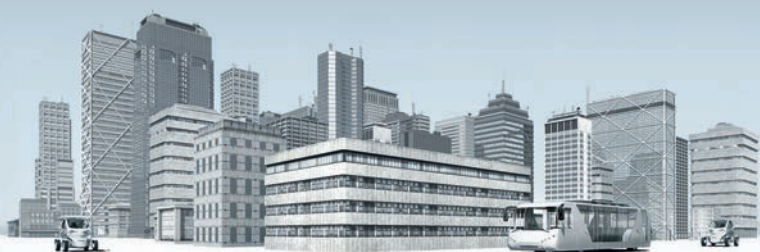


ISIN DE 0007856023, WKN 785 602

Invitation

TO THE 108TH ANNUAL
GENERAL MEETING
OF ELRINGKLINGER AG,
DETTINGEN / ERMS



elringklinger

ElringKlinger Group – Key Figures

(IFRS)

		2012	2011	2010
Order intake	€ million	1,134.8	1,089.0	886.6
Order backlog	€ million	456.0	448.4	333.1
Sales	€ million	1,127.2	1,032.8	795.7
Cost of sales	€ million	814.8	744.2	557.0
Gross profit margin		27.7 %	27.9 %	30.0 %
EBITDA	€ million	215.4	245.5 ⁴	188.9
EBIT ¹	€ million	136.0	148.7 ⁴	106.7
EBIT margin		12.1 %	14.4 % ⁴	13.4 %
Earnings before taxes	€ million	123.8	136.6 ⁴	94.0
Net income	€ million	89.4	97.6 ⁴	68.6
Profit attributable to shareholders of ElringKlinger AG	€ million	85.9	94.9 ⁴	65.6
Net cash from operating activities	€ million	112.3	74.5	126.2
Net cash from investing activities	€ million	-108.2	-147.4	-128.1
Net cash from financing activities	€ million	-13.3	35.4	74.0
Operating free cash flow ²	€ million	8.2	-10.5	-1.9
Balance sheet total	€ million	1,268.6	1,217.6	991.3
Equity	€ million	640.3	610.1	522.3
Equity ratio		50.5 %	50.1 %	52.7 %
Return on equity after taxes		14.3 %	17.2 % ⁴	16.3 %
Return on total assets after taxes		8.2 %	9.9 % ⁴	9.2 %
Return on Capital Employed (ROCE)		13.3 %	16.7 % ⁴	15.2 %
Earnings per share	€	1.36	1.50 ⁴	1.11
Dividends paid	€ million	28.5 ³	36.7	22.2
Dividend per share	€	0.45 ³	0.58	0.35

¹ including currency effects

² Net cash from operating activities minus net cash from investing activities (excluding acquisitions)

³ Proposal to the Annual General Shareholders' Meeting 2013

⁴ Figures 2011 including one-time income from sale of Ludwigsburg industrial park (EUR 22.7 million before taxes; EUR 16.5 million after taxes)

Dear Shareholder,

We hereby invite you most cordially to our 108th Annual General Meeting, which is scheduled to take place at 10.00 a.m. on Thursday, May 16, 2013, in the Hegelsaal of the Stuttgart Liederhalle Culture and Congress Center, at Berliner Platz 1-3, 70174 Stuttgart, Germany

Item

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 2012, the report of the Supervisory Board and the explanatory statements of the Management Board in accordance with Sections 289(4) and 5, 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/en/hv2013.

Item 2

Resolution on the appropriation of distributable profit ("Bilanzgewinn") 2012.

The Management Board and the Supervisory Board propose that the distributable profit of EUR 28,511,995.50 presented in the financial statements be appropriated as follows:

Distribution of a dividend of EUR 0.45 per no-par-value share carrying dividend rights

63,359,990 shares x EUR 0.45 per share = EUR 28,511,995.50

The dividend shall be paid out on May 17, 2013.

Item 3

Resolution on the approval of the actions of the Management Board members for the financial year 2012.

The Management Board and Supervisory Board propose that the actions of the members of the Management Board in the financial year 2012 be approved.

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Item 4

Resolution on the approval of the actions of the Supervisory Board members for the financial year 2012.

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board in the financial year 2012 be approved.

Item 5

Resolution on the appointment of the auditor for the separate and consolidated financial statements for the financial year 2013.

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 2013.

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. Mr. van Husen has stepped down from his role as Supervisory Board member, effective from the end of the Annual General Meeting on May 16, 2013. To replace him, a new member of the Supervisory Board will have to be

Item

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:

Klaus Eberhardt, 65 years of age, Lindau

Former Chairman of the Management Board of Rheinmetall AG

As at April 2, 2013, Mr. Eberhardt was a member of the following other statutory supervisory boards:

- Chairman of the Supervisory Board of KSPG AG, Neckarsulm,
- Chairman of the Supervisory Board of MTU Aero Engines Holding AG, Munich,
- Member of the Supervisory Board of Dürr AG, Bietigheim-Bissingen.

No other memberships exist in respect of 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

Item 7

Resolution on the adjustment of Supervisory Board compensation.

Under the existing provisions set out in Section 13(1) of the Articles of Association in respect of Supervisory Board compensation and the reimbursement of expenses, and in conjunction with the resolutions passed by the General Meeting of Shareholders on June 8, 2005, and May 31, 2011, the fixed component of compensation for each Supervisory Board member is EUR 10,000 per annum and the variable component of compensation is 0.02% of the consolidated profit from ordinary activities in the financial year just ended. The members of the Supervisory Board receive EUR 1,000 per meeting for attending scheduled Supervisory Board meetings. Remuneration for committee membership is set at EUR 4,000 per annum. In each case, the Deputy Chairperson receives one-and-a-half times the amounts specified above, while the Chairperson receives double the amounts specified above. The expenses incurred by the Supervisory Board members in respect of Supervisory Board meetings shall be reimbursed by the Company to an appropriate extent.

Particularly in response to the recommendation set out in Section 5.4.6 of the German Corporate Governance Code, which stipulates a performance-related compensation component for the Supervisory Board that is oriented toward sustainable growth of the enterprise, the Company proposes a change to the calculation of variable, performance-based compensation.

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

Variable compensation payable to the members of the Supervisory Board corresponds to 0.02% of the average Group earnings before taxes of the three preceding financial years. Beyond this, the existing policies shall remain unchanged.

Conditions of attendance

In accordance with Section 17 of the Articles of Association of ElringKlinger AG dated June 13, 2012, 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, 2013, and who have registered with the Company in such a way that their notification is received, by the end of **May 9, 2013** by

Hauptversammlung ElringKlinger AG
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg
Germany
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 (so-called "text form").

Shares will not be blocked as a result of shareholders submitting a registration to attend the Annual General Meeting. The shares shall also be at their shareholders' disposal subsequent to registration. The number of shares held by each shareholder as entered in the share register on the day

of the Annual General Meeting is decisive for attending and casting votes. The aforementioned number of shares shall correspond to the number of shares as at the registration deadline of 24:00 hrs (midnight) on May 9, 2013, as modifications to the share register cannot be made for procedural reasons from the end of May 9, 2013, up to the end of the Annual General Meeting (non-modification period). Therefore, the technical record date is the end of **May 9, 2013**.

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, 2013**. 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, 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 Annual General Meeting, i.e. on **May 1, 2013**, 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, Hauptversammlung/ Rechtsabteilung, 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 downloaded from www.elringklinger.de/en/hv2013. 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 9, 2013**, with Hauptversammlung ElringKlinger AG, c/o ADEUS Aktienregister-Service-GmbH, Postfach 57 03 64, 22772 Hamburg, Germany, 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.

We offer our shareholders the possibility of being represented by official Company proxies at the Annual General Meeting. When exercising the shareholders' voting rights, the Company proxies shall only act in accordance with the instructions issued to them. The forms of proxy and related instructions must be communicated in writing (so-called "text form") to the address stipulated by the Company by **May 9, 2013**.

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/en/hv2013 together with further information about the Annual General Meeting. It can also be requested free of charge from the Company (ElringKlinger AG, Hauptversammlung/Rechtsabteilung, 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 of Shareholders on May 16, 2013, 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 2012 by contacting ElringKlinger AG, Hauptversammlung/Rechtsabteilung, 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, April 2013

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.

Financial Calendar 2013

MAY 8, 2013

Interim Report on the 1st Quarter of 2013

MAY 16, 2013

108th Annual General Shareholders'
Meeting, Stuttgart, Cultural and Congress
Centre Liederhalle, 10:00 a.m. CEST

MAY 17, 2013

Dividend Payment

AUGUST 9, 2013

Interim Report on the 2nd Quarter and
1st Half of 2013

NOVEMBER 6, 2013

Interim Report on the 3rd Quarter and
First Nine months of 2013

MAY 16, 2014

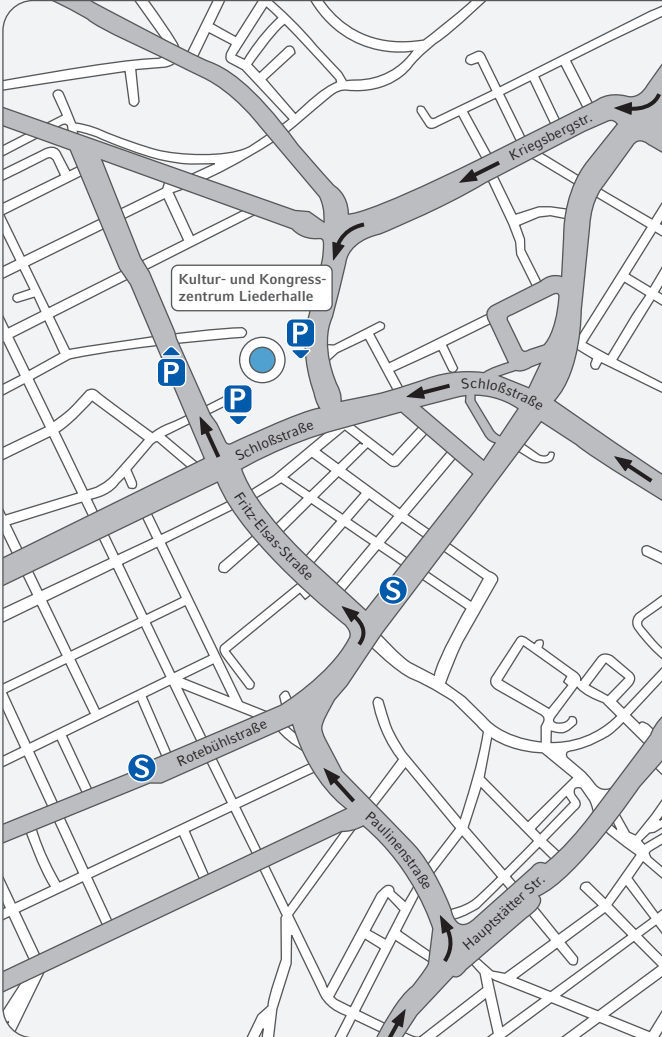
109th Annual General Shareholders'
Meeting, Stuttgart

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



S-Zuffenhausen A81

HOW TO FIND US



S-Vaihingen A8

S-Bad Cannstatt



S-Degerloch A8



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

Notice:

You can exchange your car park entry ticket for a free exit ticket at our information desk.



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

