebühlplatz left into Fritz-Elsas-Straße.

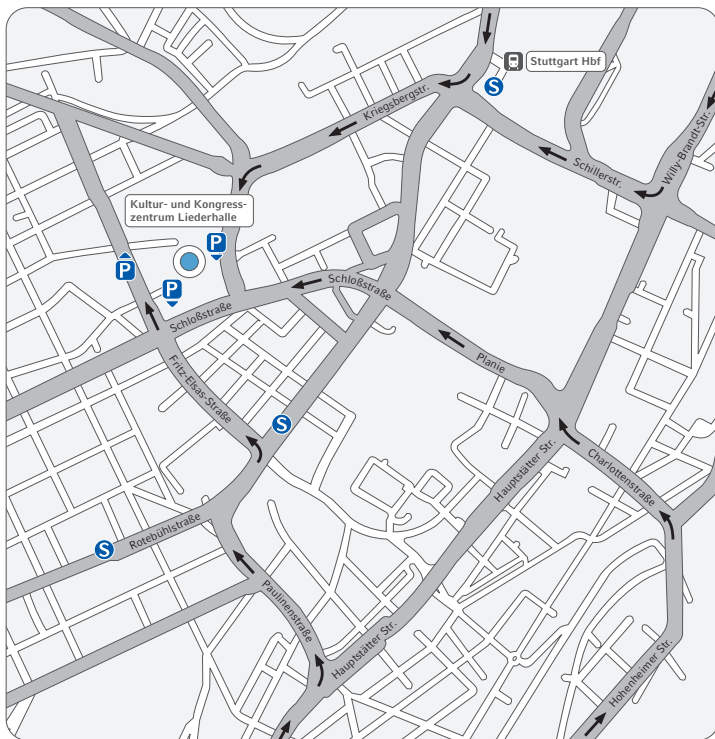
Traveling from the direction of Hamburg/Frankfurt/Nürnberg/Würzburg/Heilbronn:

Motorway A 81 – exit S-Zuffenhausen – S-Zentrum (B 10/B 27). Central railway station right into Kriegsbergstraße, Hegelplatz left into Holzgartenstraße.

How to find us

S-Zuffenhausen A81

S-Bad Cannstatt



S-Vaihingen A8

S-Degerloch A8



The following car parks can be used free of charge by guests attending the AGM:

Notice:

You can exchange your car park entry ticket for a free exit ticket at our information desk.

- 1 Parkhaus Tivoli, Seidenstraße
- 2 Tiefgarage Liederhalle, Breitscheidstraße
- 3 Tiefgarage Kultur- und Kongresszentrum Liederhalle, Holzgartenstraße

Please affix
a stamp

Request for printed Annual Report

Please send me your printed Annual Report 2013
(kindly complete in block letters)

NAME:

ADDRESS:

To
ElringKlinger AG
Hauptversammlung
Max-Eyth-Straße 2
D-72581 Dettingen/Erms

By fax: +49 7123/724-459
By e-mail: hauptversammlung@elringklinger.com

The Annual Report 2013 and Financial Statements of ElringKlinger AG 2013 can be downloaded in PDF format on www.elringklinger.com (Investor Relations/Financial Reports).

We look forward to seeing you at the AGM of ElringKlinger AG and wish you an enjoyable journey.

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beyond

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Financial Calendar 2014

MAY 8, 2014

Interim Report on the 1st Quarter of 2014

MAY 16, 2014

109th Annual General Shareholders' Meeting, Stuttgart,
Cultural and Congress Centre Liederhalle, 10:00 a.m. CEST

MAY 19, 2014

Dividend Payment

AUGUST 7, 2014

Interim Report on the 2nd Quarter and 1st Half of 2014

NOVEMBER 5, 2014

Interim Report on the 3rd Quarter and
First Nine months of 2014

MAY 13, 2015

110th Annual General Shareholders' Meeting, Stuttgart

ElringKlinger AG
Max-Eyth-Straße 2
72581 Dettingen/Erms
(Germany)

