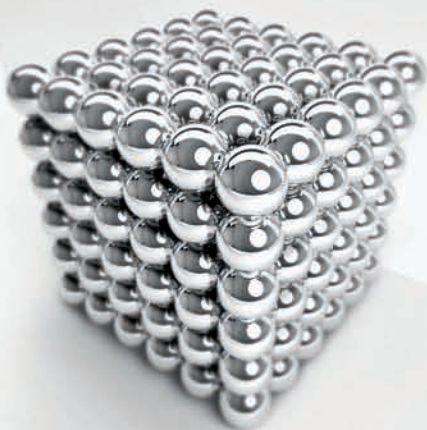


## INVITATION

TO THE 107TH ANNUAL GENERAL MEETING  
OF ELRINGKLINGER AG, DETTINGEN / ERMS

– ISIN DE 0007856023, WKN 785 602 –



**elring**klinger

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

Dear Shareholder,

We hereby invite you most cordially to our 107th Annual General Meeting, which shall take place at 10.00 a.m. on Wednesday, May 16, 2012, in the Hegelsaal of the Stuttgart Liederhalle Culture and Congress Center, at Berliner Platz 1-3, 70174 Stuttgart.

The convening of the Annual General Meeting as well as the agenda were published in the electronic Federal Gazette on April 2, 2012.

### Item 1

Submission of the adopted financial statements, the approved consolidated financial statements and the management report of ElringKlinger AG as well as of the Group management report for the financial year 2011, the report of the Supervisory Board and the explanatory statements of the Management Board in accordance with Sections 289(4) and 315(4) of the German Commercial Code (Handelsgesetzbuch).

The above documents and the proposal of the Management Board for the appropriation of profits can be accessed online at [www.elringklinger.de/hv2012](http://www.elringklinger.de/hv2012).

### Item 2

Resolution on the appropriation of distributable profit ("Bilanzgewinn") 2011.

The Management Board and the Supervisory Board propose that the distributable profit of EUR 37,145,787.18 presented in the financial statements be appropriated as follows:

- a) Distribution of a dividend of EUR 0.40, in addition to a special bonus of EUR 0.18 as an appropriate contribution to shareholders in respect of the one-time gain from the disposal of the Ludwigsburg industrial park in 2011, per no-par-value share carrying dividend rights

**63,359,990 shares x EUR 0.58 per share =  
EUR 36,748,794.20**

The dividend shall be paid out on 17 May 2012.

- b) Allocation of EUR 396,992.98 to other revenue reserves.

**Item 3**

Resolution on the approval of the actions of the Management Board members for the financial year 2011.

The Management Board and Supervisory Board propose that the actions of the members of the Management Board in the financial year 2011 be approved.

**Item 4**

Resolution on the approval of the actions of the Supervisory Board members for the financial year 2011.

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board in the financial year 2011 be approved.

**Item 5**

Resolution on the appointment of the auditor for the separate and consolidated financial statements for the financial year 2012.

The Supervisory Board proposes that

PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Stuttgart,

be appointed as the auditor for the separate and consolidated financial statements for the financial year 2012.

## Item 6

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

In accordance with Section 96(1) AktG and Section 7(1) sentence 1 no. 1 MitbestG, the Supervisory Board of the Company consists of twelve members. Of the twelve members of the Supervisory Board, six are elected by the shareholders and six by the staff of the Company's domestic operating sites and subsidiaries. Dr. Hahn has stepped down from his role as Supervisory Board member effective from the end of the Annual General Meeting on May 16, 2012. To replace him, a new member of the Supervisory Board will have to be elected by the shareholders as their representative. The Annual General Meeting is not bound by nominations.

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

**Prof. Hans-Ulrich Sachs, 59 years of age, Bremen**

Managing Partner of BeTec GmbH

As at April 2, 2012, Prof. Sachs is not a member of other statutory supervisory boards and/or comparable domestic/foreign supervisory bodies of commercial enterprises within the meaning of Section 125(1) sentence 5 AktG.

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

## Item 7

Resolution on the cancellation of existing Authorized Capital and the creation of new Authorized Capital, with the possibility of excluding subscription rights, and a corresponding amendment to the Articles of Association.

The authorization resolved by the Annual General Meeting on May 21, 2010, listed under agenda Item 10 at the time, in respect of an increase in share capital by up to EUR 28,800,000.00 in total (Authorized Capital 2010), expires on May 25, 2015, and has been utilized by EUR 5,759,990 in total. To the extent that it has not been utilized, this authorization is to be cancelled and replaced by new Authorized Capital (2012).

The Management Board and Supervisory Board propose the following resolution:

a) Cancellation of the existing authorization

The authorization granted by the Annual General Meeting of ElringKlinger AG on May 21, 2010, under Section 4(3) of the Articles of Association, shall be cancelled as and when new Authorized Capital comes into effect pursuant to point b) below.

b) New authorization and amendment to Section 4(3) of the Articles of Association

“3. Subject to the approval of the Supervisory Board, the Management Board is authorized to increase share capital in the period up to May 17, 2017, through the issue of new shares for cash/non-cash contributions, in one or more stages, by an aggregate of no more than EUR 31,679,995 (Authorized Capital 2012). Shareholders are generally to be furnished with a subscription

right. The shares may also be taken up by one or several banks, with the proviso that said shares shall be offered to shareholders for subsequent subscription. However, the Management Board shall be authorized, with the consent of the Supervisory Board, to exclude the subscription right of shareholders,

- in order to eliminate fractional amounts;
- if and when the increase in share capital is executed for a non-cash contribution in particular for the purpose of acquiring companies, parts of companies or shareholdings in companies or other assets associated with acquisition plans or as part of business combinations;
- if and when the new shares are issued for a cash contribution and the issue price for each new share is not significantly below the market price of the existing exchange-listed shares and the shares issued with an exclusion of the subscription right pursuant to Section 186(3) sentence 4 AktG represent no more than 10 % of the share capital in total, this being the case neither at the date at which this authorization comes into effect nor at the date at which it is exercised. Shares that are issued or sold during the validity of this authorization with the exclusion of subscription rights, in direct or analogous application of Section 186(3) sentence 4 AktG, shall be included in the maximum limit of 10 % of share capital.

The conditions and details of share issuances from Authorized Capital 2012 shall be determined by the Management Board with the approval of the Supervisory Board.”



## Report to the Annual General Meeting

In connection with Item 7, the Management Board gives the following report on the exclusion of subscription rights as regards the utilization of Authorized Capital in accordance with Section 203(2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG.

The Management Board and Supervisory Board propose to the Annual General Meeting that the Management Board be authorized, with the consent of the Supervisory Board, to increase the Company's share capital once or in several stages by issuing new shares for cash/non-cash contributions by up to EUR 31,679,995. This authorization shall remain valid until May 17, 2017. The Management Board shall be responsible for determining the further details. The rationale behind Authorized Capital is to allow the Company to obtain equity quickly and efficiently on favorable terms when required.

As regards the utilization of Authorized Capital, shareholders are generally to be furnished with a subscription right. However, the Management Board shall be authorized to exclude this subscription right, with the consent of the Supervisory Board, in the following cases:

- Elimination of fractional amounts

Exclusion of the subscription right for the purpose of eliminating fractional amounts may be necessary in order to ensure practicable subscription ratios. This facilitates the process of allocating subscription rights and their execution. The thus resulting new shares for which subscription rights have been excluded will be utilized to achieve the best possible benefit for the Company.




- Capital increase with non-cash contribution

The Management Board is authorized, with the consent of the Supervisory Board, to exclude the subscription right if the increase in share capital is executed in exchange for non-cash contributions, particularly for the purpose of acquiring companies, parts of companies or shareholdings in companies or other assets associated with corporate acquisitions or as part of business combinations. This instrument will allow the Company to seize purchase opportunities quickly, efficiently and without the need for financial liabilities or cash in the interest of the Company's further advancement. This applies in particular to those cases in which the seller expects to receive shares in the Company as consideration. This authorization allows the Management Board to react swiftly to proposals and offers, without having to wait for a resolution to be passed by the General Meeting of Shareholders; such delays may be to the detriment of opportunities existing within this area. In each specific case, the Management Board will assess with the utmost diligence whether it should avail itself of its authorization to exclude subscription rights. The essential prerequisite is that any exclusion of subscription rights must be in the interest of the Company and shareholders. The issue price for the new shares would be determined by the Management Board, with the consent of the Supervisory Board and with due consideration for the interests of the Company.

- Capital increase equivalent to no more than 10 % of share capital for cash contribution

The Management Board shall be authorized, with the consent of the Supervisory Board, to issue new shares for cash contribution with the exclusion of subscription rights in accordance with Section 186(3) sentence 4 AktG. In this context, the amount by which the Company's capital is increased shall not exceed 10 % of its existing share capital either at the date at which the authorization comes into effect or at the date at which the authorization is exercised. All shares that – either in direct or analogous application of Section 186(3) sentence 4 AktG – are issued or sold on the basis of other authorizations, particularly those relating to the use of treasury shares, during the validity of this authorization and up to the date at which this authorization is exercised shall be included in the aforementioned upper limit. Under statutory provisions, the exclusion of subscription rights is only permissible if the issue price of the new shares is not significantly below the market price of the existing exchange-listed shares. The aforementioned conditions ensure a suitable balance between the interests of shareholders as regards the protection against dilution of their investment and the interests of the Company with regard to obtaining equity quickly and efficiently. Shareholders excluded from pre-emptive subscription have the opportunity to purchase the shares via the stock exchange at terms that are largely identical for the purpose of maintaining their investment ratio. The Management Board and Supervisory Board regard the authorization to exclude subscription rights as essential in order

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to ensure that the Company can seize opportunities arising within the capital market or favorable conditions within the stock market quickly and efficiently, without having to contend with the formal procedures and statutory deadlines associated with an equity offering with subscription rights. The Management Board shall only avail itself of this authorization after a diligent assessment of the situation in each case and with due consideration for the interests of the shareholders and the Company, with the prior consent of the Supervisory Board.

The Management Board shall report on the utilization of Authorized Capital at the next Annual General Meeting convening subsequent to an equity offering.

#### **Conditions of attendance**

In accordance with Section 17 of the Articles of Association of ElringKlinger AG dated October 6, 2010, those shareholders who are listed as shareholders in the Company's share register on the day of the Annual General Meeting, i.e. on May 16, 2012, and who have registered with the Company in such a way that their notification is received, **by the end of May 9, 2012**, by

Hauptversammlung ElringKlinger AG  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg  
Fax (069/256 270 49)  
E-mail (hv@adeus.de)

shall be entitled to attend the Annual General Meeting. Registrations must be made in writing.

No modifications shall be made to the share register of the Company between the last day on which it is possible to register to attend the Annual General Meeting and the end of the Annual General Meeting.

### **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 requests must be made in writing and be received by the Company, at the latest, thirty days prior to the Annual General Meeting, i.e. on **April 15, 2012**. An explanation or a resolution proposal must be included with each request. In accordance with Section 122(2) sentence 1 AktG in conjunction with Section 142(2) sentence 2 AktG, the shareholders shall be obliged to furnish evidence that they have owned the requisite number of shares for at least three months prior to the date of receipt of the request by the Company.



- **Alternative proposals for the appointment of the auditor and/or the member of the Supervisory Board in accordance with Section 127 AktG and counter motions 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 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 General Meeting of Shareholders, i.e. on **May 1, 2012**, so that they can be made readily accessible by the Company.

The requests for additions to the agenda as well as motions and election proposals can be submitted to the Company at the following address: ElringKlinger AG, Abteilung 1R, Max-Eyth-Straße 2, 72581 Dettingen/Erms, 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 downloaded from [www.elringklinger.de/hv2012](http://www.elringklinger.de/hv2012). Any responses from the management of the Company shall also be published on this page.

- **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 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/fax number stipulated above. We request that our shareholders in such a case send the relevant forms together with their voting instructions to the proxies of their choice so that the proxy may register in a timely manner by **May 9, 2012**, with ElringKlinger AG, c/o ADEUS Aktienregister-Service-GmbH, Hauptversammlungs-Service, Postfach 57 03 64, 22772 Hamburg, Fax +49 (0)69/256 270 49, e-mail hv@adeus.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.

As a service we will again offer our shareholders the possibility of being represented by official Company proxies at the Annual General Meeting on May 16, 2012. 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 to the address stipulated by the Company by **May 9, 2012**.

### **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 [www.elringklinger.de/hv2012](http://www.elringklinger.de/hv2012) together with further information about the Annual General Meeting. It can also be requested free of charge from the Company (ElringKlinger AG, Abteilung 1R, Max-Eyth-Straße 2, 72581 Dettingen/Erms).

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 of Shareholders on May 16, 2012, 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 2011 by contacting ElringKlinger AG, Abteilung 1R, Max-Eyth-Straße 2, 72581 Dettingen/Erms (fax +49 (0)7123/724-459 or e-mail [hauptversammlung@elringklinger.com](mailto:hauptversammlung@elringklinger.com)). Please state your full address.

Dettingen/Erms, April 2012

ElringKlinger AG

The Management Board



Dr. Stefan Wolf



Theo Becker



Karl Schmauder

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**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.

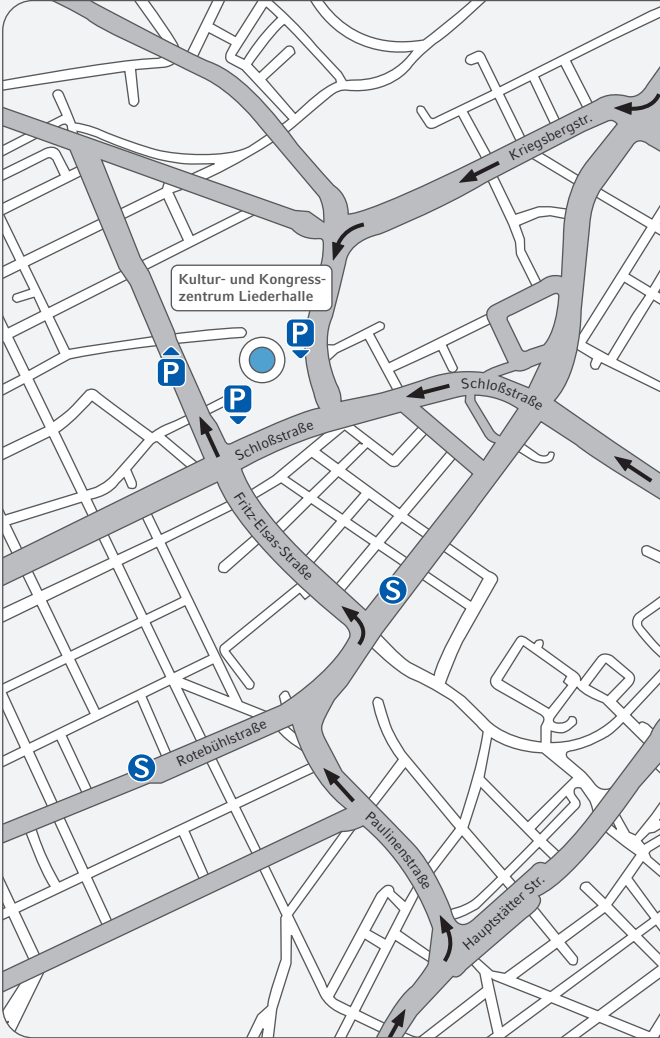
**Traveling from the direction of Basel/Karlsruhe/Zürich/Konstanz:**

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.

S-Zuffenhausen A81



S-Vaihingen A8

HOW TO FIND US

## S-Bad Cannstatt



## S-Degerloch A8

### P

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

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



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