# Invitation

to the 110th Annual General Meeting of ElringKlinger AG, Dettingen/Erms

ISIN DE 0007856023, WKN 785 602





# Key Figures ElringKlinger Group

(IFRS)

Order intake         € million         1,418.6         1,284.4         1,134.8           Order backlog         € million         688.2         595.4         456.0           Sales revenue         € million         1,325.8         1,150.1         1,127.2           Cost of sales         € million         967.4         824.5         815.0           Gross profit margin         27.0 %         28.3 %         27.7 %           EBITDA         € million         154.0         164.2 5         138.6           EBIT margin         11.6 %         14.3 % 5         12.3 %           Earnings before taxes         € million         153.1         148.9 5         123.6           Net income         € million         110.6         111.2 5         89.2           Net income attributable to shareholders of ElringKlinger AG         € million         105.7         105.4 5         85.7           Net cash from operating activities         € million         149.9         119.0         112.3           Net cash from investing activities         € million         20.1         14.7         -13.3           Operating free cash flow²         € million         20.1         14.7         -13.3           Equity         € million         1,55			2014	20134	2012
Order backlog         € million         688.2         595.4         456.0           Sales revenue         € million         1,325.8         1,150.1         1,127.2           Cost of sales         € million         967.4         824.5         815.0           Gross profit margin         27.0 %         28.3 %         27.7 %           EBITDA         € million         154.0         164.2 5         138.6           EBIT margin         11.6 %         14.3 % 5         12.3 %           Earnings before taxes         € million         153.1         148.9 5         123.6           Net income         € million         110.6         111.2 5         89.2           Net income attributable to shareholders of ElringKlinger AG         € million         105.7         105.4 5         85.7           Net cash from operating activities         € million         105.7         105.4 5         85.7           Net cash from financing activities         € million         105.7         105.4 5         85.7           Net cash from financing activities         € million         20.1         14.7         -13.3           Operating free cash flow <sup>2</sup> € million         15.8 8         1,392.1         1,268.6           Equity ratio <t< td=""><td></td><td></td><td>4.440.4</td><td>1 201 1</td><td>4 40 4 0</td></t<>			4.440.4	1 201 1	4 40 4 0
Sales revenue       € million       1,325.8       1,150.1       1,127.2         Cost of sales       € million       967.4       824.5       815.0         Gross profit margin       27.0 %       28.3 %       27.7 %         EBITDA       € million       233.4       238.6 5       218.0         EBIT margin       11.6 %       14.3 % 5       123.6         EBIT margin       11.6 %       14.3 % 5       123.6         Net income       € million       153.1       148.9 5       123.6         Net income       € million       110.6       111.2 5       89.2         Net income attributable to shareholders of ElringKlinger AG       € million       105.7       105.4 5       85.7         Net cash from operating activities       € million       149.9       119.0       112.3         Net cash from investing activities       € million       -168.0       -126.4       -108.2         Net cash from financing activities       € million       20.1       14.7       -13.3         Operating free cash flow²       € million       1,558.8       1,392.1       1,268.6         Equity       € million       775.2       701.3       642.2         Equity ratio       49.7 %       50					
Cost of sales         € million         967.4         824.5         815.0           Gross profit margin         27.0 %         28.3 %         27.7 %           EBITDA         € million         233.4         238.65         218.0           EBIT 1         € million         154.0         164.25         138.6           EBIT margin         11.6 %         14.3 %5         12.3 %           Earnings before taxes         € million         153.1         148.95         123.6           Net income         € million         110.6         111.25         89.2           Net income attributable to shareholders of ElringKlinger AG         € million         105.7         105.45         85.7           Net cash from operating activities         € million         149.9         119.0         112.3           Net cash from investing activities         € million         -168.0         -126.4         -108.2           Net cash from financing activities         € million         20.1         14.7         -13.3           Operating free cash flow²         € million         1,558.8         1,392.1         1,268.6           Equity         € million         775.2         701.3         642.2           Equity ratio         49.7 %         <	Order backlog	€ million	688.2	595.4	456.0
Cost of sales         € million         967.4         824.5         815.0           Gross profit margin         27.0 %         28.3 %         27.7 %           EBITDA         € million         233.4         238.65         218.0           EBIT 1         € million         154.0         164.25         138.6           EBIT margin         11.6 %         14.3 %5         12.3 %           Earnings before taxes         € million         153.1         148.95         123.6           Net income         € million         110.6         111.25         89.2           Net income attributable to shareholders of ElringKlinger AG         € million         105.7         105.45         85.7           Net cash from operating activities         € million         149.9         119.0         112.3           Net cash from investing activities         € million         -168.0         -126.4         -108.2           Net cash from financing activities         € million         20.1         14.7         -13.3           Operating free cash flow²         € million         1,558.8         1,392.1         1,268.6           Equity         € million         775.2         701.3         642.2           Equity ratio         49.7 %         <	Colores		1 225 0	11501	1 127 2
Gross profit margin       27.0 %       28.3 %       27.7 %         EBITDA       € million       233.4       238.65       218.0         EBIT¹       € million       154.0       164.2⁵       138.6         EBIT margin       11.6 %       14.3 %⁵       12.3 %         Earnings before taxes       € million       153.1       148.9⁵       123.6         Net income       € million       110.6       111.2⁵       89.2         Net income attributable to shareholders of ElringKlinger AG       € million       105.7       105.4⁵       85.7         Net cash from operating activities       € million       149.9       119.0       112.3         Net cash from investing activities       € million       -168.0       -126.4       -108.2         Net cash from financing activities       € million       20.1       14.7       -13.3         Operating free cash flow²       € million       1,558.8       1,392.1       1,268.6         Equity       € million       775.2       701.3       642.2         Equity ratio       49.7 %       50.4 %       50.6 %         Return on equity after taxes       8.2 %       9.2 %⁵       8.2 %         Return on Capital Employed (ROCE)       12.4 %					
EBITDA       € million       233.4       238.65       218.0         EBIT¹       € million       154.0       164.25       138.6         EBIT margin       11.6 %       14.3 %5       12.3 %         Earnings before taxes       € million       153.1       148.95       123.6         Net income       € million       110.6       111.25       89.2         Net income attributable to shareholders of ElringKlinger AG       € million       105.7       105.45       85.7         Net cash from operating activities       € million       -168.0       -126.4       -108.2         Net cash from investing activities       € million       -168.0       -126.4       -108.2         Net cash from financing activities       € million       20.1       14.7       -13.3         Operating free cash flow²       € million       -12.4       -4.2       8.2         Balance sheet total       € million       1,558.8       1,392.1       1,268.6         Equity       € million       775.2       701.3       642.2         Equity ratio       49.7 %       50.4 %       50.6 %         Return on equity after taxes       8.2 %       9.2 %5       8.2 %         Return on Capital Employed (ROCE)		€ million			
EBIT¹			27.0 %		27.7 %
EBIT margin	EBITDA	€ million	233.4	238.65	218.0
Earnings before taxes $€million$ 153.1 148.95 123.6 Net income $€million$ 110.6 111.25 89.2 Net income attributable to shareholders of ElringKlinger AG $€million$ 105.7 105.45 85.7 Net cash from operating activities $€million$ 149.9 119.0 112.3 Net cash from investing activities $€million$ 168.0 -126.4 -108.2 Net cash from financing activities $€million$ 20.1 14.7 -13.3 Operating free cash flow² $€million$ 1,558.8 1,392.1 1,268.6 Equity $€million$ 775.2 701.3 642.2 Equity ratio $£million$ 49.7 % 50.4 % 50.6 % Return on equity after taxes 8.2 % 9.2 % 58.2 % Return on Capital Employed (ROCE) 12.4 % 14.4 % 13.3 % Earnings per share $£million$ 34.8 3 31.7 28.5	EBIT <sup>1</sup>	€ million	154.0	164.25	138.6
Net income         € million         110.6         111.25         89.2           Net income attributable to shareholders of ElringKlinger AG         € million         105.7         105.45         85.7           Net cash from operating activities         € million         149.9         119.0         112.3           Net cash from investing activities         € million         -168.0         -126.4         -108.2           Net cash from financing activities         € million         20.1         14.7         -13.3           Operating free cash flow²         € million         -12.4         -4.2         8.2           Balance sheet total         € million         1,558.8         1,392.1         1,268.6           Equity         € million         775.2         701.3         642.2           Equity ratio         49.7 %         50.4 %         50.6 %           Return on equity after taxes         15.0 %         16.6 %5         14.2 %           Return on total assets after taxes         8.2 %         9.2 %5         8.2 %           Return on Capital Employed (ROCE)         12.4 %         14.4 %5         13.3 %           Earnings per share         € million         34.83         31.7         28.5	EBIT margin		11.6 %	14.3 % 5	12.3 %
Net income attributable to shareholders of ElringKlinger AG       € million       105.7       105.4 $^5$ 85.7         Net cash from operating activities       € million       149.9       119.0       112.3         Net cash from investing activities       € million       -168.0       -126.4       -108.2         Net cash from financing activities       € million       20.1       14.7       -13.3         Operating free cash flow²       € million       -12.4       -4.2       8.2         Balance sheet total       € million       1,558.8       1,392.1       1,268.6         Equity       € million       775.2       701.3       642.2         Equity ratio       49.7 %       50.4 %       50.6 %         Return on equity after taxes       15.0 %       16.6 %5       14.2 %         Return on total assets after taxes       8.2 %       9.2 %5       8.2 %         Return on Capital Employed (ROCE)       12.4 %       14.4 %5       13.3 %         Earnings per share       €       1.67       1.665       1.35         Dividends paid       € million       34.83       31.7       28.5	Earnings before taxes	$\in$ million	153.1	148.95	123.6
shareholders of ElringKlinger AG       € million       105.7       105.45       85.7         Net cash from operating activities       € million       149.9       119.0       112.3         Net cash from investing activities       € million       -168.0       -126.4       -108.2         Net cash from financing activities       € million       20.1       14.7       -13.3         Operating free cash flow²       € million       -12.4       -4.2       8.2         Balance sheet total       € million       7,558.8       1,392.1       1,268.6         Equity       € million       775.2       701.3       642.2         Equity ratio       49.7 %       50.4 %       50.6 %         Return on equity after taxes       15.0 %       16.6 %⁵       14.2 %         Return on total assets after taxes       8.2 %       9.2 %⁵       8.2 %         Return on Capital Employed (ROCE)       12.4 %       14.4 %⁵       13.3 %         Earnings per share       €       1.67       1.66⁵       1.35         Dividends paid       € million       34.8³       31.7       28.5	Net income	€ million	110.6	111.25	89.2
Net cash from investing activities       € million       -168.0       -126.4       -108.2         Net cash from financing activities       € million       20.1       14.7       -13.3         Operating free cash flow²       € million       -12.4       -4.2       8.2         Balance sheet total       € million       1,558.8       1,392.1       1,268.6         Equity       € million       775.2       701.3       642.2         Equity ratio       49.7 %       50.4 %       50.6 %         Return on equity after taxes       15.0 %       16.6 %⁵       14.2 %         Return on total assets after taxes       8.2 %       9.2 %⁵       8.2 %         Return on Capital Employed (ROCE)       12.4 %       14.4 %⁵       13.3 %         Earnings per share       €       1.67       1.66⁵       1.35         Dividends paid       € million       34.8³       31.7       28.5		€ million	105.7	105.45	85.7
Net cash from financing activities       € million       20.1       14.7       -13.3         Operating free cash flow²       € million       -12.4       -4.2       8.2         Balance sheet total       € million       1,558.8       1,392.1       1,268.6         Equity       € million       775.2       701.3       642.2         Equity ratio       49.7 %       50.4 %       50.6 %         Return on equity after taxes       15.0 %       16.6 %⁵       14.2 %         Return on total assets after taxes       8.2 %       9.2 %⁵       8.2 %         Return on Capital Employed (ROCE)       12.4 %       14.4 %⁵       13.3 %         Earnings per share       €       1.67       1.66⁵       1.35         Dividends paid       € million       34.8³       31.7       28.5	Net cash from operating activities	<i>€ million</i>	149.9	119.0	112.3
Operating free cash flow²       € million       -12.4       -4.2       8.2         Balance sheet total       € million       1,558.8       1,392.1       1,268.6         Equity       € million       775.2       701.3       642.2         Equity ratio       49.7 %       50.4 %       50.6 %         Return on equity after taxes       15.0 %       16.6 %⁵       14.2 %         Return on total assets after taxes       8.2 %       9.2 %⁵       8.2 %         Return on Capital Employed (ROCE)       12.4 %       14.4 %⁵       13.3 %         Earnings per share       €       1.67       1.66⁵       1.35         Dividends paid       € million       34.8³       31.7       28.5	Net cash from investing activities	€ million	-168.0	-126.4	-108.2
Balance sheet total       € million       1,558.8       1,392.1       1,268.6         Equity       € million       775.2       701.3       642.2         Equity ratio       49.7 %       50.4 %       50.6 %         Return on equity after taxes       15.0 %       16.6 % 5       14.2 %         Return on total assets after taxes       8.2 %       9.2 % 5       8.2 %         Return on Capital Employed (ROCE)       12.4 %       14.4 % 5       13.3 %         Earnings per share       €       1.67       1.665       1.35         Dividends paid       € million       34.8 3       31.7       28.5	Net cash from financing activities	€ million	20.1	14.7	-13.3
Equity       € million       775.2       701.3       642.2         Equity ratio       49.7 %       50.4 %       50.6 %         Return on equity after taxes       15.0 %       16.6 % <sup>5</sup> 14.2 %         Return on total assets after taxes       8.2 %       9.2 % <sup>5</sup> 8.2 %         Return on Capital Employed (ROCE)       12.4 %       14.4 % <sup>5</sup> 13.3 %         Earnings per share       €       1.67       1.66 <sup>5</sup> 1.35         Dividends paid       € million       34.8³       31.7       28.5	Operating free cash flow <sup>2</sup>	€ million	-12.4	-4.2	8.2
Equity ratio $49.7\%$ $50.4\%$ $50.6\%$ Return on equity after taxes $15.0\%$ $16.6\%^5$ $14.2\%$ Return on total assets after taxes $8.2\%$ $9.2\%^5$ $8.2\%$ Return on Capital Employed (ROCE) $12.4\%$ $14.4\%^5$ $13.3\%$ Earnings per share $€$ $1.67$ $1.66^5$ $1.35$ Dividends paid $€$ million $34.8^3$ $31.7$ $28.5$	Balance sheet total	<i>€ million</i>	1,558.8	1,392.1	1,268.6
Return on equity after taxes       15.0 %       16.6 %⁵       14.2 %         Return on total assets after taxes       8.2 %       9.2 %⁵       8.2 %         Return on Capital Employed (ROCE)       12.4 %       14.4 %⁵       13.3 %         Earnings per share       €       1.67       1.66⁵       1.35         Dividends paid       € million       34.8³       31.7       28.5	Equity	€ million	775.2	701.3	642.2
Return on total assets after taxes       8.2 %       9.2 %5       8.2 %         Return on Capital Employed (ROCE)       12.4 %       14.4 %5       13.3 %         Earnings per share       €       1.67       1.665       1.35         Dividends paid       € million       34.83       31.7       28.5	Equity ratio		49.7 %	50.4%	50.6%
Return on Capital Employed (ROCE)       12.4 %       14.4 % 5       13.3 %         Earnings per share $\epsilon$ 1.67       1.66 5       1.35         Dividends paid $\epsilon$ million       34.8 3       31.7       28.5	Return on equity after taxes		15.0 %	16.6 %5	14.2 %
Earnings per share $\in$ 1.67 1.66 $^{5}$ 1.35 Dividends paid $\in$ million 34.8 $^{3}$ 31.7 28.5	Return on total assets after taxes		8.2 %	9.2 %5	8.2 %
Dividends paid € million 34.8³ 31.7 28.5	Return on Capital Employed (ROCE)		12.4 %	14.4 %5	13.3 %
200	Earnings per share	€	1.67	1.665	1.35
Dividend per share $\epsilon$ 0.55 <sup>3</sup> 0.50 0.45	Dividends paid	€ million	34.83	31.7	28.5
	Dividend per share	€	0.553	0.50	0.45

<sup>&</sup>lt;sup>1</sup> EBIT corresponds to operating result (excl. currency effects)

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

<sup>&</sup>lt;sup>3</sup> Proposal to the Annual General Shareholders' Meeting 2015

<sup>&</sup>lt;sup>4</sup> Prior-year figures restated in accordance with IFRS 11

<sup>&</sup>lt;sup>5</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 Shurcholder,

You are hereby cordially invited to attend our 110th Annual General Meeting, which is scheduled to take place at 10.00 a.m. on Wednesday, May 13, 2015, in the Hegelsaal of the Stuttgart Liederhalle Culture and Congress Center, at Berliner Platz 1-3, 70174 Stuttgart, Germany.

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

#### 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 2014, 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") 2014.

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 May 14, 2015.

#### Item 3

Resolution on the approval of the actions of the Management Board members for the financial year 2014.

The Management Board and Supervisory Board propose that the actions of the members of the Management Board in the financial year 2014 be approved.

#### Item 4

Resolution on the approval of the actions of the Supervisory Board members for the financial year 2014.

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board in the financial year 2014 be approved.

#### Item 5

Resolution on the appointment of the auditor for the separate and consolidated financial statements for the financial year 2015.

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 2015.

#### Item 6

Resolution on elections 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. On conclusion of the Annual General Meeting of May 13, 2015, 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. The Annual General Meeting is not bound by nominations. In accordance with the German Corporate Governance Code, the election shall be conducted on an individual basis. The new employee representatives to be appointed to the Supervisory Board were elected in March 2015. Their term in office shall also commence on conclusion of the Annual General Meeting on May 13, 2015.

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

Klaus Eberhardt, 67 years of age, Lindau Former CEO of Rheinmetall AG

Rita Forst, 60 years of age, Dörsdorf Mechanical Engineer

Walter Herwarth Lechler, 72 years of age, Stuttgart Managing Partner of Lechler GmbH

**Prof. Hans-Ulrich Sachs, 62 years of age, Bremen**Managing Partner of betec Umformtechnik GmbH

Gabriele Sons, 54 years of age, Ratingen

Member of the Management Board of ThyssenKrupp

Elevator AG

# Manfred Strauß, 63 years of age, Stuttgart

Managing Partner of M&S Messebau & 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 2019.

#### Item 7

Resolution on the authorization relating to the purchase of own shares (treasury shares) and their use.

The authorization resolved by the Annual General Meeting of May 21, 2010, in respect of the purchase of own shares (treasury shares) expires on May 21, 2015. Pursuant to Section 71(1) sentence 1 no. 8 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 May 14, 2015, and remain valid until May 13, 2020. The existing authorization for the purchase of own shares (treasury shares) under the resolution passed on May 21, 2010, shall be cancelled.

- 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) 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).

#### Item 8

Resolution on the adjustment of Supervisory Board compensation.

At present, compensation (including reimbursement of expenses) in respect of members of the Supervisory Board is stipulated as follows, in accordance with Section 13(1) of the Articles of Association of the Company in conjunction with the resolutions of the Annual General Meeting of June 8, 2005, May 31, 2011, and May 16, 2013:

Each member of the Supervisory Board shall receive fixed compensation of EUR 10,000 per annum and variable compensation equivalent to 0.02% per annum of the average Group earnings before taxes of the three preceding financial years. 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. Expenses incurred

in connection with Supervisory Board meetings shall be reimbursed to an appropriate extent.

In 2011 reimbursements of expenses in connection with the attendance of Supervisory Board meetings were adjusted in line with the requirements of the German Corporate Governance Code. In 2013 the basis of calculating variable compensation was adjusted in line with the requirements of the German Corporate Governance Code. Beyond this, compensation has remained unchanged since 2005, despite the Company's growth and the more extensive demands associated with the role of a Supervisory Board member. The level of fixed compensation is to be raised in acknowledgement of these developments. At the same time, the variable component of compensation is to be capped.

The Management Board and Supervisory Board propose that the existing provisions governing compensation be amended as follows:

Fixed compensation for each member of the Supervisory Board shall be EUR 20,000 per annum. Variable compensation shall be a maximum of EUR 40,000 per annum. Beyond this, the existing provisions governing compensation shall remain unchanged.

#### Item 9

Resolution on the approval of the compensation system relating to Management Board members.

Pursuant to Section 120(4) AktG, the Annual General Meeting may resolve on the approval of the compensation system relating to Management Board members. The system of

Management Board compensation was revised effective from January 1, 2014. Details thereof are presented in the compensation report, which forms an integral part of the documents that may be accessed online on the Company's website under the section entitled Investor Relations/Annual General Meeting (cf. Item 1). On request, the documents can be forwarded to shareholders free of charge. They will also be made available at the Annual General Meeting.

The Supervisory Board and Management Board propose that the system of compensation in respect of Management Board members, as applicable at January 1, 2014, be approved.

Additional disclosures relating to Item 6 under Section 125(1) sentence 5 AktG and Section 5.4.1 of the German Corporate Governance Code.

As of March 25, 2015, the shareholder representatives whose names were put forward 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 Dürr AG, Stuttgart
- b) none

#### Rita Forst

- a) none
- b) Joh. Winkelhofer Beteiligungs GmbH & Co. KG, Munich (member of the advisory board)
   Metalsa, S.A. de C.V., Monterrey, Mexico (member of the advisory board)

#### Walter Herwarth Lechler

- a) none
- b) Lechler Ltd., Sheffield/United Kingdom (member of the board of directors)

#### Prof. Hans-Ulrich Sachs

- a) none
- b) none

#### Gabriele Sons

- a) none
- b) none

#### Manfred Strauß

- a) none
- b) Pro Stuttgart Verwaltungs GmbH, Stuttgart (member of the shareholder meeting)
  - Pro Stuttgart Verkehrsverein, Stuttgart (member of the advisory board)
  - Eroca AG, Basel (member of the board of directors)

As regards Section 5.4.1 of the German Corporate Governance Code, the Company hereby declares that in the opinion of the Supervisory Board Mr. Eberhardt, Ms. Forst, Prof. Sachs and Ms. Sons do not have 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. Lechler has a personal shareholding – and via Lechler GmbH, in which he is an investor – of 22.027% (as of March 25, 2015) in ElringKlinger AG. Beyond this, there are small-scale business relations between Lechler GmbH and the Group

entities of ElringKlinger AG, as disclosed in the annual report as of December 31, 2014. Mr. Manfred Strauß is the managing director of Lechler Beteiligungs-GmbH. Lechler Beteiligungs-GmbH holds 10.03% (as of March 25, 2015) of the shares in ElringKlinger AG. In addition, Mr. Strauß is the managing director of KWL Beteiligungs-GmbH, the managing director and partner (without an entitlement to profits and to potential proceeds from disposal or liquidation) of Elrena GmbH and a member of the board of directors of Eroca AG. Together, KWL Beteiligungs-GmbH, Lechler Beteiligungs-GmbH, Elrena GmbH and Eroca AG hold 28.99% (as of March 25, 2015) of the shares in ElringKlinger AG.

In connection with Item 7, 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 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 use of treasury shares currently exist. The authorization shall be valid until May 13, 2020, and shall replace the current

five-year authorization to acquire treasury shares, which would otherwise end on May 21, 2015.

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 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.

#### **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 13, 2015, and who have registered with the Company in such a way that their notification is received, by the end of **May 6, 2015**, 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 6, 2015, 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 6, 2015. 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 12, 2015. 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 April 28, 2015, 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)7123/724-459. 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 6, 2015, 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 6, 2015.

# 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 13, 2015, 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 2014 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, March 2015

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.

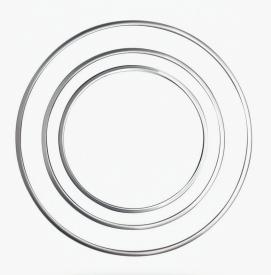
# Traveling from the direction of Basel/Karlsruhe/Zürich/Konstanz:

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.

# **pure** process

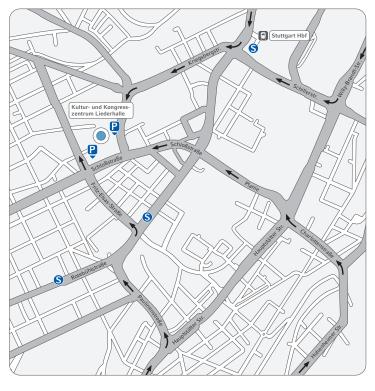




# How to find us

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.

- Tiefgarage Liederhalle, Breitscheidstraße
- Tiefgarage Kultur- und Kongresszentrum Liederhalle, Holzgartenstraße

# Request for printed Annual Report

Please send me your printed Annual Report 2014 (kindly complete in block letters)

DDRESS:	

downloaded in PDF format on www.elringklinger.com (Investor Relations/Financial Reports). The Annual Report 2014 and Financial Statements of ElringKlinger AG 2014 can be

# Please affix a stamp

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

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

# **Corporate Calendar** 2015

## 05/06/2015

Interim Report on the 1st Quarter of 2015

#### 05/13/2015

110th Annual General Shareholders' Meeting, Stuttgart, Cultural and Congress Center Liederhalle, 10:00 a.m. CEST

#### 08/05/2015

Interim Report on the 2nd Quarter and 1st Half of 2015

#### 11/09/2015

Interim Report on the 3rd Quarter and First Nine Months of 2015

#### 05/31/2016

111th Annual General Shareholders' Meeting, Stuttgart

