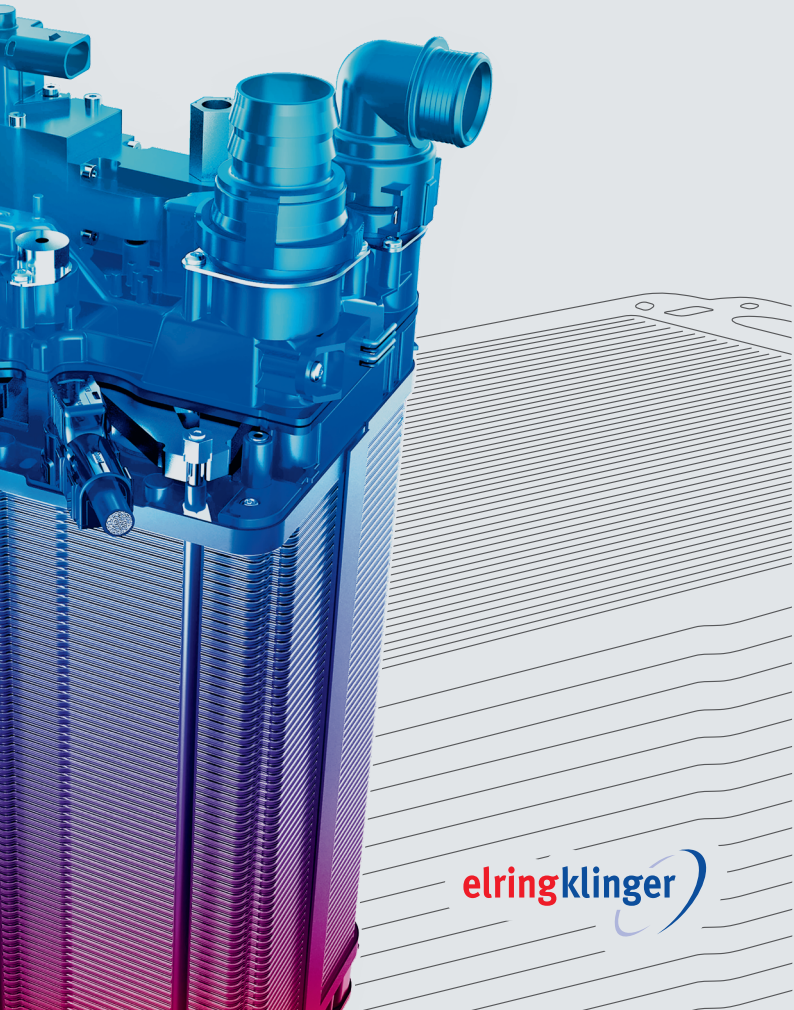


# Invitation

to the 115th Annual General Meeting of  
ElringKlinger AG, Dettingen/Erms

ISIN DE 0007856023, WKN 785 602



**elringklinger**

# Key Figures ElringKlinger Group

		2019	2018	2017
<b>Order Situation</b>				
Order intake	€ million	1,737.2	1,735.3	1,732.0
Order backlog	€ million	1,030.3	1,020.1	1,000.6
<b>Sales/Earnings</b>				
Sales revenue	€ million	1,727.0	1,699.0	1,664.0
Cost of sales	€ million	1,401.7	1,328.9	1,255.6
Gross profit margin		18.8 %	21.8 %	24.5 %
EBITDA	€ million	181.0	196.6	238.4
EBIT/Operating result	€ million	61.2	96.2	137.3
EBIT margin		3.5 %	5.7 %	8.3 %
Adjusted EBIT, pre ppa <sup>1</sup>	€ million	63.2	100.2	141.8
Adjusted EBIT margin, pre ppa <sup>1</sup>		3.7 %	5.9 %	8.5 %
Earnings before taxes	€ million	41.7	81.4	110.1
Net income	€ million	5.0	47.9	73.8
Net income attributable to shareholders of ElringKlinger AG	€ million	4.1	43.8	69.9
<b>Cash Flow</b>				
Net cash from operating activities	€ million	277.6	91.6	95.5
Net cash from investing activities	€ million	-84.5	-120.7	-193.2
Net cash from financing activities	€ million	-103.8	30.0	109.3
Operating free cash flow <sup>2</sup>	€ million	175.8	-86.2	-66.6
<b>Balance Sheet</b>				
Balance sheet total	€ million	2,146.5	2,079.7	2,022.4
Equity	€ million	891.2	890.1	889.7
Equity ratio		41.5 %	42.8 %	44.0 %
Net Debt	€ million	595.3	723.5	655.3
<b>Returns</b>				
Return on equity after taxes		0.6 %	5.4 %	8.3 %
Return on total assets after taxes		1.2 %	3.1 %	4.5 %
Return on Capital Employed (ROCE)		3.4 %	5.5 %	8.2 %
<b>Human Resources</b>				
Employees as of Dec. 31		10,393	10,429	9,611
<b>Stock</b>				
Earnings per share	in €	0.06	0.69	1.10

<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 Shareholders,

On the basis of Article 2 of the Act on the Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law of March 27, 2020 (COVID-19 Act), we hereby invite you, with the approval of the Supervisory Board, to our 115th Annual General Meeting without the physical presence of shareholders or their proxies on Tuesday, July 7, 2020, 10:00 a.m., to be held at the ICS International Congress Center Stuttgart, Messeplazza, 70629 Stuttgart, Germany. It is not possible to attend the Annual General Meeting in person on site.

The entire Annual General Meeting will be streamed live on the Internet for shareholders and their proxies. Shareholders' voting rights may only be exercised by postal vote, in particular via electronic means of communication, or by granting power of attorney to the proxies nominated by the Company.

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 and the approved consolidated financial statements as well as the combined management report of the ElringKlinger Group and ElringKlinger AG for the 2019 financial year, the report by 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), in addition to the Corporate Governance report, the compensation report, and the combined non-financial report. The aforementioned documents can be accessed on the Company's website under Investor Relations/Annual General Meeting.

The Supervisory Board approved the financial statements and consolidated financial statements prepared by the Management Board; the financial statements are thereby adopted pursuant to Section 172 sentence 1 of the Stock Corporation Act (Aktiengesetz – AktG). In accordance with statutory provisions, no resolution is therefore required in respect of this item on the agenda.

The annual financial statements of ElringKlinger AG as of December 31, 2019, 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.

**Item 2**

Resolution on the approval of the actions of the Management Board members for the financial year 2019.

The Management Board and Supervisory Board propose that the actions of the members of the Management Board in the financial year 2019 be approved.

**Item 3**

Resolution on the approval of the actions of the Supervisory Board members for the financial year 2019.

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board in the financial year 2019 be approved.

**Item 4**

Resolution on the appointment of the auditor for the separate and consolidated financial statements for the financial year 2020.

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 2020 financial year and as the auditor responsible for reviewing financial reports prepared over the course of the 2020 financial year and in respect of the first quarter of the 2021 financial year insofar as such reports are to undergo an auditor's review of this kind.

The Audit Committee has stated that its recommendation is free from undue influence by third parties and that it has not been subject to any clause restricting the choices of the Annual General Meeting within the meaning of Article 16(6) of the EU Regulation relating to statutory auditors (Regulation (EU) No. 537/2014).

## **Item 5**

### **Resolution on elections to the Supervisory Board**

In accordance with Section 96(1) of the Stock Corporation Act (Aktiengesetz – AktG), Section 101(1) of the Stock Corporation Act (Aktiengesetz – AktG), and Section 7(1) sentence 1 no. 1 of the German Co-Determination Act (Mitbestimmungsgesetz – 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 employees of the Company’s domestic operating sites and subsidiaries. On conclusion of the Annual General Meeting of July 7, 2020, the tenure of the six Supervisory Board members elected by the Annual General Meeting will come to an end. In view of this, six new Supervisory Board members are to be elected by the Annual General Meeting. Pursuant to Section 96(2) of the Stock Corporation Act (Aktiengesetz – AktG) in conjunction with Section 5(1) of the German Co-Determination Act (Mitbestimmungsgesetz – MitbestG), the Supervisory Board must each be composed of at least 30 % women and men. The minimum percentage must be met separately by the shareholder and the employee representatives. The Supervisory Board proposes two women and four men as candidates with regard to the six members to be elected by the Annual General Meeting. The Annual General Meeting is not bound by nominations. The election shall be conducted on an indi-

vidual basis. The new employee representatives to be appointed to the Supervisory Board were elected in May 2020. Their term in office shall also commence on conclusion of the Annual General Meeting on July 7, 2020.

The Supervisory Board proposes that the following candidates shall be elected onto the Supervisory Board as shareholder representatives:

**Klaus Eberhardt, 72 years of age, Lindau**

Self-employed consultant, former CEO of Rheinmetall AG

**Rita Forst, 65 years of age, Dörsdorf**

Self-employed consultant, former member of the Management Board of Adam Opel AG

**Andreas Wilhelm Kraut, 46 years of age, Rottenburg a.N.**

Chairman and CEO of Bizerba SE & Co. KG

**Helmut P. Merch, 64 years of age, Meerbusch**

Member of the Management Board of Rheinmetall AG

**Gabriele Sons, 59 years of age, Berlin**

Attorney at Law, former member of the Management Board of thyssenkrupp Elevator AG

**Manfred Strauß, 68 years of age, Stuttgart**

Managing Partner of M&S Messebau und Service GmbH

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 2024.

Mr. Klaus Eberhardt is to be appointed Chairman of the Supervisory Board upon conclusion of the Annual General Meeting.

More detailed information on the candidates' CVs can be found in the appendix to this invitation and on the Company's website under Investor Relations/Annual General Meeting.

#### **Item 6**

##### **Resolution on the compensation of Supervisory Board members**

At present, compensation (including reimbursement of expenses) in respect of members of the Supervisory Board is stipulated as follows, in accordance with Article 13(1) of the Articles of Association of the Company in conjunction with the resolutions of the Annual General Meeting (most recently May 13, 2015):

Each member of the Supervisory Board shall receive fixed compensation of EUR 20,000 per annum and variable compensation equivalent to 0.02 % per annum of IFRS Group earnings before taxes of the three preceding financial years, however only up to a maximum of EUR 40,000. Additionally, each member of the Supervisory Board shall receive EUR 1,000 for attending a scheduled Supervisory Board meeting. Compensation for membership of a Supervisory Board committee shall amount to EUR 4,000 per annum; the Chairperson of a committee shall receive double this amount. The Chairperson of the Supervisory Board shall receive double the amount of total compensation, while the Deputy Chairperson of the Supervisory Board shall receive one and a half times the total amount of compensation. Supervisory Board



members who have not held the post for a full year receive a pro rata amount of fixed and variable compensation. Expenses are reimbursed to an appropriate extent.

Compensation in respect of members of the Supervisory Board is to be adjusted in order to adequately reflect the more extensive demands placed on members of the Supervisory Board, particularly as the last adjustment to compensation took place five years ago. Additionally, in line with the suggestion put forward by the German Corporate Governance Code (G. 18) in the version dated December 16, 2019, the variable component of compensation is to be dropped.

The Management Board and Supervisory Board propose that compensation for the members of the Supervisory Board be amended as follows:

Each member of the Supervisory Board shall receive fixed compensation of EUR 50,000 per annum. No variable compensation shall be paid. The Chairperson of the Supervisory Board shall receive three times the amount of the aforementioned fixed compensation, while the Deputy Chairperson shall receive double the amount of the aforementioned fixed compensation. Membership of a committee shall be remunerated at EUR 6,000 and membership of the Audit Committee shall be remunerated at EUR 10,000. The Chairperson of a committee shall receive double the aforementioned amounts. Compensation in respect of membership of the Mediation Committee shall only be payable in those cases in which the Committee has to be convened. Attendance allowances, reimbursement of expenses, and the principle of proportionate remuneration remain unchanged.

**Item 7****Resolution on the amendment of the provision of the Articles of Association regarding the election of the Chairperson and Deputy Chairperson of the Supervisory Board**

To date, Article 10 of the Company's Articles of Association stipulates that the Supervisory Board must elect the Chairperson and Deputy Chairperson of the Supervisory Board from among its members upon conclusion of each Annual General Meeting. Henceforth, the appointment shall be made for the duration of the membership of the Supervisory Board determined by the Annual General Meeting at the time of the election.

The Management Board and Supervisory Board propose that Article 10 of the Articles of Association be amended as follows:

"Article 10

- (1) Following the Annual General Meeting at which the Supervisory Board members representing the Company's shareholders have been elected, the Supervisory Board shall elect a Chairperson and a Deputy Chairperson from among its members in a meeting that is not specifically convened. The term of office of the Chairperson and the Deputy Chairperson shall correspond to their term of office as members of the Supervisory Board, unless a shorter term of office is determined during the election.
- (2) If the Chairperson or the Deputy Chairperson resigns from office before the end of the term of office, the Supervisory Board shall hold a new election for the remaining term of office of the member who has stepped down."

**Item 8****Resolution on the amendment to the Articles of Association to allow votes to be cast in writing or electronically**

Article 18 of the Company's Articles of Association is to be supplemented by an additional fourth paragraph to enable shareholders to cast their votes at the General Meeting in writing or electronically.

Therefore, the Management Board and the Supervisory Board propose that Section 18 of the Company's Articles of Association be supplemented as follows:

“(4) The Management Board may allow shareholders to cast their vote in writing or by electronic means even if they do not attend the general meeting of shareholders. The Management Board shall also determine the further details of the procedure, which it shall announce when convening the general meeting of shareholders.”

**Item 9****Renewal of the authorization relating to the purchase of own shares (treasury shares) and their use**

The authorization resolved by the Annual General Meeting of May 13, 2015, in respect of the purchase of own shares (treasury shares) expired on May 13, 2020. Pursuant to Section 71(1) sentence 1 no. 8 of the Stock Corporation Act (Aktiengesetz – AktG), the authorization can be granted for a period of up to five years.

The Management Board and Supervisory Board propose the following resolution:

- a) The Company shall be authorized to acquire own shares (treasury shares) up to a total amount of 10 % of share capital existing at the date on which the resolution was passed. The authorization may be exercised in full or in partial amounts, either once or on several occasions, by the Company as well as by its Group entities or, for its or their account, by third parties. The authorization shall become effective on July 8, 2020, and remain valid until July 7, 2025. The existing authorization for the purchase of own shares (treasury shares) under the resolution passed by the Annual General Meeting on May 13, 2015, has expired and is thus annulled.
- b) At the option of the Management Board, own shares (treasury shares) may be purchased via the stock exchange or by means of a public offer extended to all shareholders.
- In those cases in which own shares (treasury shares) are purchased via the stock exchange, the purchase price per share (without expenses incidental to the acquisition) shall not exceed by 10 % and shall not be less than 10 % of the price determined in XETRA trading (or a system replacing XETRA) in the opening auction on the day of the trade.
  - In those cases in which the purchase is made by means of a public offer directed at all shareholders of the Company, the purchase price offered or the threshold amounts of the purchase price range offered per share (without expenses incidental to the acquisition) shall not exceed by 10 % and shall not be less than 10 % of the mean value of the closing auction prices in XETRA trading (or a system replacing XETRA) on the last five

stock exchange trading days prior to the day of the publication of the public offer. The offer may be adjusted in the event of significant variances in the relevant market price subsequent to the publication of the purchase offer. In this case, the average market price of the last five stock exchange trading days prior to the publication of a possible adjustment of the offer shall be considered relevant. The purchase offer may provide for additional requirements. The volume of the offer may be restricted. If the entire subscription for the offer exceeds this volume, shareholders' rights to sell shares to the Company can be restricted in that offers to sell are accepted for a number of shares in proportion to the number offered. The preferential acceptance of a lower number of up to 100 of the Company's shares offered for purchase per shareholder of the Company may be stipulated.

- c) As well as by means of a stock market disposal or an offer made to all shareholders of the Company, the Management Board shall also be authorized with the consent of the Supervisory Board to use the treasury shares so acquired as follows:
- The shares may be offered to persons employed by the Company or by an entity affiliated with it, or may be pledged or transferred subject to a retention/vesting period of no less than two years.
  - The shares may be offered and transferred to third parties in exchange for payment in kind, in particular in the context of business combinations or on the acquisition of companies or interests therein.

- The shares may be cancelled without such cancellation or its implementation requiring a further Annual General Meeting. The cancellation will result in a reduction in the share capital of the Company. The Management Board shall in such a case be authorized to modify the number of shares recorded in the Articles of Association. The Management Board may notwithstanding this stipulate with the consent of the Supervisory Board that the share capital of the Company shall not be reduced, but rather that the amount of the share capital represented by the remaining shares be increased in accordance with Section 8(3) of the Stock Corporation Act (Aktiengesetz – AktG).
- d) The authorizations pursuant to c) may be exercised once or more than once, individually or together and in full or in installments.
- e) The shareholders' right to subscribe for the treasury shares of the Company shall be excluded to the extent that use is made of such shares in accordance with the authorizations set out in c).

**Additional disclosures relating to Item 5 under Section 125(1) sentence 5 of the Stock Corporation Act (Aktiengesetz – AktG) and Recommendation C.13 of the German Corporate Governance Code in the version of December 16, 2019**

As of May 19, 2020, the shareholder representatives whose names were put forward under Item 5 as candidates to be elected onto the Supervisory Board were members of other

statutory supervisory boards (item a) and/or comparable domestic/foreign supervisory bodies of commercial enterprises (item b):

**Klaus Eberhardt**

- a) MTU Aero Engines AG, Munich
- b) none

**Rita Forst**

- a) NORMA Group SE, Maintal
- b) AerCap Holding N.V., Dublin/Ireland  
Joh. Winklhofer Beteiligungs GmbH & Co KG, Munich  
Westport Fuel Systems, Inc., Vancouver/Canada

**Andreas Wilhelm Kraut**

- a) none
- b) none

**Helmut P. Merch**

- a) Rheinmetall Automotive AG, Neckarsulm
- b) Rheinmetall Denel Munition (PTY) Ltd., Somerset  
West/South Africa  
Nitrochemie AG, Wimmis/Switzerland  
Nitrochemie Wimmis AG, Wimmis/Switzerland  
Nitochemie Aschau GmbH, Aschau

All mandates are Group mandates within the meaning of Section 100(2) sentence 1 no. 1 of the Stock Corporation Act (Aktiengesetz – AktG).

**Gabriele Sons**

- a) none
- b) TÜV Rheinland Berlin Brandenburg Pfalz e.V., Cologne

**Manfred Strauß**

- a) none
- b) Pro Stuttgart Verwaltungs GmbH, Stuttgart  
Pro Stuttgart Verkehrsverein, Stuttgart  
Eroca AG, Basel/Switzerland  
Lechler GmbH, Metzingen

With regard to Recommendation C.13 of the German Corporate Governance Code in the version dated December 16, 2019, the following is hereby stated:

- In the opinion of the Supervisory Board, Ms. Forst, Mr. Kraut, Mr. Merch, and Ms. Sons do not have any personal or business relations with ElringKlinger AG or its Group entities, the governing bodies of ElringKlinger AG, or with a shareholder holding a material interest in ElringKlinger AG, as to be disclosed under the Code.
- Mr. Klaus Eberhardt and Mr. Manfred Strauß each hold 33.33% of the voting rights in KWL Beteiligungs-GmbH (without entitlement to profit or any proceeds from disposal or liquidation), which directly holds 3,000 shares in ElringKlinger AG (as of May 19, 2020). The Managing Director of KWL Beteiligungs-GmbH is Mr. Manfred Strauß. In addition, Mr. Manfred Strauß is the Managing Director of Lechler Beteiligungs-GmbH, which directly holds 6,355,615 shares in ElringKlinger AG, of Klaus Lechler Beteiligungs-GmbH, which directly holds 6,337,000 shares in ElringKlinger AG, and of Elrega GmbH, which directly holds 24,000 shares in ElringKlinger AG. Finally, Mr. Manfred Strauß is the Managing Director and Partner (without an entitlement to profits and to potential proceeds from disposal or liquidation) of Elrena GmbH and a mem-



ber of the board of directors of Eroca AG. Together, KWL Beteiligungs-GmbH, Lechler Beteiligungs-GmbH, Klaus Lechler Beteiligungs-GmbH, Elrega GmbH, Elrena GmbH, and Eroca AG hold 18,368,788 shares in ElringKlinger AG (as of May 19, 2020).

The Supervisory Board has satisfied itself that all proposed candidates will be able to meet the requirements with regard to their time allocated to Supervisory Board duties.

**In connection with Item 9, the Management Board hereby presents the following report on the exclusion of subscription rights in the event of a disposal of treasury shares in accordance with Section 71(1) sentence 1 no. 8, Section 186(4) sentence 2 of the Stock Corporation Act (Aktiengesetz – AktG).**

The purpose of the resolution put to the Annual General Meeting authorizing the acquisition of treasury shares is to enable the Company to acquire the treasury shares and to use these for the purpose of issuing shares to employees, financing company acquisitions, and cancelling such shares. The purpose of the authorization is to put the Company in a position to make flexible use of the instrument of acquiring and applying treasury shares as necessary in the context of the statutory framework. When making a decision in relation to the use to which treasury shares are to be put, the Management Board shall be guided exclusively by the interests of the shareholders and of the Company. No specific plans for the purchase and use of treasury shares currently exist. The authorization shall be valid until July 7, 2025, and shall replace the current five-year authorization to acquire treasury shares, which expired on May 13, 2020.

The acquisition of the treasury shares shall, in accordance with the proposed resolution, be carried out via the stock exchange or a public purchase offer. In the latter case each shareholder shall be entitled to decide if and how many shares he wishes to dispose of. Should the number of shares offered for sale exceed the number of shares required, the acquisition of the shares by the Company may be carried out in proportion to the number of shares offered for sale. In the case of smaller volumes of shares of up to 100 units being offered, the public purchase offer may stipulate a preferential acceptance. This option shall ultimately serve, on the acceptance of quotas, to facilitate accounting and technical settlement and thereby to reduce costs.

The disposal or transfer of the treasury shares acquired pursuant to such an authorization may in the following cases occur subject to the exclusion of shareholders' subscription rights:

- The issue of shares to employees in the context of employee share schemes can be an effective method of strengthening the bond between employees and the Company and ensuring the continued success of the Company. This authorization to acquire and dispose of treasury shares places the Company in a position to use the treasury shares as required in the context of employee share schemes.
- The Company shall be in a position to use treasury shares as consideration for any payments in kind made by third parties, and in particular for the acquisition of companies, parts of companies or holdings in such companies. To the extent that this form of consideration is required and is

expedient in the context of such transactions, the Company should be in a position to make use of treasury shares for such purpose. The Management Board shall report to the Annual General Meeting on any exercise of such authorization.

Finally, the Company should be entitled to cancel treasury shares without requiring that any further resolution be passed by the Annual General Meeting. It is possible to carry out such a cancellation without decreasing the share capital of the Company, in which case the proportional amount of the share capital represented by each share shall increase.

The Management Board shall not exercise its right to make use of the treasury shares in any of the scenarios set out above until it has obtained the approval of the Supervisory Board.

When such use is made of the treasury shares, the right of the shareholders of the Company to subscribe for such shares must necessarily be excluded. It should be noted as a fundamental principle that the rights of shareholders to the assets and equity of the Company are commensurately protected on the occasion of a disposal of treasury shares to third parties subject to an exclusion of the subscription rights of shareholders by Section 71(1) sentence 1 no. 8 of the Stock Corporation Act (Aktiengesetz – AktG). Within this context, the authorization is limited to a maximum of 10% of the share capital of the Company on the date of the resolution in relation to the authorization. The Management Board and Supervisory Board shall nonetheless in each instance carefully consider whether or not the exercise of the authorization is in the interests of the Company and its shareholders.

### **Other information and conditions of attendance**

On the basis of Article 2 of the Act on the Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law of March 27, 2020 (COVID-19 Act), the Management Board of ElringKlinger AG has decided, with the approval of the Supervisory Board, to hold the Annual General Meeting as a virtual AGM, i.e., without the physical presence of shareholders and their proxies. Thus, physical participation by shareholders or their proxies is excluded.

The entire Annual General Meeting will be broadcast live on the Internet via the online service from 10:00 a.m. on July 7, 2020. Please observe the following details. Shareholders or their proxies have the opportunity to exercise their voting rights by postal vote or by authorizing the proxies appointed by the Company, as specified below.

In accordance with Article 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 July 7, 2020, and who have registered with the Company in such a way that their notification is received, by the end of **June 30, 2020 at the very latest**, 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)

or electronically within the above registration period, using the access-protected online service for shareholders at

[www.elringklinger.de/hauptversammlung](http://www.elringklinger.de/hauptversammlung) shall be entitled to participate and exercise their voting right.

Registrations must be made in writing (so-called "text form").

#### **Details regarding the online service for shareholders**

A registration form and the personal access data required to use the online service will be sent to shareholders who are entered in the Company's share register no later than at the beginning of the 14th day before the Annual General Meeting (Tuesday, June 23, 2020, 00:00 hrs) together with the invitation to the Annual General Meeting. If shareholders do not receive the invitation documents automatically – for example, because they are not yet entered in the share register on the day relevant for dispatch – these will be sent to the shareholders concerned on request. Any such request should be sent to the above-mentioned registration address.

Using their personal access data, shareholders can register for the Annual General Meeting as part of the online service for shareholders, authorize a third party, grant power of attorney and instructions to the Company's proxies, and cast postal votes. Following on-time registration for the Annual General Meeting, power of attorney and instructions to the proxies of the Company and the postal votes cast can also be changed or revoked via the online service for shareholders until the commencement of voting at the Annual General Meeting.

### Voting by postal vote

Shareholders – in person or by proxy – may exercise their voting rights by postal vote. In this case, care must be taken to ensure that the shareholder has duly registered in good time by the above-mentioned deadline and at the above address. Postal votes can be submitted to the Company either at

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

or via the online service at [www.elringklinger.de/hauptversammlung](http://www.elringklinger.de/hauptversammlung).

Authorized intermediaries, in particular banks, shareholders' associations, proxy advisors, or other persons named in Section 135(8) of the Stock Corporation Act (Aktengesetz – AktG) may also use postal voting.

Postal votes sent by post, fax, or e-mail will be considered accordingly, provided they are received by the Company at the above address by **24:00 hrs. on June 30, 2020**. Using the online service, postal votes as well as changes thereto or revocations can also be made until the beginning of voting at the Annual General Meeting.

If both postal votes and authorizations/instructions to the proxies nominated by the Company are received from shareholders or their proxies, the last declaration submitted will always have priority. If different declarations are received

through different channels of communication and it is not possible to determine which one was submitted last, the declarations submitted via the online service shall be deemed authoritative.

### **Voting by proxy**

Shareholders who are listed in the share register also have the option of voting through a proxy, an intermediary, shareholders' associations, proxy advisors, or other persons named in Section 13(8) of the Stock Corporation Act (Aktiengesetz – AktG). 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 registration forms together with their voting instructions to the proxies of their choice so that the proxy may register in a timely manner by **June 30, 2020**, 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)

Postal votes sent by post, fax, or e-mail will be considered accordingly, provided they are received by the Company at the above address by **24:00 hrs. on June 30, 2020**. Using the online service, postal votes as well as changes thereto or revocations can also be made until the beginning of voting at the Annual General Meeting.

Banks, shareholders' associations, or other intermediaries covered by Section 135 of the Stock Corporation Act (Aktiengesetz – AktG) or persons treated as such pursuant to Section 135 of the Stock Corporation Act (Aktiengesetz – AktG) may only exercise voting rights for shares that do not belong to them but are entered in the share register as their owner on the basis of an authorization.

These proxies may also exercise the voting right at the Annual General Meeting only by postal vote or by authorizing the proxies nominated by the Company.

### **Voting via proxies appointed by the Company**

We offer our shareholders the possibility of being represented by official Company proxies at the Annual General Meeting. In this case, too, care must be taken to ensure that the shareholder registers properly.

Power of attorney and instructions may be issued in text form to the address stated above under Voting by postal vote, by fax to +49 89 30903-74675, or by e-mail to [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) and must be received by the Company by **24:00 hrs. on June 30, 2020**. The proxies may also be authorized and instructed via the online service on [www.elringklinger.de/hauptversammlung](http://www.elringklinger.de/hauptversammlung). When exercising the shareholders' voting rights, the proxies shall only act in accordance with the instructions issued to them. The granting of a power of attorney with instructions to the proxies appointed by the Company, its amendment, and its revocation via the online service



can also be executed until the beginning of voting at the Annual General Meeting. Please note that the proxies will not accept any instructions to file objections to resolutions of the Annual General Meeting or to ask questions or propose motions. If declarations that differ from one another are received via various means of transmission and it is not possible to identify which was submitted last, the declarations submitted via the online service will be considered first, followed by the declarations submitted by e-mail, then the declarations submitted by fax and finally declarations in paper 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 June 30, 2020**, 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 June 30, 2020. 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 in conjunction with COVID-19 Act.

- **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 **June 6, 2020, 24:00 hrs.** 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 Stock Corporation Act (Aktiengesetz – AktG) and counter motions pursuant to Section 126(1) Stock Corporation Act (Aktiengesetz – 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 counter motions relating to specific resolution proposals on the agenda. Counter motions 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 **June 22, 2020, 24:00 hrs**, 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 724-858548, e-mail [hauptversammlung@elringklinger.com](mailto:hauptversammlung@elringklinger.com). 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.

- **Right to information and right to put questions pursuant to Section 131(1) of the Stock Corporation Act (Aktiengesetz – AktG), Article 2 Section 1(2) of the COVID-19 Act**  
On the basis of Article 2 of the COVID-19 Act, shareholders do not have a right to information within the meaning of Section 131(1) of the Stock Corporation Act (Aktiengesetz – AktG), but they must be given the opportunity to submit questions. This does not constitute a right to receive an answer.

With the approval of the Supervisory Board, the Management Board has decided that questions by shareholders registered for the Annual General Meeting are to be directed at the Management Board via the online service at [www.elringklinger.de/hauptversammlung](http://www.elringklinger.de/hauptversammlung).

Questions shall relate to issues regarding 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.

Questions from shareholders must reach the company via the online service by **24:00 hrs. on July 4, 2020**, at the latest. For technical reasons, the scope of the individual question may be limited to a certain number of characters. However, this does not limit the number of possible questions.

The Management Board decides which questions it answers and how to answer them, based on its own dutiful and free discretion. In particular, it may summarize questions and select meaningful questions in the interest of the other shareholders. Furthermore, the Management Board may give preference to shareholder associations and institutional investors with significant voting interests. Questions in foreign languages (i.e., languages other than German) will not be considered. The Management Board reserves the right to answer recurring questions in general terms in advance on the Company's website.

- **Possibility to appeal against resolutions of the virtual Annual General Meeting in accordance with Article 2 Section 1(2) no. 4 COVID-19 Act:**

Shareholders who have exercised their voting rights by postal vote or by authorizing the proxies nominated by the Company may object to resolutions of the Annual General Meeting via the online service at [www.elringklinger.de/](http://www.elringklinger.de/)

hauptversammlung. The declaration can be made via the online service from the commencement of the Annual General Meeting until its conclusion.

### **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 July 7, 2020, and the documents relating to registration, postal vote, 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 2019 by contacting ElringKlinger AG, Hauptversammlung, Max-Eyth-Straße 2, 72581 Dettingen/Erms, Germany (Fax +49 (0)7123 724-858548 or e-mail [hauptversammlung@elringklinger.com](mailto:hauptversammlung@elringklinger.com)). Please state your full address.

**Internet broadcast**

The entire Annual General Meeting will be streamed live on the Internet at [www.elringklinger.de/hauptversammlung](http://www.elringklinger.de/hauptversammlung) from 10:00 a.m. on July 7, 2020, for shareholders of ElringKlinger AG. Shareholders will be granted online access by entering their shareholder number and the corresponding access password. The opening of the Annual General Meeting by the Chairperson of the Meeting and the speech by the CEO can also be followed live on the Internet at [www.elringklinger.de/hauptversammlung](http://www.elringklinger.de/hauptversammlung) by other interested parties and will be available there as a recording subsequent to the Annual General Meeting. The possibility for shareholders to participate in the Annual General Meeting even without being present at its location and without a proxy in accordance with Section 118(1) sentence 2 of the Stock Corporation Act (Aktiengesetz – AktG) and to exercise all or some of their rights in whole or in part by means of electronic communication does not exist – only within the scope of the possibilities created by the COVID-19 Act and set out in this invitation. In particular, the live broadcast does not permit participation in the Annual General Meeting within the meaning of Section 118(1) sentence 2 of the Stock Corporation Act (Aktiengesetz – AktG).

**Publication in the Federal Gazette**

The Annual General Meeting on July 7, 2020, was convened by publication of the above agenda on May, 27th 2020 in the Federal Gazette.

Dettingen/Erms, May 2020

ElringKlinger AG

The Management Board



**Dr. Stefan Wolf**

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**Theo Becker**

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**Thomas Jessulat**

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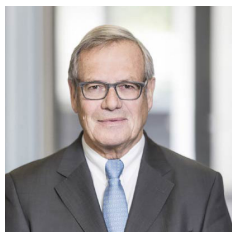
**Reiner Drews**

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# Appendix

## to Item 5 of the Agenda

### Resolution on elections to the Supervisory Board



#### **Klaus Eberhardt**

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##### **Personal details**

- Born 1948
- Self-employed consultant
- Former CEO of Rheinmetall AG, Düsseldorf

##### **Education**

Degree program in Mathematics, Physics, and Economics in Tübingen.

##### **Professional career**

Following his degree in Mathematics (Diplom-Mathematiker), Klaus Eberhardt embarked on a career at Standard Elektrik Lorenz AG in 1972. In 1985, he joined Messerschmitt Bölkow-Blohm GmbH (later DASA), where he held various management positions. As from 1992, he was employed at TEMIC Telefunken microelectronic GmbH, where he ultimately held the position of Managing Director. In 1997, he was appointed to the Management Board of Rheinmetall AG. From 2000 to 2012, he directed Rheinmetall AG in his capacity as CEO.





## **Rita Forst**

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### **Personal details**

- Born 1955
- Self-employed consultant
- Former member of the Management Board of Adam Opel AG, Rüsselsheim

### **Education**

Degree in Mechanical Engineering at the University of Darmstadt, majoring in Energy and Heat Engineering.

### **Professional career**

Rita Forst began her career in 1977 at Adam Opel AG in Rüsselsheim, where she was assigned to the engine development unit. In 1984, she completed a one-year General Motors International Trainee Program in Detroit, Michigan/USA, which included a Bachelor's degree in Mechanical Engineering from the General Motors Institute. Having held several management positions at Opel and subsidiaries of General Motors, Rita Forst was appointed to the Management Board of Adam Opel AG in 2010. Until 2012, she was responsible for overseeing Technical Development at Opel as well as European R&D activities at General Motors.



## **Andreas Wilhelm Kraut**

### **Personal details**

- Born 1973
- Chairman and CEO of Bizerba SE & Co. KG, Balingen

### **Education**

Studied Business Administration at the University of Erlangen-Nürnberg.

### **Professional career**

Andreas Wilhelm Kraut began his professional career in 2000 as a management trainee at Heidelberger Druckmaschinen AG. From 2001 onward he held the position of Area Sales Manager, before being appointed Head of Sales in 2003. In 2004, Andreas Wilhelm Kraut joined the Bizerba Group, where he initially held the position of Vice President Sales & Marketing. This was followed by the post of President and CEO at one of the company's US subsidiaries. In 2009, he returned to Bizerba GmbH & Co. KG, Balingen, Germany, in the role of Managing Partner. He was appointed Chief Executive Officer in 2011. Since August 2016, Andreas Wilhelm Kraut has been responsible for Sales, Development, and Global Quality in his capacity as Chairman and CEO of Bizerba SE & Co. KG.



## **Helmut P. Merch**

### **Personal details**

- Born 1956
- Member of the Management Board of Rheinmetall AG

### **Education**

Studied Economics and Business Administration (Diplom-Kaufmann) in Aachen and Essen.

### **Professional career**

Helmut P. Merch, employed within the Rheinmetall Group since 1982, has been a member of the Management Board of Rheinmetall AG since January 1, 2013. There the graduate in Economics and Business Administration oversees the areas of finance and controlling. From the outset, he has held various management positions at subsidiaries, including divisional manager and Management Board member of the former mechanical engineering subsidiary Jagenberg AG and deputy CEO of the former electronics subsidiary Aditron AG. Since 2001, he has held the position of Chief Financial Officer of the Defence division.



## **Gabriele Sons**

### **Personal details**

- Born 1960
- Attorney at Law
- Former member of the Management Board of thyssenkrupp Elevator AG

### **Education**

Studied law in Munich, Heidelberg, and Mainz.

### **Professional career**

Gabriele Sons began her career in 1991 at Deutsche Lufthansa AG as an advisor on collective bargaining policy and consultant on employment law. She was subsequently appointed Head of Personnel and Legal Affairs, followed by a role as Head of Personnel and Social Affairs. From 1996, she held the position of Head of HR Germany at Wella AG, before joining Compass Group Deutschland GmbH and Eurest Deutschland GmbH in 1999 as a senior executive. In 2003, Gabriele Sons was appointed as Managing Director (Human Resources) at Schindler Deutschland Holding GmbH. As from 2008, Gabriele Sons was Managing Director (Personnel) at thyssenkrupp Industrial Services Holding GmbH and TK Industrieservice GmbH. From 2010 to 2012, she was Managing Director of Gesamtmetall, an employer's federation. Between October 2012 and October 2017, Gabriele Sons was a member of the Management Board of thyssenkrupp Elevator AG.



## **Manfred Strauß**

### **Personal details**

- Born 1951
- Managing Partner of M&S Messebau & Service GmbH, Neuhausen a. d. F.

### **Education**

Studied Interior Design in Munich.

### **Professional career**

Manfred Strauß was Sales Manager and Interior Designer at Hospes Messebau in Stuttgart from 1976 to 1978. He then founded M&S marketing und service Architekturbüro, Messe-, Kongress-, Event- und Veranstaltungstechnik. In 1980, M&S messebau und service GmbH was established. In 2007, he took over the management of the Lechler companies in Ludwigsburg. Manfred Strauß has been a member of the Supervisory Board of ElringKlinger AG since 2000. In 1979, Manfred Strauß joined the Advisory Board of Pro Stuttgart Verkehrsverein and was elected to its Management Board in 2012.

**Details of data protection**

Your personal data are processed for the purposes of managing the share 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.de/hauptversammlung](http://www.elringklinger.de/hauptversammlung). On request, ElringKlinger AG is also able to send you a printed version of the aforementioned information.



# Request for printed Annual Report

Please send me your printed Annual Report 2019  
(kindly complete in block letters)

NAME: \_\_\_\_\_

ADDRESS: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

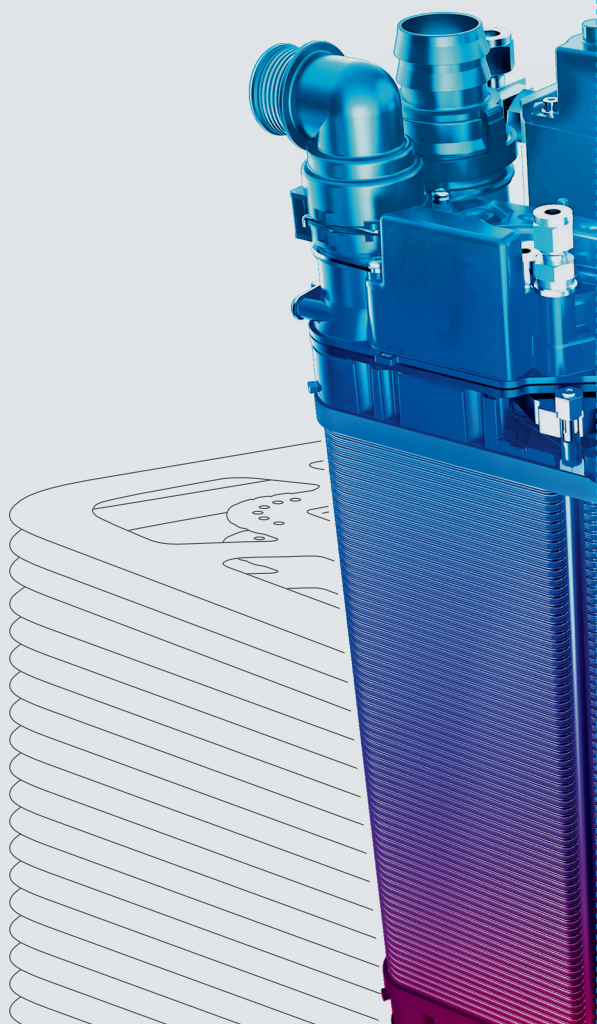
The Annual Report 2019 and Financial Statements of ElringKlinger AG can be  
downloaded in PDF format on [www.elringklinger.com](http://www.elringklinger.com) (Investor Relations/Publications).

By fax: +49 7123 724-858548

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

Please affix  
a stamp





# Financial Calendar 2020

JULY

07

115th Annual General  
Shareholders' Meeting

AUGUST

11

Interim Report  
on the 2nd Quarter and  
1st Half of 2020

NOVEMBER

10

Interim Report  
on the 3rd Quarter and  
1st Nine Months of 2020

MAY 2021

18

116th Annual General  
Shareholders' Meeting,  
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).