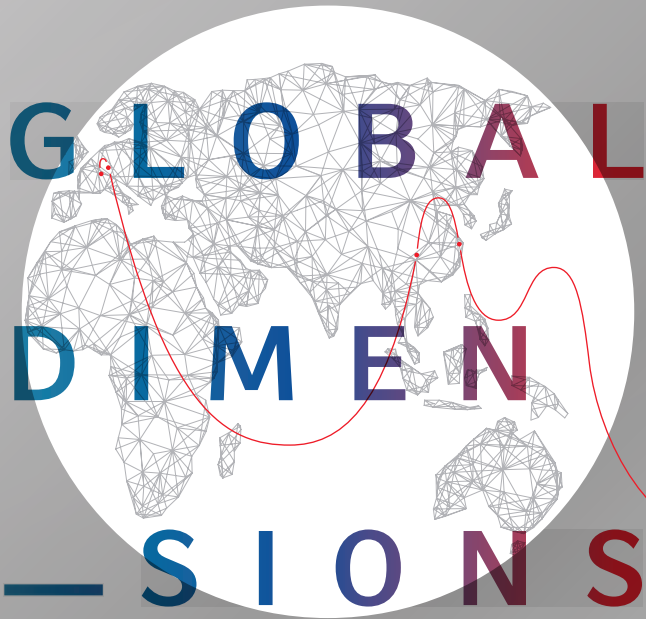


# Invitation

to the 114th Annual General Meeting of  
ElringKlinger AG, Dettingen/Erms

ISIN DE 0007856023, WKN 785 602



# Key Figures ElringKlinger Group

		2018	2017	2016
<b>Order Situation</b>				
Order intake	€ million	1,735.3	1,732.0	1,693.7
Order backlog	€ million	1,020.1	1,000.6	932.5
<b>Sales/Earnings</b>				
Sales revenue	€ million	1,669.0	1,664.0	1,557.4
Cost of sales	€ million	1,328.9	1,255.6	1,161.5
Gross profit margin		21.8 %	24.5 %	25.4 %
EBITDA	€ million	196.6	238.4	231.2
EBIT / Operating result	€ million	96.2	137.3	135.6
EBIT margin		5.7 %	8.3 %	8.7 %
Adjusted EBIT, pre ppa <sup>1</sup>	€ million	100.2	141.8	140.4
Adjusted EBIT margin, pre ppa <sup>1</sup>		5.9 %	8.5 %	9.0 %
Earnings before taxes	€ million	81.4	110.1	124.1
Net income	€ million	47.9	73.8	82.6
Net income attributable to shareholders of ElringKlinger AG	€ million	43.8	69.9	78.6
<b>Cash Flow</b>				
Net cash from operating activities	€ million	91.6	95.5	175.7
Net cash from investing activities	€ million	-120.7	-193.2	-189.7
Net cash from financing activities	€ million	30.0	109.3	4.5
Operating free cash flow <sup>2</sup>	€ million	-86.2	-66.6	-3.8
<b>Balance Sheet</b>				
Balance sheet total	€ million	2,079.7	2,022.4	1,878.2
Equity	€ million	890.1	889.7	886.4
Equity ratio		42.8 %	44.0 %	47.2 %
Net Debt	€ million	723.5	655.3	538.8
<b>Returns</b>				
Return on equity after taxes		5.4 %	8.3 %	9.5 %
Return on total assets after taxes		3.1 %	4.5 %	5.3 %
Return on Capital Employed (ROCE)		5.5 %	8.2 %	8.7 %
<b>Human Resources</b>				
Employees as of Dec. 31		10,429	9,611	8,591
<b>Stock</b>				
Earnings per share	in €	0.69	1.10	1.24
Dividends paid	€ million	0.0	31.7	31.7
Dividend per share	in €	0.00	0.50	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 and investments in financial assets)

Dear Shareholder,

**You are hereby cordially invited to attend our 114th Annual General Meeting, which is scheduled to take place at 10:00 a.m. (admittance from 9:00 a.m.) on Thursday, May 16, 2019, in the Hegelsaal of the Kultur- und Kongresszentrum Liederhalle Stuttgart, 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 EringKlinger Group and EringKlinger AG for the financial year 2018, the report of the Supervisory Board, and the explanatory statements of the Management Board in accordance with Sections 289a(1) and 315a of the German Commercial Code (Handelsgesetzbuch – HGB) as well as the Corporate Governance report, the compensation report and the Combined Non-Financial Statement 2018.

The above documents 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 approval of the actions of the Management Board members for the financial year 2018.

The Management Board and Supervisory Board propose that the actions of the members of the Management Board in the financial year 2018 be approved.

## Item 3

Resolution on the approval of the actions of the Supervisory Board members for the financial year 2018.

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board in the financial year 2018 be approved.

**Item 4**

Resolution on the appointment of the auditor for the separate and consolidated financial statements for the financial year 2019.

On the recommendation of its Audit Committee, the Supervisory Board proposes that

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft,  
Stuttgart

be appointed as the statutory auditor and statutory group auditor for the 2019 financial year and as the auditor responsible for reviewing financial reports prepared over the course of the 2019 financial year and in respect of the first quarter of the 2020 financial year insofar as such reports are to undergo an auditor's review of this kind.

### Information for our shareholders

The annual financial statements of ElringKlinger AG as of December 31, 2018, which were prepared in accordance with the provisions of the German Commercial Code (Handelsgesetzbuch – HGB) and are relevant for the payment of dividends, show an accumulated loss. Therefore, the item on the agenda that usually covers an AGM resolution on the appropriation of distributable profit (“Bilanzgewinn”) is not applicable to this year’s 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, 2019, and who have registered with the Company in such a way that their notification is received, by the end of **May 9, 2019**, 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 9, 2019**, 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, 2019. 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, 2019**. An explanation or a resolution proposal must be included with each request.
- **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 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 counter-motions must be received by the Company at least 14 days prior to the Annual General Meeting, i.e., on **May 1, 2019**, 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 (0)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 and 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, 2019**, 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 9, 2019**.

### **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 abovementioned 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, 2019, 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 2018 by contacting ElringKlinger AG, Hauptversammlung, Max-Eyth-Straße 2, 72581 Dettingen/Erms, Germany (Fax +49 (0)7123 724-85515 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. 10:15 a.m. and will also be made accessible online on conclusion of the Annual General Meeting.

Dettingen/Erms, March 2019

ElringKlinger AG

The Management Board



**Dr. Stefan Wolf**



**Theo Becker**



**Thomas Jessulat**



**Reiner Drews**

### **Details of data protection**

Your personal data are processed for the purposes of managing the stock register as prescribed by the German Stock Corporation Act, communicating with you as a shareholder, and conducting our Annual General Meetings. In addition, your data are used for related purposes and to fulfill other legal obligations (e.g., obligations to provide evidence or to keep records). For further information on data protection, please visit [www.elringklinger.com/agm](http://www.elringklinger.com/agm). On request, ElringKlinger AG is also able to send you a printed version of the aforementioned information.

## Travel by public transport:

Combined admission ticket and local transport ticket: **VVS-KombiTicket**. Our shareholders are entitled to **free public transport** for this event.

Any shareholder (or the person authorized to represent him/her) who has registered on time will receive a ticket issued by Verkehrs- und Tarifverbund Stuttgart (VVS) in combination with the AGM admission ticket. In this case, the AGM admission ticket entitles you to travel to Kultur- und Kongresszentrum Liederhalle in Stuttgart on May 16, 2019, and back again by 5 a.m. on the following day using any mode of VVS transport (2nd class) within the entire VVS network. There shall be no entitlement to a reimbursement of the fare should you choose not to use the free public transport ticket.

### From Stuttgart main railway station (Hauptbahnhof):

U29 (subway/metro/tube) traveling to Vogelsang and U14 (subway/metro/tube) traveling to Mühlhausen. Stop at: Berliner Platz (Liederhalle). Alternatively, you can choose to walk to Kultur- und Kongresszentrum Liederhalle (approx. 10 minutes on foot).

### From Stuttgart airport (Flughafen):

S-Bahn (local railway network) S2 Schorndorf or S3 Backnang traveling in the direction of Stuttgart main railway station (Hauptbahnhof). Travel time: 25 minutes (trains depart every 15 minutes). Stop at: Stadtmitt (Rotebühlplatz). Exit building at Büchsenstraße/Haus der Wirtschaft, then walk straight ahead – the Kultur- und Kongresszentrum Liederhalle is only approx. 5 minutes away on foot.

## Travel by car:

### Coming from the direction of Munich/Salzburg:

A 8 – motorway/highway exit “S-Degerloch” in the direction of the city center “S-Zentrum” (B 27). When you reach the underpass (“Schlossplatz”), please choose the left lane in the direction of “S-West.”.

### Coming from the direction of Basel/Karlsruhe/Zurich/Konstanz:

A 8 – motorway/highway interchange “Stuttgart” in the direction of “S-Zentrum” – exit “S-Vaihingen” in the direction of “S-Zentrum” (B 14). Approx. 700 m behind Heschlacher Tunnel, please choose the right lane, then at Österreichischer Platz turn left into Paulinenstraße (B 27 a), right into Rotebühlstraße, and at Rotebühlplatz left into Fritz-Elsas-Straße.

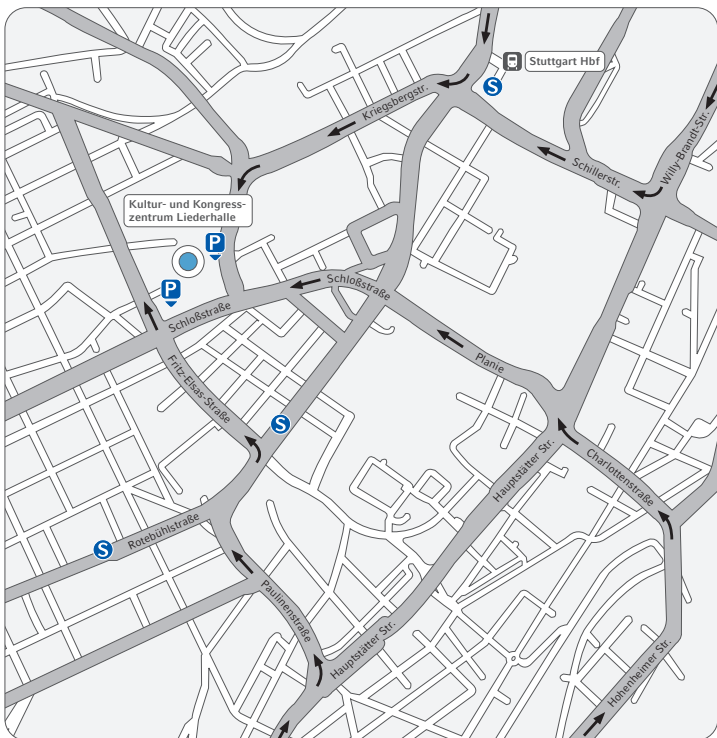
### Coming from the direction of Hamburg/Frankfurt/Nuremberg/Würzburg/Heilbronn:

A 81 – motorway/highway exit “S-Zuffenhausen” – “S-Zentrum” (B 10 / B 27). At the main railway station (Hauptbahnhof) turn right into Kriegsbergstraße and at Hegelplatz turn left into Holzgartenstraße.

# How to find us

S-Zuffenhausen A81

S-Bad Cannstatt



S-Vaihingen A8

S-Degerloch A8



Parking in the underground car park **“Liederhalle/ Bosch-Areal”** (Breitenscheidstraße) and in the underground car park **“Kultur- und Kongresszentrum Liederhalle”** (Holzgartenstraße) is free of charge for shareholders. You can exchange your car park entry ticket for a free exit ticket at our information desk.

# Request for printed Annual Report

Please send me your printed Annual Report 2018  
(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

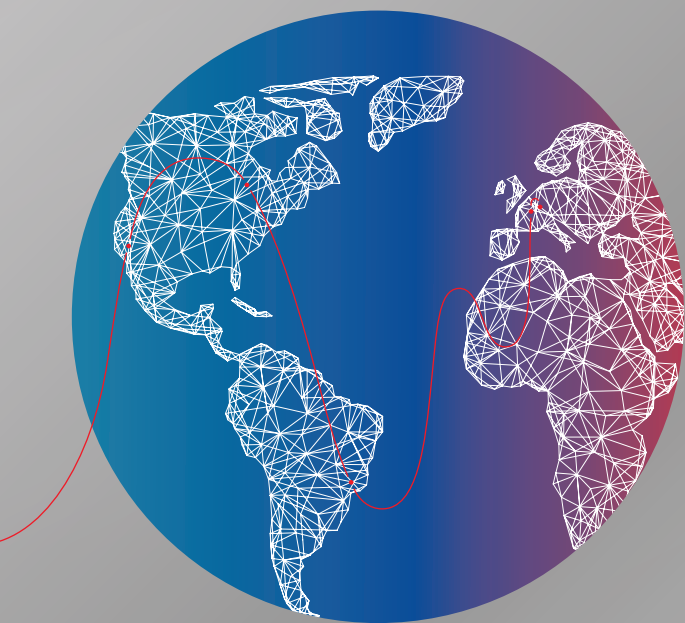
The Annual Report 2018 and Financial Statements of ElringKlinger AG can be  
downloaded in PDF format on [www.elringklinger.com](http://www.elringklinger.com) (Investor Relations/Publications).

By fax: +49 7123 724-85515

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

Please affix  
a stamp





# Financial Calendar 2019

MAY

07

Interim Report  
on the 1st Quarter of 2019

MAY

16

114th Annual General  
Shareholders' Meeting, Stuttgart,  
Cultural and Congress Center  
Liederhalle, 10:00 a.m. CEST

AUGUST

08

Interim Report  
on the 2nd Quarter and  
1st Half of 2019

NOVEMBER

06

Interim Report  
on the 3rd Quarter and  
1st Nine Months of 2019

MAY 2020

19

115th Annual General  
Shareholders' Meeting,  
International Congress  
Center Stuttgart

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Changes to the above dates cannot be ruled out. We therefore recommend visiting our website to check specific financial dates at [www.elringklinger.de/en/investor-relations/financial-calendar](http://www.elringklinger.de/en/investor-relations/financial-calendar).