Baden-Baden

Securities identification no. 586 590
ISIN DE0005865901

Invitation to the Annual General Meeting

We invite our shareholders to the Annual General Meeting to be held at 11:00 a.m. on 12 May 2015, at Kongresshaus Baden-Baden, Augustaplatz 10, 76530 Baden-Baden, Germany.

Agenda

1. Presentation of the adopted financial statements of GRENKELEASING AG and the approved consolidated financial statements as at December 31, 2014, of the summarised management report for GRENKELEASING AG and the Group, of the report of the Supervisory Board as well as of the explanatory report of the Board of Directors on the information stipulated in section 289(4) and (5) and section 315(4) of the Handelsgesetzbuch (HGB – German Commercial Code) in each case for the 2014 financial year.

The above documents have been published on the Internet and can be inspected at http://www.grenke.de/investor.

The Supervisory Board has approved the annual financial statements and consolidated financial statements submitted by the Board of Directors; therefore, as stipulated by law, the Annual General Meeting will not adopt a resolution on this agenda item.

2. Resolution on the appropriation of the unappropriated surplus of GRENKELEASING AG

The Board of Directors and the Supervisory Board propose that the unappropriated surplus of the Company in the amount of EUR 16,530,911.12 for the 2014 financial year be appropriated as follows:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Unappropriated surplus</td>
<td>EUR 16,530,911.12</td>
</tr>
<tr>
<td>Distribution of a dividend of EUR 1.10 per qualified no-par value share</td>
<td>EUR 16,229,618.90</td>
</tr>
<tr>
<td>Profit carryforward</td>
<td>EUR 301,292.22</td>
</tr>
</tbody>
</table>

The dividend will be distributed on May 13, 2015.
3. **Resolution on the ratification of the actions of the members of the Board of Directors for the 2014 financial year**

The Board of Directors and the Supervisory Board recommend ratification of the actions of the members of the Board of Directors in office during the 2014 financial year.

4. **Resolution on the ratification of the actions of the members of the Supervisory Board for the 2014 financial year**

The Board of Directors and the Supervisory Board recommend ratification of the actions of the members of the Supervisory Board in office during the 2014 financial year.

5. **Resolution on the appointment of the auditor of the annual and consolidated financial statements for the 2015 financial year**

At the recommendation of the Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be appointed as the auditor of the annual and consolidated financial statements for the 2015 financial year. The auditor will also perform the review of the half-yearly financial statements and the half-yearly management report under sections 37 w and 37 y of the Wertpapierhandelsgesetz (WpHG – German Securities Trading Act) for the first six months of the 2015 financial year if these are issued.

6. **Elections to the Supervisory Board**

At the close of the General Meeting on May 12, 2015, the term of office of Supervisory Board members Mr Dieter Münch, Mr Florian Schulte, Mr Erwin Staudt and Prof. Dr. Thilo Wörn will end pursuant to section 102(1) of the Aktiengesetz (AktG – German Stock Corporation Act) and article 7(2) of the Articles of Association of GRENKELEASING AG.

Pursuant to sections 96(1) and 101(1) of the AktG in conjunction with section 7(1) of the Articles of Association, the Supervisory Board consists of six members to be elected exclusively by the shareholders.

Therefore, four new members of the Supervisory Board are to be elected. According to article 7(2) of the Articles of Association, it is possible to re-elect the Supervisory Board members. The General Meeting is not committed to vote for proposed candidates.

The Supervisory Board proposes that the following persons be elected to the Supervisory Board:
a) **Mr Florian Schulte, Baden-Baden,**
Managing Director of Fines Holding GmbH, Baden-Baden, and S.K. Management- und Beteiligungs GmbH, Baden-Baden,
for a term of office lasting until the close of the General Meeting that adopts a resolution on the ratification of the actions of the Supervisory Board for the 2018 financial year.

b) **Mr Erwin Staudt, Leonberg,**
Business Consultant,
for a term of office lasting until the close of the General Meeting that adopts a resolution on the ratification of the actions of the Supervisory Board for the 2018 financial year.

c) **Ms Tanja Dreilich, Munich,**
Chief Financial Officer (CFO) of Kirchhoff Ecotec GmbH, Iserlohn,
for a term of office lasting until the close of the General Meeting that adopts a resolution on the ratification of the actions of the Supervisory Board for the 2018 financial year.

d) **Dr Ljiljana Mitic, Munich,**
Executive Vice President and Global Head of Financial Services Markets at Atos IT Solutions and Services GmbH, Munich,
for a term of office lasting until the close of the General Meeting that adopts a resolution on the ratification of the actions of the Supervisory Board for the 2018 financial year.

**Information pursuant to section 125(1) sentence 5 of the AktG:**

Florian Schulte is a member of the following statutory Supervisory Boards:

- Global Group Dialog Solutions Aktiengesellschaft, Idstein

Florian Schulte is also a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- Deltavista International AG, Küsnacht/Switzerland

Erwin Staudt is a member of the following statutory Supervisory Boards:

- PROFI Engineering Systems AG, Darmstadt
- USU Software AG, Möglingen

Erwin Staudt is also a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- Hahn Verwaltungs-GmbH, Fellbach
- Interstuhl Büromöbel GmbH & Co. KG, Meßstetten
Neither Ms Dreilich nor Dr Mitic is a member of any other statutory Supervisory Boards or comparable German or foreign controlling bodies of commercial enterprises under section 125(1) sentence 5 of the AktG.

With reference to section 5.4.1, paras. 4–6 of the German Corporate Governance Code, it is hereby declared that in the opinion of the Supervisory Board, none of the nominated candidates have personal or business relationships with GRENKELEASING AG or its Group companies, the bodies of GRENKELEASING AG or a major shareholder of GRENKELEASING AG that would need to be disclosed under this regulation.

It is intended that the election to the Supervisory Board be conducted in compliance with the German Corporate Governance Code by electing members individually.

7. **Resolution on the creation of new 2015 Authorised Capital in exchange for cash and/or non-cash contributions with the authority to disapply the statutory pre-emptive rights and on the corresponding amendment to the Articles of Association**

The Board of Directors was authorised by resolution of the Annual General Meeting of May 12, 2009 to increase the share capital of the Company, with the approval of the Supervisory Board, in exchange for cash and/or non-cash contributions and in the process to disapply statutory pre-emptive rights. This authorisation expired on May 11, 2014.

New authorised capital in the amount of around 10% of the current share capital is to be created with the authorisation to disapply the statutory pre-emptive rights. As a result, the Company should also be able in the future to cover the financial requirements of the Company quickly and flexibly through its own funds. The Company should also be able to make use at short notice of opportunities that arise to increase its earnings potential by acquiring companies or business units or other assets.

The Board of Directors and the Supervisory Board therefore propose the following resolution:

a) **Creation of new 2015 Authorised Capital**

The Board of Directors is authorised to increase the share capital of the Company on one or more occasions, with the approval of the Supervisory Board, by a total of up to EUR 1,885,388.82 (in words: one million, eight hundred and eighty-five thousand three hundred and eighty-eight euros and eighty-two cents) in the period up to May 11, 2020 by issuing up to 1,475,000 (in words: one million four hundred and seventy-five thousand) new shares in exchange for cash and/or non-cash contributions (2015 Authorised Capital). The authorisation can be exercised in partial amounts.

The Board of Directors is authorised, with the approval of the Supervisory Board, to disapply the pre-emptive rights of shareholders in the event of
capital increases in exchange for non-cash contributions, in particular in order to issue new shares as part of company mergers or as part of the acquisition of companies, business units or equity interests in companies, including an increase in existing equity interests, or other eligible assets related to such acquisitions, including receivables from the company. The Board of Directors is further authorised, with the approval of the Supervisory Board, to disapply the statutory pre-emptive rights of the shareholders when issuing new shares by implementing a scrip dividend, in which the shareholders are offered the option of contributing their dividend entitlement in full or in part as a non-cash contribution in order to subscribe for new shares in the Company.

In the case of capital increases in exchange for cash contributions, the shareholders are in principle entitled to a pre-emptive right to the new shares. The shares can be acquired by at least one bank or a company doing business under section 53(1) sentence 1 or section 53b(1) sentence 1 or section 7 of the Gesetz über das Kreditwesen (KWG – German Banking Act) with the obligation to offer them to the shareholders for purchase.

However, the Board of Directors is authorised to disapply the statutory pre-emptive right of the shareholders in the case of capital increases in exchange for cash contributions with the approval of the Supervisory Board

aa) To compensate for any fractional amounts,

bb) if this is required for the protection against any dilution in order to grant to holders of conversion or option rights that have been or are issued by the company or one of its group companies within the meaning of section 18 of the AktG a pre-emptive right to new shares in the scope to which they would be entitled after exercising the conversion or option rights or after fulfilling the conversion obligations, or

cc) If the issue price of the new shares is not significantly lower than the stock market price and the shares issued pursuant to or in application mutatis mutandis of section 186(3) sentence 4 of the AktG, in exchange for cash contributions, disapplying the pre-emptive rights of the shareholders during the term of this authorisation, do not exceed a total of 10% of the share capital either at the time this authorisation comes into effect or at the time it is exercised. This limit to 10% of the share capital includes:

- Treasury shares that are sold during the term of this authorisation under section 186(3) sentence 4 of the AktG with the exclusion of the pre-emptive rights of the shareholders and
- shares that are issued or must be issued to fulfil debenture bonds with conversion or option rights or obligations if and in so far as these debenture bonds are issued during the term of this authorisation in application mutatis mutandis.
of section 186(3) sentence 4 AktG with the exclusion of the pre-emptive rights of the shareholders.

The Board of Directors is authorised, with the consent of the Supervisory Board, to determine all other details of the share rights and the terms and conditions of the share issue.

The Supervisory Board is authorised to adapt the wording of Article 4 of the Articles of Association in line with the respective utilisation of the 2015 Authorised Capital and/or after the authorisation period expires.

b) Amendment to the Articles of Association

Article 4(4) of the Articles of Association shall be reworded as follows:

“The Board of Directors is authorised to increase the share capital of the Company on one or more occasions, with the approval of the Supervisory Board, by a total of up to EUR 1,885,388.82 (in words: one million, eight hundred and eighty-five thousand three hundred and eighty-eight euros and eighty-two cents) in the period up to May 11, 2020 by issuing up to 1,475,000 (in words: one million four hundred and seventy-five thousand) new shares in exchange for cash and/or non-cash contributions (2015 Authorised Capital). The authorisation can be exercised in partial amounts.

The Board of Directors is authorised, with the approval of the Supervisory Board, to disapply the pre-emptive rights of the shareholder in the event of capital increases in exchange for contributions in kind, in particular in order to issue new shares as part of company mergers or as part of the acquisition of companies, business units, or equity interests in companies, including an increase in existing equity interests, or other eligible assets related to such acquisitions, including receivables from the company. The Board of Directors is further authorised, with the approval of the Supervisory Board, to disapply the statutory pre-emptive rights of the shareholders when issuing new shares by implementing a scrip dividend, in which the shareholders are offered the option of contributing their dividend entitlement in full or in part as a non-cash contribution in order to subscribe for new shares in the Company.

In the case of capital increases in exchange for cash contributions, the shareholders are in principle entitled to a pre-emptive right to the new shares. The shares can be acquired by at least one bank or a company doing business under section 53(1) sentence 1 or section 53b(1) sentence 1 or section 7 of the Gesetz über das Kreditwesen (KWG – German Banking Act) with the obligation to offer them to the shareholders for purchase.

However, the Board of Directors is authorised to disapply the statutory pre-emptive right of the shareholders in the case of capital increases in exchange for cash contributions with the approval of the Supervisory Board

a) To compensate for any fractional amounts,
b) if this is required for the protection against any dilution in order to grant to holders of conversion or option rights that have been or are issued by the company or one of its group companies within the meaning of section 18 of the AktG a pre-emptive right to new shares in the scope to which they would be entitled after exercising the conversion or option rights or after fulfilling the conversion obligations, or

c) If the issue price of the new shares is not significantly lower than the stock market price and the shares issued pursuant to or in application *mutatis mutandis* of section 186(3) sentence 4 of the AktG, in exchange for cash contributions, disapplying the pre-emptive rights of the shareholders during the term of this authorisation, do not exceed a total of 10% of the share capital either at the time this authorisation comes into effect or at the time it is exercised. This limit to 10% of the share capital includes:

- Treasury shares that are sold during the term of this authorisation under section 186(3) sentence 4 of the AktG with the exclusion of the pre-emptive rights of the shareholders and
- shares that are issued or must be issued to fulfil debenture bonds with conversion or option rights or obligations if and in so far as these debenture bonds are issued during the term of this authorisation in application *mutatis mutandis* of section 186(3) sentence 4 AktG with the exclusion of the pre-emptive rights of the shareholders.

The Board of Directors is authorised, with the consent of the Supervisory Board, to determine all other details of the share rights and the terms and conditions of the share issue.

The Supervisory Board is authorised to adapt the wording of Article 4 of the Articles of Association in line with the respective utilisation of the 2015 Authorised Capital and/or after the authorisation period expires.

8. **Resolution on the authorisation to acquire treasury shares without the option to sell and the right to use them and the exclusion of pre-emptive rights**

The authorisation to purchase treasury shares approved by the Annual General Meeting of May 11, 2010 ends on May 10, 2015. To enable the Company to continue purchasing and then using treasury shares, it is planned to renew its authorisation for another five years.

The Board of Directors and the Supervisory Board therefore recommend that the General Meeting adopt the following resolution:

a) The Company is authorised pursuant to section 71(1) no. 8 of the AktG to acquire its own treasury shares up to a total of 5% of the share capital
existing at the time of adoption of the resolution or the share capital existing at the time the right is exercised, whichever is lower. Together with other Company shares already purchased by the Company and which it still holds or which must be attributed to it in accordance with sections 71d and 71e of the AktG, the shares acquired on the basis of this authorisation may at no time exceed 5% of the Company’s current share capital. The authorisation may be exercised in whole or in part, on one or more occasions, by the Company itself or a company controlled by it or in which it holds a majority share or by third parties mandated by the Company. This authorisation shall take effect at the close of the Annual General Meeting on May 12, 2015 and remain in effect until May 11, 2020.

b) At the discretion of the Board of Directors, the shares may be purchased (1) on the stock exchange or (2) through a public purchase offer directed to all shareholders of GRENKELEASING AG or through a public solicitation of offers directed to all shareholders of the Company or (3) by granting shareholders the option to sell their shares.

(1) If the treasury shares are purchased on the stock exchange, the Company may only pay a price per share (without incidental acquisition costs) that is no more than 10% more or less than the average closing price per share of GRENKELEASING AG in Xetra trading on the Frankfurt Stock Exchange (or an equivalent successor system) during the last three trading days before the conclusion of the obligating transaction.

(2) If the shares are purchased as part of a public purchase offer to all shareholders of the Company or through a public solicitation of offers directed to all shareholders of the Company, the buying and selling price offered or the threshold value of the buying or selling spread for each share (without incidental acquisition costs) may not exceed the average closing price of the shares of GRENKELEASING AG in Xetra trading on the Frankfurt Stock Exchange (or an equivalent successor system) by more than 10% or fall more than 10% below that price on the last three trading days before the day of publication of the offer or the public solicitation of offers. If, after publication of an offer or solicitation of offers, there are substantial fluctuations in price, the offer or the solicitation of offers may be amended. In such case, the price will be based on the average price of the last three trading days before the public announcement of the amendment; the 10% upper and lower limits are also applicable to this amount.

The offer or the solicitation of offers from the shareholders may stipulate further conditions and the possibility of specification of the purchase price or the purchase price spread during the offering period.

If the shares offered for sale by the shareholders exceed the Company’s intended buyback volume, the purchase shall be made in proportion to the shares respectively offered. Provision may be made
for the preferential purchase or acceptance of small lots (up to 50 shares per shareholder for the acquisition of shares being offered).

(3) If the shares are purchased via the option to sell granted to the shareholders, such an option can be given per share of the Company’s stock. Based on the proportion of the Company’s share capital to the volume of shares to be bought back by the Company, an appropriately determined number of options to sell entitles shareholders to sell a share of the Company’s stock to the company. Options to sell can also be granted in the form of one option per number of shares based on the proportion of share capital to the buyback volume. Fractions of options to sell will not be granted. In such cases, the corresponding partial options to sell will be disapplied. The price or threshold values of the purchase price spread offered (each excluding incidental acquisition costs) at which a share can be sold to the Company when the option to sell is exercised will be determined in accordance with the provisions in letter b) (2) above, with the pricing date being the day on which the buyback offer and option to sell are announced. The prices can be adjusted if necessary, with the pricing date in that instance being the day on which the adjustment is announced. The Board of Directors shall determine further details pertaining to options to sell, in particular their scope, term and, if necessary, their tradability.

c) The Board of Directors is authorised to use Company shares acquired based on the foregoing authorisation as follows:

(1) The shares may be sold for payments in kind, particularly in the context of business combinations or for the acquisition of companies, parts of companies or shareholdings in companies.

(2) The shares may also be sold for cash to third parties in a manner other than on the stock exchange or through an offering to all shareholders, provided the acquired treasury shares are sold for cash at a price that is not significantly lower than the stock market price of shares of the Company at the time of sale. This authorisation, in combination with all other authorisations, is limited to the issuance of new shares not exceeding a maximum of 10% of the share capital of the company existing at the time of adoption of the resolution by the General Meeting, while disapplying subscription rights pursuant to section 186(3) sentence 4 of the AktG and with consideration given to such shares that are issued in exercising options or conversion arising from options and/or convertible loan debentures while disapplying the subscription rights of the shareholders in accordance with sections 221(4) sentence 2 in conjunction with section 186(3) sentence 4 of the AktG.

(3) The shares may be redeemed without the necessity of a further resolution from the General Meeting to approve such action. Redemption may be linked to a capital reduction. In this case, the Board of Directors is authorised to reduce the share capital by the
total amount of the shares being redeemed and to amend the number of non-par value shares and the share capital in the Articles of Association accordingly. Redemption can also take place without reducing the share capital by increasing the total amount of the remaining non-par value shares in the Company’s share capital. In this case, the Board of Directors is authorised to adjust the number of non-par value shares in the Articles of Association.

d) The authorisations recited in c) (1), (2) and (3) above may be exercised in full or in partial amounts, on one or more occasions, individually or jointly. The authorisations recited in c) (1) and (2) above may also be exercised by companies controlled by the Company or in which it holds a majority share or for their account or by third parties acting for the account of the Company.

Shareholders’ subscription rights to the treasury shares acquired shall be disapplied to the extent that such shares are used in accordance with the foregoing authorisations in c) (1) and (2). Moreover, the Board of Directors can disapply shareholders’ pre-emptive rights to fractional amounts in the event the treasury shares are sold through an offer made to all shareholders.

9. Resolution on adjusting the remuneration of the Supervisory Board and a corresponding amendment to the Articles of Association

The fixed remuneration of the Supervisory Board members should be increased to a reasonable level. Furthermore, the amount of the minimum dividend on the basis of which the members of the Supervisory Board are granted variable remuneration should be raised, taking into account the dividend payments made over the past few years.

The Board of Directors and the Supervisory Board therefore recommend that Article 10(1) to (3) of the Articles of Association be revised as follows:

“§ 10

Supervisory Board remuneration, directors and officers liability insurance

(1) For each full financial year of membership on the Supervisory Board, the members of the Supervisory Board shall receive fixed remuneration of EUR 15,000.00 and the Supervisory Board chairperson EUR 22,500.00, plus variable remuneration in accordance with subsection 3.

In the event that a member has served on the Supervisory Board only for part of a financial year, the fixed remuneration shall be reduced accordingly.

(2) For each Supervisory Board member who sits on the Audit Committee, the fixed remuneration shall be increased by EUR 2,000.00 per financial year (EUR 3,000.00 for the chairperson of the Audit Committee). For each Supervisory Board member who sits on the Compensation Committee, the fixed remuneration shall be increased

This document is a convenience translation of the German original. In the event of any conflict or inconsistency between the English and the German versions, the German original shall prevail.
by EUR 1,000.00 per financial year (EUR 1,500.00 for the chairperson of the Compensation Committee). In the case of membership on a committee for only part of a financial year, subsection 1 sentence 2 shall apply accordingly.

(3) The Supervisory Board members shall also be awarded variable remuneration when a dividend in excess of EUR 0.70 per share is distributed to the shareholders. The remuneration shall be increased in such case by the percentage by which the dividend per share exceeds EUR 0.70. The variable remuneration component shall not exceed 100% of the fixed remuneration of a Supervisory Board member in accordance with subsections (1) and (2) above.”

10. Resolution on the conversion of bearer shares to registered shares and a corresponding amendment to the Articles of Association

In accordance with the Aktiengesetz, shares of a German stock corporation are the property of specifically named individuals or unnamed bearers. Both forms are commonly used in Germany. To date, the Company’s shares have been bearer shares.

The Board of Directors and Supervisory Board propose converting the previously issued bearer shares into registered shares. In the case of registered shares, only those individuals entered in the share registry shall be deemed shareholders of the Company. By issuing its stock in the form of registered shares, the Company will be able to determine more easily who its shareholders are. This will also make it easier for the Company to contact its shareholders and improve the Company’s ability to inform and communicate with the shareholders registered by name.

The Board of Directors and the Supervisory Board propose the following resolution:

1) a) Existing no-par value bearer shares shall be converted into registered shares, maintaining their current denominations, when the amendment to the Articles of Association adopted under letter b) below takes effect unless a resolution to increase capital adopted at a time following this resolution expressly dictates otherwise.

b) Article 4(2) sentence 2 shall be amended so that the words “bearer shares” are changed to “registered shares”. In its entirety, article 4(2) of the Articles of Association shall be revised as follows:

“It is divided into 14,754,199 no-par value shares. The no-par value shares are registered shares. Shareholders with registered shares must provide the Company with the legally required information. Electronic mail addresses and any changes of the same should also be provided to simplify communication.”
2) Article 13(1) of the Articles of Association in their current version shall be rescinded and completely revised as follows:

“(1) Only those shareholders who are entered in the share registry and who register on time for the Annual General Meeting will be authorised to attend and exercise their voting rights. The Company must receive the registration form at least six days prior to the Annual General Meeting at the address provided in the announcement. The announcement of the Annual General Meeting may stipulate a shorter registration period measured in days. The day of the Annual General Meeting and the day of receipt are not counted. Details concerning registration shall be published with the announcement of the Annual General Meeting.”

3) The Board of Directors is instructed to announce the resolutions pursuant to numbers 1) and 2) above for entry in the Commercial Register, stipulating that the entry shall be made at the same time the resolutions are adopted.

Report of the Management Board on item 7 of the agenda
on the reasons for excluding shareholder subscription rights upon utilisation of the 2015 Authorised Capital under section 203(1) and (2) in connection with section 186(4) sentence 2 of the AktG

The Board of Directors and the Supervisory Board propose to the Annual General Meeting under agenda item 7 that new 2015 Authorised Capital be created by a total of up to EUR 1,885,388.82 (in words: one million, eight hundred and eighty-five thousand three hundred and eighty-eight euros and eighty-two cents) by issuing on one or more occasions up to 1,475,000 (in words: one million four hundred and seventy-five thousand) new shares in total in exchange for cash and/or non-cash contributions.

Authorised Capital was last created in 2009 by resolution of the Annual General Meeting of May 12, 2009. This authorised capital expired in 2014.

However, the management should also continue to have available to it authorised capital in the amount of around 10 % of the currently existing share capital. The authorisation proposed to the Annual General Meeting provides that the Management Board, with the approval of the Supervisory Board, can disapply the shareholder subscription rights in whole or in part for capital increases in exchange for cash or non-cash contributions under section 203(1) and (2), section 186(3) sentences 1 and 4 of the AktG. Under section 203(2) sentence 2 of the AktG in connection with section 186(4) sentence 2 of the AktG, the Management Board has submitted a written report on the reasons for disapplying shareholder subscription rights. The report, which is available at the company’s offices for review by the shareholders and can also be accessed online at http://www.grenke.de/investor is published as follows:
Upon utilisation of the Authorised Capital, the shareholders generally have a subscription right to the new shares. However, the requested authorisation stipulates that the Management Board, with the approval of the Supervisory Board, can disapply shareholder subscription rights in whole or in part in the following cases:

a) The Management Board should be authorised to remove fractional amounts from subscription rights. This is for practical reasons if, upon performance of the capital increase, fractional amounts arise as part of the subscription relationship and cannot be distributed equally to all shareholders. The shares excluded from subscription as fractional amounts will be used in the best possible manner in the company's interests.

b) Further, subscription rights can be disapplied with the approval of the Supervisory Board in order to provide the holders or creditors of conversion / option rights to company shares or related conversion / option obligations with subscription rights to prevent dilution in an amount they would be entitled to after exercising these rights or fulfilling these obligations. This allows for provision of the dilution protection for creditors of such instruments, as is standard on the market. They are treated as if they were already shareholders. In order to provide such dilution protection for the debentures, the shareholder subscription rights to these shares must be excluded.

c) Disapplying subscription rights should be permitted in particular if the capital increase for cash contributions does not exceed 10% of the company’s share capital and the issue amount of the new shares is not significantly lower than the share price on the stock market (cf. section 203(1) in connection with section 186(3) sentence 4 AktG). The disapplication of subscription rights should allow the company to cultivate market opportunities quickly and flexibly and to cover related capital needs on short notice. This form of capital increase is much faster, less bureaucratic and thus more cost-efficient than a capital increase with subscription rights. The new shares can be issued at a price close to that of the stock market, without having to take account of the haircuts that arise during subscription rights issues. The higher issue proceeds that result are ultimately beneficial to the company and its shareholders.

While the issue amount of the recent shares for the utilisation of the Authorised Capital cannot be predicted, the Management Board promises that it will keep the discount on the share price as low as possible given the market conditions in effect at the time of issue.

However, the above authorisation shall apply only subject to the proviso that the new shares issued pursuant to section 186(3) sentence 4 AktG may as a whole not exceed 10% of the share capital of the company either at the time this authorisation takes effect or at the time of exercise. The management will offset the limit of 10% of share capital with those shares issued or to be issued in fulfillment of conversion or option rights or obligations, if and to the extent that the option bonds resulting from these rights or obligations are issued during the term of authorisation under section 186(3) sentence 4 AktG with the disapplication of subscription rights.
rights, and also with the company's own shares that are sold during the term of authorisation with the disapplication of shareholder subscription rights under section 186(3) sentence 4 AktG.

These requirements, along with legal provisions, ensure that the interests of the old shareholders are not violated by the possible capital increase with the exclusion of subscription rights. Additionally, all shareholders have the option to acquire company shares at nearly the same conditions on the stock market in order to maintain their stake. Therefore, the shareholders' needs for dilution protection for their shareholdings are fully covered.

In the event of a capital increase for cash contributions, following authorisation the shares to be issued can be acquired by at least one domestic bank or a foreign company doing business under section 53(1) sentence 1 or section 53b(1) sentence 1 or section 7 of the German Banking Act with the obligation to offer them to the shareholders for purchase. This is not a restriction of subscription rights, because the shareholders are given the same rights indirectly as if it were a direct acquisition. However, for processing reasons, at least one domestic bank or a foreign company doing business under section 53(1) sentence 1 or section 53b(1) sentence 1 or section 7 of the German Banking Act will be involved to receive shareholder subscription requests and, after the capital increase is performed, deliver the shares to the authorised shareholders upon payment of the subscription price.

d) The Management Board is to be authorised, with the consent of the Supervisory Board, to wholly or partly disapply the right of shareholders to subscribe to capital increases for non-cash contributions especially if the new shares are issued for the purpose of acquiring companies, parts of companies or interests in companies. This authorisation to exclude subscription rights should allow management to acquire companies, parts of companies or investments in companies in exchange for the issue of company shares. The Company is a global competitor and aims to cultivate further markets. These expansion efforts may make it necessary to act quickly and flexibly in order to be able to acquire a company, part of a company, or an investment in a company. In return, it may be efficient to issue shares in order to achieve an optimal financial structure and/or protect the company's liquidity. This applies in particular to larger acquisition targets that would otherwise require a large amount of capital. Frequently, the seller of a company also insists that the acquirer provides it with shares in exchange for part of a company or an investment in a company, because this may have tax advantages.

It can also be advisable in terms of acquisition plans to acquire further capital goods, such as those that would benefit the acquisition financially, in addition to the actual target. This applies in particular if a company to be acquired is not the owner of its intellectual property rights related to its business operations. In these and comparable cases, the Company must be able to acquire capital goods related to acquisition plans and – whether to protect liquidity or because the seller demands it – provide shares in exchange — provided that the relevant capital goods are eligible. Thus, the
Company should also be able to increase its share capital in exchange for non-cash contributions while disapplying shareholder subscription rights. Non-cash contributions in these cases are capital goods relating to the acquisition plan.

In particular, the Management Board should also be entitled to disapply shareholder subscription rights with the approval of the Supervisory Board upon utilisation of the 2015 Authorised Capital in order to satisfy the claims of creditors against the Company – whether securitised or not – related to the sale of companies, parts of companies or investments in companies to the Company. This will give the company additional flexibility. For instance if it has agreed to make a cash payment for the acquisition of a company or investment in a company, it can later offer shares instead of cash and protect its liquidity.

The option to offer company shares in exchange for an acquisition can therefore be a competitive advantage for interesting acquisition targets and should therefore be considered when creating authorised capital.

There are currently no acquisition plans that intend to take advantage of the authorisation to issue new shares in exchange for non-cash contributions and excluding subscription rights.

Finally, the Management Board should be authorised, with the approval of the Supervisory Board, to disapply the statutory pre-emptive rights of the shareholders in order to be able to implement a scrip dividend on the best possible conditions.

In a scrip dividend, shareholders are offered the option of depositing their entitlement to the payment of a dividend resulting from the resolution of the Annual General Meeting on the appropriation of the net income as a non-cash contribution in the Company in order to subscribe for new shares in the Company.

A scrip dividend can be implemented as a genuine issue of a subscription right especially in accordance with the provisions of section 186(1) of the AktG (minimum subscription period of two weeks) and section 186(2) of the AktG (notification of the issue amount no later than three days before the subscription period expires). Here, the shareholders are offered only full shares for subscription; if a part of the dividend entitlement is less than the subscription price for a whole share or exceeds this, the shareholders are referred to the subscription of a cash dividend and can in this respect not subscribe for any shares; an offer of fractional shares is not provided for, neither is the establishment of trade in subscription rights or fractions thereof. This appears justified and reasonable, because the shareholders receive a cash dividend in this respect instead of the subscription to new shares.

In individual cases, it can be an advantage, depending on the situation on the capital market, to offer and to implement the granting of a scrip dividend without being subject in this respect to the restrictions of section
186(1) of the AktG (minimum subscription period of two weeks) and section 186(2) of the AktG (notification of the issue amount no later than three days before the subscription period expires). Instead of the implementation of a scrip dividend by way of a subscription rights issue, the Management Board should therefore be authorised, with the approval of the Supervisory Board, to disapply the subscription right of the shareholders in order to implement a scrip dividend. Also in this event, the Management Board – irrespective of the comprehensive disapplication of subscription rights – shall offer all shareholders entitled to a dividend new shares for subscription in return for the contribution of their dividend entitlement in accordance with the general principle of pari passu (section 53a of the AktG). A formal disapplication of the subscription right of this kind allows the capital increase to be implemented on more flexible conditions. On account of the fact that all shareholders are offers the new shares and excess dividend fractions are compensated by the payment of the cash dividend, the disapplication of the subscription right also appears justified and reasonable in this respect.

Such precautionary resolutions with the option to disapply shareholder rights are standard in national and international terms. In each case, the Management Board will review whether a capital increase that disapplies shareholder subscription rights is in the interests of the company and the shareholders.

The Management Board will report to the subsequent Annual General Meeting each time on the use of the 2015 Authorised Capital.

Report of the Management Board pursuant to section 71(1) no. 8 of the AktG in conjunction with section 186(3) and (4) on agenda item 8

The existing authorisation to purchase treasury shares in the amount of up to 10% of the share capital ends on May 10, 2015. It should therefore be replaced by a new authorisation expiring on May 11, 2020 to purchase treasury shares, which however is limited to up to 5% of the share capital of the Company.

Acquisition of treasury shares with the disapplication of any option to sell

It should be possible to purchase treasury shares both on the stock market and also by means of a public purchase offer directed to all shareholders of the Company or by means of a public solicitation of offers directed to all shareholders.

In addition to the purchase of shares on the stock market, the Company should also be able to purchase treasury shares through a public purchase offer directed to all shareholders of the Company or through a public solicitation of offers, which is also to be directed to all shareholders if the number of shares of the Company offered by the shareholders in this process exceeds the planned acquisition volume of shares, then an allocation must be carried out on a quota basis. In this process, it should be possible to make provision for a preferential acceptance of smaller tenders or smaller parts of tenders up to a maximum of 50 shares. This possibility serves to avoid fractional amounts in determining the quotas to be acquired and small residual
amounts of shares, thereby making the technical processing of the share buyback easier. Any factual discrimination against small shareholders can also be avoided in this way. The Management Board considers an inherent disapplication of any further options of the shareholders to sell to be objectively justified and also reasonable in respect of the shareholders.

Finally, the authorisation also provides that the purchase can be implemented by means of the options to sell made available to the shareholders. These options to sell are designed in such a way that the Company is required only to purchase full shares. Partial options to sell are not issued. If options to sell cannot be exercised accordingly, they lapse. This procedure treats the shareholders equally and makes the technical processing of the share buyback easier.

The authorisation may be exercised in whole or in part, on one or more occasions, by the Company itself or a company controlled by it or in which it holds a majority share or by third parties mandated by the Company.

**Use of treasury shares**

The treasury shares purchased on the basis of the authorisation proposed under agenda item 8 can be resold on the stock exchange or through a public offer to all shareholders. In the case of a sale of the treasury shares by a public offer to all shareholders, the Management Board should be entitled to disapply the shareholders' subscription right for fractional amounts of the treasury shares. The disapplication of the subscription right for fractional amounts serves to enable the technical implementation of the issue of treasury shares by way of a public offer for sale to all shareholders. The treasury shares excluded from the subscription right of the shareholders as unassigned fractions will be realised either by being sold on the stock exchange or otherwise in the best possible way for the company.

The treasury shares can also be sold in return for payments in kind while disapplying the subscription right of the shareholders. This will enable the Company to offer treasury shares directly or indirectly as consideration in the context of business combinations or in connection with the acquisition of companies, units of companies or shareholdings in companies. International competition and economic globalisation frequently demand consideration in the form of shares in transactions of this kind.

The proposed authorisation will allow the Company the necessary room for manoeuvre that will allow it to quickly and flexibly take advantage of opportunities that arise both nationally and on international markets for the acquisition of companies, shareholdings in companies or units of companies and business combinations. The proposed disapplication of the subscription right takes this into account. In determining the valuation ratios, the Management Board shall ensure that the interests of the shareholders are adequately safeguarded. When measuring the value of the shares offered as consideration, the Management Board shall take as a basis the stock market price of GRENKELEASING shares. A mechanical coupling of the valuation to a stock market price is not provided for here, particularly to prevent fluctuations in the stock market price from jeopardising negotiation outcomes once they have been reached.
The proposed resolution further includes the authorisation to dispose of the acquired treasury shares through off-market trading in exchange for cash contributions while disapplying the subscription rights of the shareholders: A prerequisite for this is that the shares are sold at a price that is not significantly lower than the stock market price of shares of the Company of the same structure at the time of sale – at any rate not by more than 5%. The authorisation shall apply subject to the proviso that the shares sold while disapplying the subscription right pursuant to section 186(3) sentence 4 of the AktG may as a whole not exceed 10% of the share capital either at the time this authorisation takes effect or at the time it is exercised. To be offset against the limit to 10% of the share capital are shares that have been issued from the Authorised Capital during the term of this authorisation while disapplying the subscription right pursuant to section 186(3) sentence 4 of the AktG. Furthermore, shares that are issued to fulfil option rights and/or conversion rights/obligations are also to be offset against this limit to 10% of the share capital. The offsets ensure that purchases treasury shares are not sold while disapplying the subscription right in accordance with section 186(3) sentence 4 of the AktG if this would result in the subscription right of the shareholders being disappplied in application of section 186(3) sentence 4 of the AktG for more than 10% of the share capital in total. The financial and voting right interests of the shareholders are adequately safeguarded by this limitation and the fact that the issue price has to be based on the stock market price. The shareholders have the option in principle of maintaining their proportion of the share capital by purchasing shares on GRENKELEASING AG on the stock market. The authorisation is in the interests of the Company, because it helps to give it greater flexibility.

The treasury shares purchased on the basis of this authorisation resolution can be redeemed by the Company without a new resolution of the Annual General Meeting. In accordance with section 237(3) no. 3 of the AktG, the Annual General Meeting of the Company can resolve to redeem its fully paid-up no-par shares also without this being accompanied by a reduction in the share capital of the Company. The proposed authorisation expressly provides for this alternative in addition to the redemption accompanied by a reduction in capital. A redemption of the treasury shares without a reduction in capital automatically increases the imputed share of the other no-par shares in the share capital of the Company. The Management Board should be authorised in this case to adjust the indication of the number of shares in the Articles of Association accordingly.

The Management Board will report to the subsequent Annual General Meeting each time on the use of this authorisation.

The report is available at the company’s offices for review by the shareholders and can also be accessed online at http://www.grenke.de/investor.
Participation in the Annual General Meeting

All shareholders who register by submitting a special proof of their share ownership at the following address at the company by the close of May 5, 2015 are authorised, pursuant to Article 13(1) of the Articles of Association of GRENKELEASING AG, to participate in the Annual General Meeting, to exercise the right to vote and to bring forward motions:

GRENKELEASING AG
c/o Deutsche Bank AG
Securities Production
General Meetings
PO Box 20 01 07
60605 Frankfurt am Main
Germany

Fax: +49 69 12012-86045
E-mail: wp.hv@db-is.com

The proof of share ownership by the custodian bank or financial services institution must refer to the beginning of the 21st day before the Annual General Meeting – in other words, to April 21, 2015 at 12:00 a.m. (CEST) (proof of ownership deadline). In the relationship to the company, only those who have produced proof of their right to attend the Annual General Meeting and to exercise voting rights are regarded as shareholders and may attend the Annual General Meeting and exercise voting rights. That means that shareholders who did not acquire their shares until after the proof of ownership deadline cannot participate in the Annual General Meeting. Shareholders who sell their shares after the proof of ownership deadline, if they have registered and presented proof of their shareholding in a timely manner, are nevertheless entitled to participate in the Annual General Meeting and to exercise voting rights. The proof of ownership deadline has no effect on the alienability of the shares and is not a relevant date for the entitlement to a dividend. As with registration, the proof of ownership of shares of the company must reach the above address no later than May 5, 2015.

The registration and the proof of the share ownership must be submitted in text form and in German or English.

Shareholders who have requested a ticket to the Annual General Meeting through their custodian bank in a timely manner need make no further arrangements. The registration and proof of share ownership will be undertaken by the custodian bank in these cases.

Proxy voting

Shareholders who do not wish (or who are unable) to participate in the Annual General Meeting in person can exercise their right to vote through a proxy holder who has been granted a corresponding proxy, e.g. through a bank or shareholder association. Punctual registration and proof of shareholding are also required in these cases. A form for issuing a proxy will be sent with the ticket. The proxy and instruction forms can also be requested from the company by writing to the postal
This document is a convenience translation of the German original. In the event of any conflict or inconsistency between the English and the German versions, the German original shall prevail.
Requests for additions to the agenda that must be published, if not announced with the invitation, are published immediately upon receipt in the Bundesanzeiger (German Federal Law Gazette) and forwarded for publication to such media that it can be assumed that they will distribute the information throughout the entire European Union. They will also be published on the website at http://www.grenke.de/investor.

**Countermotions and nominations by shareholders in accordance with Sections 126(1) and 127 AktG and other requests from shareholders**

We request that countermotions with an explanatory statement against a proposal by the Board of Directors and the Supervisory Board on a particular item of the agenda, nominations and other requests by shareholders at the Annual General Meeting be sent along with proof of shareholder status exclusively to

GRENKELEASING AG  
Investor Relations  
Neuer Markt 2  
76532 Baden-Baden  
Fax: +49 7221 / 5007 4218

or via e-mail to

Hauptversammlung@grenke.de

where requests for additions to the agenda are to be addressed. Countermotions and nominations that are addressed elsewhere cannot be considered.

We will publish countermotions and nominations by shareholders that are subject to disclosure, including the name of the shareholder and explanatory statements that are subject to disclosure, immediately upon their receipt on the website at http://www.grenke.de/investor, provided that they reach us at least 14 days before the day of the Annual General Meeting, that is by no later than midnight (CEST) on April 27, 2015. Any responses by the management will also be published at the above website.

**Rights to receive information in accordance with Section 131(1) AktG**

On request, the Board of Directors will provide each shareholder or shareholder representative at the Annual General Meeting with information on the affairs of the company, including the legal and business relations of the company with its affiliates and the situation of the Group and the companies included in the consolidated financial statements, provided that the information is required to make a proper assessment of the item of the agenda.

**Further explanations**
Further explanations on the rights of the shareholders under Sections 122 Para. 2 126(1), 127 and 131(1) AktG can be found on the website at http://www.grenke.de/investor.

**Total number of shares and voting rights**

Pursuant to Section 30b(1) No. 1 WpHG, we announce that, at the time of convening the Annual General Meeting, the total number of shares of GRENKELEASING AG amounts to 14,754,199 bearer shares. Each share grants one vote at the Annual General Meeting. The company holds no treasury shares at the time the meeting is convened. The total number of shares entitled to participate and vote is thus 14,754,199.

**Broadcast of the Annual General Meeting on the Internet**

Shareholders who do not have the opportunity to attend the Annual General Meeting in person, in addition to interested members of the public, can watch the Board of Directors address and the subsequent general debate on the Internet at http://www.grenke.de/investor. The voting results will also be published on the website after the Annual General Meeting.

**Information and documents for the Annual General Meeting pursuant to Section 124a AktG**

The details, explanations and information required by law in accordance with Section 124a AktG with regard to this year’s Annual General Meeting can be accessed on the following website of GRENKELEASING AG:

http://www.grenke.de/investor

Baden-Baden, March 2015

GRENKELEASING AG

The Board of Directors

This document is a convenience translation of the German original. In the event of any conflict or inconsistency between the English and the German versions, the German original shall prevail.