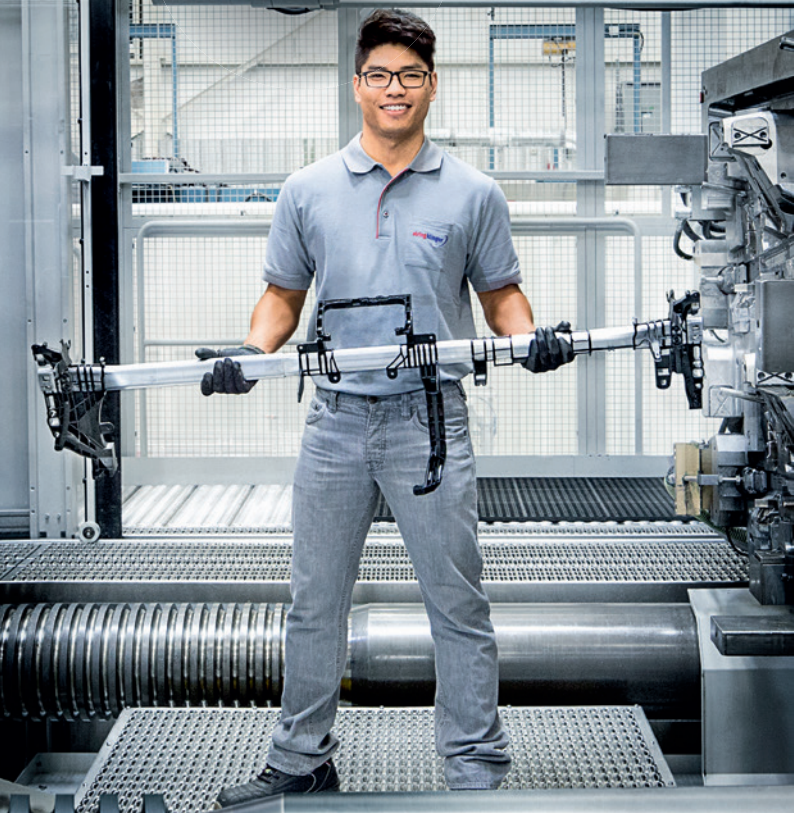


# Invitation

*to the 111th Annual General Meeting of  
ElringKlinger AG, Dettingen/Erms*

ISIN DE 0007856023, WKN 785 602



**elring**klinger

# Key Figures

## ElringKlinger Group at a glance

		2015	2014	2013
<b>Order Situation</b>				
Order intake	€ million	1,615.3	1,418.6	1,284.4
Order backlog	€ million	796.2	688.2	595.4
<b>Sales/Earnings</b>				
Sales revenue	€ million	1,507.3	1,325.8	1,150.1
Cost of sales	€ million	1,133.0	967.4	824.5
Gross profit margin		24.8 %	27.0 %	28.3 %
EBITDA	€ million	222.8	233.4	238.6 <sup>4</sup>
EBIT/Operating result	€ million	135.2	154.0	164.2 <sup>4</sup>
EBIT margin		9.0 %	11.6 %	14.3 % <sup>4</sup>
Adjusted EBIT, pre ppa <sup>1</sup>	€ million	140.4	162.3	149.8
Adjusted EBIT margin, pre ppa <sup>1</sup>		9.3 %	12.2 %	13.0 %
Earnings before taxes	€ million	128.8	153.1	148.9 <sup>4</sup>
Net income	€ million	95.8	110.6	111.2 <sup>4</sup>
Net income attributable to shareholders of ElringKlinger AG	€ million	91.6	105.7	105.4 <sup>4</sup>
<b>Cashflow</b>				
Net cash from operating activities	€ million	123.3	149.9	119.0
Net cash from investing activities	€ million	-212.7	-168.0	-126.4
Net cash from financing activities	€ million	65.3	20.1	14.7
Operating free cash flow <sup>2</sup>	€ million	-65.2	-12.4	-4.2
<b>Balance Sheet</b>				
Balance sheet total	€ million	1,765.8	1,558.8	1,392.1
Equity	€ million	855.7	775.2	701.3
Equity ratio		48.5 %	49.7 %	50.4 %
<b>Returns</b>				
Return on equity after taxes		11.7 %	15.0 %	16.6 % <sup>4</sup>
Return on total assets after taxes		6.5 %	8.2 %	9.2 % <sup>4</sup>
Return on Capital Employed (ROCE)		9.5 %	12.4 %	14.4 % <sup>4</sup>
<b>Human Resources</b>				
Employees as of Dec. 31		7,912	7,255	6,716
Average number of employees		7,653	7,081	6,543
<b>Stock</b>				
Earnings per share	€	1.45	1.67	1.66 <sup>4</sup>
Dividends paid	€ million	34.8 <sup>3</sup>	34.8	31.7
Dividend per share	€	0.55 <sup>3</sup>	0.55	0.50

<sup>1</sup> EBIT adjusted for one-time effects and amortization resulting from purchase price allocation

<sup>2</sup> Net cash from operating activities minus net cash from investing activities (excluding acquisitions)

<sup>3</sup> Proposal to the Annual General Shareholders' Meeting 2016

<sup>4</sup> Including one-time gain from assumption of control of ElringKlinger Marusan Corporation (EUR 17.6 million before taxes; EUR 12.7 million after taxes)

Dear Shareholder,

You are hereby cordially invited to attend our 111th Annual General Meeting, which is scheduled to take place at 10.00 a.m. on Tuesday, May 31, 2016, in the Hegelsaal of Kultur- und Kongresszentrum Liederhalle Stuttgart, 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 2015, 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 – HGB) as well as the report by the Supervisory Board, the Corporate Governance report and the compensation report.

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. They will also be made available at the Annual General Meeting.

### **Item 2**

**Resolution on the appropriation of distributable profit („Bilanzgewinn“) 2015.**

The Management Board and the Supervisory Board propose that the distributable profit of EUR 34,847,994.50 presented in the financial statements be appropriated as follows:

Distribution of a dividend of EUR 0.55 per no-par-value share carrying dividend rights

**63,359,990 shares x EUR 0.55 per share = EUR 34,847,994.50**

The dividend shall be paid out on June 1, 2016.

**Item 3**

Resolution on the approval of the actions of the Management Board members for the financial year 2015.

The Management Board and Supervisory Board propose that the actions of the members of the Management Board in the financial year 2015 be approved.

**Item 4**

Resolution on the approval of the actions of the Supervisory Board members for the financial year 2015.

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board in the financial year 2015 be approved.

**Item 5**

Resolution on the appointment of the auditor for the separate and consolidated financial statements for the financial year 2016.

The Supervisory Board proposes that

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft,  
Stuttgart

be appointed as the auditor for the separate and consolidated financial statements for the financial year 2016.

### 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 31, 2016, and who have registered with the Company in such a way that their notification is received by the end of **May 24, 2016**, by

Hauptversammlung ElringKlinger AG  
c/o Computershare Operations Center,  
80249 München,  
Fax: +49 89 30903-74675,  
e-Mail: [anmeldestelle@computershare.de](mailto: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 24, 2016, 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 24, 2016. 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 30 days prior to the Annual General Meeting, i.e. on **April 30, 2016**. 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 16, 2016, so that they can be made readily accessible by the Company.

The requests for additions to the agenda shall be submitted to the Company – motions and election proposals can be submitted to the Company – at the following address: ElringKlinger AG, Hauptversammlung, Max-Eyth-Straße 2, 72581 Dettingen/Erms, Germany, Fax +49 7123 724-85515. 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 24, 2016**, with Hauptversammlung ElringKlinger AG, c/o Computershare Operations Center, 80249 München, Fax +49 89 30903-74675, e-mail [anmeldestelle@computershare.de](mailto: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 24, 2016**.

#### **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 31, 2016, 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 2015 by contacting ElringKlinger AG, Hauptversammlung, Max-Eyth-Straße 2, 72581 Dettingen/Erms, Germany (Fax +49 7123 724-459 or e-mail [hauptversammlung@elringklinger.com](mailto: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, March 2016

ElringKlinger AG

The Management Board



Dr. Stefan Wolf



Theo Becker



Thomas Jessulat



**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.



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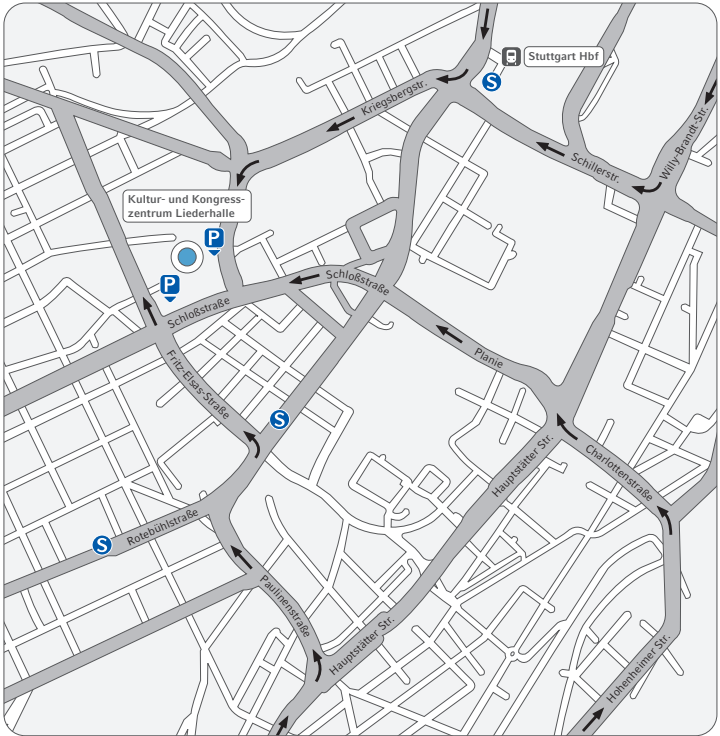


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# How to find us

S-Zuffenhausen A81

S-Bad Cannstatt



S-Vaihingen A8

S-Degerloch A8

**P** 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 Tiefgarage Liederhalle, Breitscheidstraße
- 2 Tiefgarage Kultur- und Kongresszentrum Liederhalle, Holzgartenstraße



# *Request for printed Annual Report*

*Please send me your printed Annual Report 2015*

(kindly complete in block letters)

NAME:

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ADDRESS:

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

The Annual Report 2015 and Financial Statements of ElringKlinger AG can be downloaded in PDF format on [www.elringklinger.com](http://www.elringklinger.com) (Investor Relations/Financial Reports).

By fax: +49 7123/724-459

By e-mail: [hauptversammlung@elringklinger.com](mailto:hauptversammlung@elringklinger.com)

Please affix  
a stamp

# Financial Calendar 2016

MAY

04

Interim Report  
on the 1st Quarter  
of 2016

MAY

31

111th Annual General  
Shareholders' Meeting,  
Stuttgart, Cultural  
and Congress Center  
Liederhalle, 10:00 a.m.  
CEST

AUGUST

04

Interim Report  
on the 2nd Quarter and  
1st Half of 2016

NOVEMBER

08

Interim Report  
on the 3rd Quarter  
and First Nine Months  
of 2016

MAY 2017

16

112th Annual General  
Shareholders' Meeting,  
Stuttgart, Cultural  
and Congress Center  
Liederhalle, 10:00 a.m.  
CEST

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

