Baden-Baden

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Invitation to the Annual General Meeting

We invite our shareholders to the Ordinary Annual General Meeting to be held on Tuesday, May 3, 2016 at 11:00 a.m., at the Kongresshaus Baden-Baden, located at Augusta Platz 10, 76530 Baden-Baden, Germany.

Meeting agenda

1. Presentation of the adopted separate financial statements of GRENKELEASING AG and the approved consolidated financial statements as per December 31, 2015, the combined management report for GRENKELEASING AG and the Consolidated Group, the report of the Supervisory Board and the explanatory report of the Board of Directors on the disclosures pursuant to Section 289 (4) and (5), Section 315 (4) of the German Commercial Code, each for the 2015 fiscal year

The documents above have been published on the Internet and are available at http://www.grenke.de/en/investor-relations.

The Supervisory Board approved the separate financial statements and the consolidated financial statements prepared by the Board of Directors. Therefore, in accordance with the statutory provisions, no resolution of the Annual General Meeting is provided for under this agenda item.

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

The Board of Directors and the Supervisory Board propose to appropriate the Company’s unappropriated surplus of EUR 22,692,046.85 for the 2015 fiscal year as follows:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
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<tbody>
<tr>
<td>Unappropriated surplus</td>
<td>EUR 22,692,046.85</td>
</tr>
<tr>
<td>Distribution of a dividend of EUR 1.50 per dividend-bearing share</td>
<td>EUR 22,131,298.50</td>
</tr>
<tr>
<td>Profit carried forward</td>
<td>EUR 560,748.35</td>
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</tbody>
</table>
The dividend will be payable on June 1, 2016.

The dividend will be paid at the choice of the shareholder, either exclusively in cash or partly in cash and partly in the form of shares of GRENKELEASING AG (the payment of the dividend partly in cash and partly in shares will also be subsequently referred to as a "Scrip Dividend"). The details of the cash dividend and the shareholder’s option to choose shares are described in a document to be made available to shareholders that contains information concerning the number and type of shares and the rationale for and specifics of the offer.

Upon acceptance of the proposed resolution, the tax treatment of the dividend will be as follows:

In the case of dividends for shares held in collective safe custody, the depository banks, or the domestic central securities depository in the case of final or intermediate safe custody abroad (known as the "paying agent"), must withhold and transfer the capital yields tax (including solidarity surcharge and church tax, if applicable) to the respective tax office. The capital yields tax amounts to a maximum of 28% of the total dividend including the solidarity surcharge and church taxes. This amount is covered by the portion of the total dividend to be paid in cash in any case of EUR 0.42. Of this amount, the paying agents may withhold the capital yields tax applicable to the total dividend entitlement and transfer this to the respective tax office. The remaining residual amount is credited to the shareholders. The withholding and transfer of the capital yields tax applicable to the total dividend entitlement are carried out by the paying agents. Therefore, the capital yields tax withholding for the shareholder is made in the same manner as if the dividend were paid exclusively in cash.

The capital yields tax comes into effect when the dividend is received. It is at this point that the paying agent should withhold the tax. From a tax perspective, this point is on June 1, 2016 for both the cash dividend and the Scrip Dividend, which is also the date on which the cash dividend payment and the Partial Dividend Rights transfer to GRENKELEASING AG under the subscription rights capital increase are expected to occur. The exercise of the option in favour of a Scrip Dividend and the point in time of the inflow is irrelevant for the assessment basis of the capital yields tax since the assessment of the capital yield is solely based on the amount of the dividend entitlement. An assessment of the dividends "exchanged" into shares as dividends in kind is not required.

In the opinion of the tax authorities, the shareholder’s exercise of the subscription rights does not lead to a taxable capital gain. Thus, no further capital gains’ tax obligations on the part of the banks or the shareholders arise.

The rights issue capital increase of GRENKELEASING AG will not be performed through a conversion of reserves, meaning Section 1 of the Capital Increase Tax Act (Kapitalerhöhungsteuergesetz) does not apply.
3. **Resolution on the discharge of members of the Board of Directors for the 2015 fiscal year**

   The Board of Directors and Supervisory Board propose that members of the Board of Directors in office during the 2015 fiscal year be discharged for this period.

4. **Resolution on the discharge of members of the Supervisory Board for the 2015 fiscal year**

   The Board of Directors and Supervisory Board propose that members of the Supervisory Board in office during the 2015 fiscal year be discharged for this period.

5. **Resolution on the appointment of the auditor and the group auditor for the 2016 fiscal year**

   On the recommendation of the Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart be appointed as the auditor and group auditor for the 2016 fiscal year. The auditor will also perform the audit review of the condensed financial statements and the interim management report pursuant to Sections 37w and 37y of the Securities Trading Act for the first six months of fiscal year 2016, if applicable.

6. **Resolution on the Company’s name change to “GRENKE AG” and the corresponding amendment to the Articles of Association**

   The Company’s current name contains the surname “Grenke” and the legal form suffix "Leasing" as the Company’s established field of activity. Although the Company’s own operating business is still described correctly, it has become the parent company of a group that includes the related business areas of factoring and banking. To reflect its wider business activities, it seems reasonable to shift the focus away from the leasing business implied by the current name and operate the Company under the name "GRENKE AG" going forward.

   For this reason, the Board of Directors and the Supervisory Board propose the following resolution:

   The name of the Company shall be changed to "GRENKE AG".

   Section 1 (1) of the Articles of Association shall be revised as follows:

   "(1) The Company shall carry the name GRENKE AG".
7. **Resolution on the approval of variable remuneration for Board of Directors members that can amount to up to 200 percent of the Board of Directors member’s fixed salary**

Pursuant to Section 25a (5) sentence 2 of the German Banking Act (KWG) in its current version, the variable remuneration of Board members of financial institutions may not exceed 100% of their fixed remuneration. Section 25a (5) sentence 5 KWG authorises the Annual General Meeting to approve a higher variable remuneration that may not exceed 200% of the fixed remuneration of the respective Board member.

The Supervisory Board proposes the following resolution:

The Supervisory Board is authorised to increase the amount of variable remuneration components to a maximum of 200% of the fixed remuneration component of the respective Board of Directors’ members of GRENKELEASING AG with the exception of Mr. Wolfgang Grenke.

**Rationale for the requested approval of a higher variable remuneration than specified in Section 25a (5) sentence 2 KWG**

GRENKELEASING AG is a medium-sized financial services provider with a notable level of international business. The Company pays its executives – namely, the Board of Directors and the second and third management levels – moderate fixed salaries compared to other institutions but a high variable remuneration component relative to this fixed remuneration so that it can remain internationally competitive in terms of remuneration. As described in the annual financial report, these variable components are determined based on a wide range of measurable performance indicators. These indicators take into account operational improvements (the Balanced Scorecard), annual earnings targets (EBT) and the medium-term value orientation (phantom stocks and investment in Company shares from the Company’s own resources). The variable remuneration components also meet the statutory requirements of establishing incentive mechanisms without using false incentives that encourage the assumption of an undue amount of risk.

**Scope of variable remuneration and number of executives affected**

The amount of variable remuneration is determined on the basis of the indicators described above and is limited to 200% of the fixed remuneration paid to the executive for one business year.

This approval can affect all current members of the Board of Directors and any new entrants to the Company’s management in their capacity as members of the Board of Directors, with the exception of Mr. Wolfgang Grenke.

**Expected impact of higher variable remuneration on the requirement to maintain sufficient capital adequacy**
The Supervisory Board does not expect the higher proportion of variable remuneration to have a negative effect on the requirement to maintain sufficient capital adequacy. The total variable remuneration expense that exceeds 100% of the fixed remuneration for affected members of the Board of Directors amounts to a maximum of EUR 1,000,000 per fiscal year and, therefore, has no relevant influence on the requirement to maintain sufficient capital adequacy.

8. Resolution on the approval of variable remuneration for employees of GRENKELEASING AG, members of governing bodies and employees of subsidiaries, which can amount to up to 200 percent of the fixed salary

Pursuant to Section 25a (5) sentence 2 KWG in its current version, the variable remuneration of employees of financial institutions may not exceed 100% of their fixed remuneration. Section 25a (5) sentence 5 KWG authorises the Annual General Meeting to approve a higher variable remuneration that may not exceed 200% of the fixed remuneration of the respective employee.

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

The Board of Directors shall be authorised to increase the amount of variable remuneration components to a maximum of 200% of the respective fixed remuneration component for Company employees, members of governing bodies and employees of subsidiaries of GRENKELEASING AG.

Rationale for the requested approval of a higher variable remuneration than specified in Section 25a (5) sentence 2 KWG

The Board of Directors and the Supervisory Board believe that variable remuneration is necessary for staff in key areas of the Consolidated Group, particularly in the interest of GRENKELEASING Consolidated Group’s growth and its protection. To avoid compromising future growth momentum through the application of the 1:1 ratio of fixed and variable compensation, the Board of Directors and Supervisory Board believe it is necessary to raise the maximum limit of variable remuneration.

Since the KWG has stringent requirements with respect to the remuneration structure of employees of financial institutions, and because the GRENKELEASING Consolidated Group is forced to search for qualified staff in an internationally competitive environment, the disadvantages that result from the mandatory application of German regulations for the group of institutions, should be offset by a resolution allowing an increase in the maximum amount of variable remuneration components. On this basis, the Supervisory Board and the Board of Directors propose the approval for the use of a 1:2 ratio for executive staff in accordance with the scope defined for GRENKELEASING AG and for members of governing bodies and employees of subsidiaries of...
GRENKELEASING AG under Section 25a (5) sentence 2 KWG so that the ceiling for granting variable remuneration for these employees is raised.

**Scope of variable compensation, number of employees affected and their role**

The scope of variable compensation is determined by the performance bonuses I and II, the amounts of which are determined individually for each employee.

The performance bonuses consist of a number of individual factors that pertain to both personal target achievement and the key figures of the branch office, the respective countries, or those of the GRENKELEASING Consolidated Group as a whole. Important factors include, for example, the volume of new business generated, the number of contracts and the operating margin achieved.

Currently, six employees at GRENKELEASING AG and its subsidiaries would be affected by the proposed increase in variable remuneration components. These employees include managing directors of foreign subsidiaries who at the same time hold the position of Group Director and manage and coordinate sales activities for the GRENKELEASING Consolidated Group in several countries. In the case of these employees, variable remuneration can exceed 100% of the fixed salary and, in exceptional cases, can amount up to 200% of fixed remuneration.

The number of relevant employees and their roles may vary over time; however, a significant enlargement of the group of employees covered by this exemption is not foreseen. GRENKELEASING Consolidated Group currently has a total of eighteen Group Directors holding different positions. It cannot be ruled out that the variable remuneration of individual Group Directors may exceed the upper limit of 100% of fixed remuneration in the future.

**Expected impact of higher variable remuneration on the requirement to maintain sufficient capital adequacy**

The Board of Directors and Supervisory Board point out that the performance bonuses paid to employees of the GRENKELEASING Consolidated Group are determined exclusively based on the risk-free income already generated. To that extent, a higher variable remuneration than in the past will not have a negative impact on the requirement to maintain sufficient capital adequacy.

9. **Resolution on the cancellation of the existing authorisation of May 10, 2011 to issue bonds with warrants and / or convertible bonds, the existing conditional capital (Conditional Capital 2011) and the corresponding amendment to the Articles of Association**

The Annual General Meeting of May 10, 2011 resolved an authorisation to issue bonds with warrants and / or convertible bonds and to exclude subscription rights and created conditional capital (Conditional Capital 2011) to service
option and conversion rights. This authorisation, which expires on May 9, 2016, has not yet been exercised. It is also not the intention to exercise this authorisation in whole or in part before its expiration.

Therefore, the Board of Directors and the Supervisory Board propose to resolve the existing authorisation to issue bonds with warrants and/or convertible bonds in accordance with the resolution of the Annual General Meeting of May 10, 2011 and to cancel the existing conditional capital (Conditional Capital 2011) and delete it from Section 4 (5) of the Company’s Articles of Association.

10. **Resolution on the cancellation of the existing authorisation of May 10, 2011 to issue participation rights and authorisation to issue participation rights and other hybrid bonds and exclude the subscription rights of shareholders**

The Annual General Meeting of May 10, 2011, adopted a resolution to authorise the Board of Directors to issue participation rights under the exclusion of shareholder subscription rights. The Board of Directors has not yet made use of this authorisation.

The authorisation expires on May 9, 2016. To be able to continue to strengthen the Company’s capital base in the future through the issue of participation rights and other hybrid financial instruments, a new authorisation to issue such instruments shall be resolved and the previous authorisation of May 10, 2011 shall be cancelled. The new authorisation shall extend the content of the previous (e.g. include the option to have certain subsidiaries issue the instruments) but at the same time will not provide for the general exclusion of the shareholders’ statutory subscription in the manner prescribed by the previous authorisation, but only exclude shareholders’ subscription rights under certain conditions.

Therefore, the Board of Directors and the Supervisory Board propose the following resolution:

a) **Cancellation of the existing authorisation of May 10, 2011 to issue participation rights**

   The existing authorisation to issue participation rights according to the resolution of the Annual General Meeting of May 10, 2011 will be cancelled with effect from the effective date under lit. b) of the authorisation to be resolved stated below.

b) **Authorisation to issue participation rights and other hybrid financial instruments and to exclude subscription rights**

   With the consent of the Supervisory Board, the Board of Directors is authorised to issue bearer and/or registered participation rights with limited or unlimited maturities on one or several occasions until May 2, 2021.
Instead of or in addition to participation rights, the Board of Directors is also authorised, with the Supervisory Board’s consent, to issue other hybrid financial instruments with limited or unlimited maturities on one or several occasions until May 2, 2021 that require the approval from the Annual General Meeting pursuant or according to Section 221 AktG [German Stock Corporation Act] (further referred to as "hybrid bonds").

The total nominal amount of participation rights or hybrid bonds (further also referred to jointly as "partial rights") issued under this authorisation may not exceed the total of EUR 150,000,000.00.

The partial rights can be issued in euros or the legal currency of an OECD member state limited to the corresponding euro equivalent.

The consideration provided for the issue of partial rights can be in cash or certain valuable contributions in kind specified by the Company, particularly in the form of existing bonds or participation rights that are intended to be replaced by the new instruments.

The partial rights can also be issued by domestic or foreign companies that are directly or indirectly majority owned by the Company (below referred to individually or collectively as "subsidiaries"), in a manner in which, initially, the partial rights of the Company are issued to the subsidiaries concerned, and the subsidiaries refinance themselves through the issue of partial rights at substantially the same conditions as the partial rights of the Company (further referred to as an "indirect issue").

In the event of an indirect issue of partial rights, the Board of Directors, with the Supervisory Board’s consent, is authorised to assume a guarantee, a letter of comfort and / or a similar instrument on behalf of the Company to secure the obligations of that subsidiary under the partial rights.

In this case, the Board of Directors is also authorised, with the Supervisory Board’s consent, to grant the subsidiary non-transferable similar partial rights in the amount of the issue of the subsidiary. In the case of an indirect issue, only the volume of the partial rights issued by the subsidiary will be taken into account for the above-mentioned maximum amount of EUR 150,000,000.00.

In the case of an indirect issue, the Company must ensure that the subsidiary’s issue of partial shares is offered to the Company’s shareholders for subscription (further referred to as "indirect subscription right") or that the shareholders’ subscription rights will be excluded under the conditions stated below.

With the Supervisory Board’s consent, the Board of Directors may exclude shareholders’ direct subscription rights for the partial rights issued by the Company to the subsidiary if the Company ensures such indirect subscription rights or their exclusion subject to the following conditions.
As a rule, the shareholders are entitled to their statutory subscription rights upon the issue of the partial rights. The Board of Directors is authorised, subject to the Supervisory Board’s consent, to exclude shareholder subscription rights when the issue price is not significantly below the partial rights’ theoretical market value determined on the basis of actuarial methods.

If no use is made of the above option to exclude subscription rights, then the Board of Directors is authorised, with the Supervisory Board’s consent, to exclude subscription rights for fractional amounts resulting from the subscription ratio and to exclude subscription rights to the extent necessary to grant holders of option and / or conversion rights for the Company’s shares or holders of convertible bonds and / or convertible participation rights with conversion obligations for Company shares, subscription rights in the amount that they would have been entitled to had they exercised their option or conversion rights or fulfilled their conversion obligations.

The Board of Directors will review each case carefully to determine whether the exclusion of shareholders’ subscription rights is in the interest of the Company and its shareholders. The Supervisory Board will only give its required consent if it believes these conditions have been met.

The partial rights may also be offered to shareholders by way of indirect subscription rights from one or more credit institutions designated by the Board of Directors when these institutions agree to subscribe for the partial rights with the obligation to offer them to shareholders for subscription.

With the consent of the Supervisory Board, the Board of Directors is authorised to set the further details of the issue and its terms, particularly the volume, timing, interest rate, issue price and maturity, or to determine the details in agreement with the governing bodies of the subsidiary designated to execute the issue.

Report of the Board of Directors on Agenda Item 10 for the exclusion of subscription rights in the issue of participation rights and other hybrid bonds pursuant to Sections 221 (4) sentence 2, 186 (4) sentence 2 AktG

The Board of Directors must submit a written report to the Annual General Meeting with respect to Agenda Item 10 on the rationale for the authorisation to exclude shareholders’ subscription rights pursuant to Section 221 (4) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG. This report is available from the date of calling the meeting at the offices of the Company for inspection by the shareholders. This report may also be found on the Internet at http://www.grenke.de/en/investor-relations. The report, which can be sent to shareholders immediately and free of charge upon request, is made publically known as follows:

As a replacement and extension of the authorisation to issue participation rights excluding shareholders’ subscription rights resolved by the Annual General Meeting

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of May 10, 2011 and limited until May 9, 2016, the proposed authorisation of the Board of Directors under Agenda Item 10 provides for the authorisation, with the Supervisory Board’s consent, to issue participation rights and other hybrid bonds (also referred to collectively as "partial rights") may be issued in a total nominal amount of up to EUR 150,000,000.00.

The option to issue such partial rights provides the Company a financing alternative without option or conversion rights or conversion obligations for shares. The issue of these instruments does not create any voting rights or other ownership rights and, therefore, does not change the share ownership structure under corporate law.

By issuing such partial rights, the Company can take advantage of attractive financing opportunities and conditions depending on the prevailing market conditions. For the sake of flexibility, the Company shall also have the option to access the German capital market or international capital markets through its domestic and foreign subsidiaries, if they are directly or indirectly majority held, to issue bonds in euros or the legal currency of other OECD countries. Based on the proposed authorisation under Agenda Item 10, an issue from a subsidiary may only be executed by first issuing the Company’s partial rights to the respective subsidiary and the subsidiary refinances itself by issuing partial rights at substantially the same conditions as the partial rights of the Company (an "indirect issue").

The issue of partial rights can be executed against cash consideration and also certain valuable contributions in kind specified by the Company, particularly in the form of existing bonds or participation rights.

As a rule, the shareholders are entitled to their statutory subscription rights upon the issue of the partial rights. However, to facilitate the execution of partial rights, the option may be used to issue partial rights to one or more credit institutions with the obligation to offer the partial rights to shareholders in proportion to their subscription rights (known as an indirect subscription right as defined by Section 186 (5) AktG).

With the consent of the Company’s Supervisory Board, the Board of Directors is also authorised to exclude shareholders’ subscription rights in the following cases:

- To the extent that participation rights or other hybrid bonds are indirectly issued, it is necessary that the Board of Directors, with the Supervisory Board’s consent, excludes the statutory subscription rights of the shareholders to ensure that the instruments can be efficiently issued to the subsidiary concerned and so that it, in turn, can then issue substantially similar instruments. The direct subscription right of shareholders for participation rights or other hybrid bonds issued by the Company will thereby be replaced by an indirect shareholder subscription right to substantially similar partial rights issued by the subsidiary concerned unless the subscription right pursuant to the options mentioned and the considerations described is excluded in compliance with the statutory provisions.

- Even if the provision under Section 186 (3) sentence 4 AktG regarding the simplified exclusion of subscription rights does not directly apply to the issuance of participation rights and other hybrid bonds without option and / or conversion
rights or conversion obligations, because these instruments are not entitled to voting or other ownership rights and, therefore, do not have any effect on the ownership structure or voting rights, Section 186 (3) sentence 4 AktG can still be interpreted that the market can require the exclusion of subscription rights when it can be ensured that the subscription right has almost no economic value. The proposed authorisation under Agenda Item 10 also provides for this type of partial rights the option to exclude shareholders’ subscription rights when the issue price is not materially below the hypothetical market value determined on the basis of actuarial methods. This requirement provides additional protection for the sake of the least possible dilution of shareholders’ interests.

- The exclusion of subscription rights for fractional amounts that can result from the amount of the respective issue volume and the need for a practicable subscription ratio allows for the utilisation of the requested authorisation using rounded amounts. This simplifies execution and is, therefore, in the interest of the Company and its shareholders.

- The exclusion of subscription rights in favour of holders of previously issued option or conversion rights or such rights associated with conversion obligations has the advantage that it is not necessary to reduce the exercise or conversion price for previously issued option and / or convertible rights, but instead the subscription right may be granted as protection against dilution, whereby the Company receives an overall higher level of proceeds. It is common market practice to equip bonds and participation rights with this type of dilution protection.

Therefore, in consideration of all of the circumstances described, it can be concluded that the authorisations to exclude subscription rights within the limits described appear to be necessary, reasonable, justifiable and suitable and in the best interest of the Company and its shareholders. The Board of Directors will make use of the authorisation to exclude subscription rights only if the exclusion is justified in the concrete case and is covered by the requested authorisation when issuing participation rights or other hybrid bonds. The Supervisory Board will carefully examine whether the conditions to exclude subscription rights in the specific case have been met before issuing the approval incumbent upon it.
Attendance of Annual General Meeting

Only those shareholders who are registered as shareholders in the Company’s share register on the day of the Annual General Meeting and who are registered with the Company by the deadline may participate in the Annual General Meeting and exercise voting rights as defined under GRENKELEASING AG’s Articles of Association in Section 13 (1). The Company must receive registration by midnight (CEST) April 26, 2016 in written form (Section 126b of the German Civil Code [BGB]) in either the German or English language at the following designated address:

GRENKELEASING AG

c/o Computershare Operations Center

80249 München

Fax: + 49 89 30903-74675

Email: anmeldestelle@computershare.de

With respect to the Company, only those individuals who are registered in the share register will be considered as shareholders and will be permitted to participate in the Annual General Meeting and exercise voting rights pursuant to Section 67 (2) sentence 1 AktG. The shareholder’s registration status in the share register on the day of the Annual General Meeting is authoritative for determining a shareholder’s eligibility to participate and vote. For technical reasons, no changes in the share register may be made (registration stop) from after midnight (CEST), April 26, 2016 until midnight (CEST), May 3, 2016. This means the registration status of the share register on the day of the Annual General Meeting represents the status after the last change on April 26, 2016. The decisive date for assessing the holdings in the Company’s shares from a technical perspective (the “technical record date”) is, therefore, midnight (CEST), on April 26, 2016.

The technical record date is not relevant for the dividend entitlement and has no effect on the transferability of shares. Shareholders may continue to freely trade their shares even after registering for the Annual General Meeting.

Proxy representation

Shareholders who do not wish to or cannot attend the Annual General Meeting in person can exercise their voting rights by a proxy with a corresponding power of attorney, for example, a bank or shareholders’ association. Also, in this case, timely registration is required. A form for appointing a power of attorney will be sent with the ticket. The power of attorney and voting instruction forms can also be requested at the Company’s postal address below, by fax at +49 7221 / 5007-4218, email at hauptversammlung@grenke.de or downloaded from the Internet at http://www.grenke.de/en/investor-relations. Granting a power of attorney, its revocation and proof of authorisation for the Company must be in writing. Proof of authorisation may also be submitted to the Company by email at the following email address: hauptversammlung@grenke.de

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Generally, there are special aspects to be taken into consideration when authorising banks, shareholders’ associations or equivalent persons and institutions pursuant to Section 135 (8) and (10) AktG that can be obtained from the respective proxy.

We also offer our shareholders the option to appoint Company-nominated proxies prior to the Annual General Meeting. The proxies may only exercise voting rights in accordance with the express instructions given. The power of attorney is invalid without instructions. Shareholders who wish to grant a power of attorney to Company-nominated proxies require a ticket to the Annual General Meeting. Shareholders receive the necessary documents and information together with the ticket. The power of attorney with the proxy voting instructions must be received by GRENKELEASING AG by midnight (CEST), April 29, 2016, at the following address:

GRENKELEASING AG
c/o Computershare Operations Center
80249 München
Fax: + 49 89 30903-74675
Email: anmeldestelle@computershare.de

We regret that powers of attorney that arrive later than the date specified above will not be considered.

Shareholders will receive additional information on the power of attorney procedure with their ticket. Related information is also available at http://www.grenke.de/investor-relations.

Requests for additions to the agenda pursuant to Section 122 (2) AktG

Shareholders whose shareholdings represent one-twentieth of the share capital or the proportionate amount of EUR 500,000 may request items to be set on the agenda and publicised. Each request must be accompanied with its substantiation or a draft resolution. The request must be submitted in writing to the Board of Directors of GRENKELEASING AG and must be received by the Company no later than midnight (CEST), April 2, 2016. Request for additions received later than this date will not be considered. Please direct requests for additions to the following address:

Board of Directors of GRENKELEASING AG
c/o Investor Relations
Neuer Markt 2
76532 Baden-Baden

Any requests for additions to the agenda that are not included in the Notice of the Annual General Meeting will be publicised immediately upon receipt in the Federal Gazette and similar media where it may be assumed that the information will be disseminated throughout the European Union. These requests will also be published on the Company’s website at http://www.grenke.de/en/investor-relations.
Shareholder countermotions and nomination proposals pursuant to Sections 126 (1) and 127 AktG and other shareholder inquiries

Shareholders’ countermotions and their substantiation with respect to a proposal of the Board of Directors and / or Supervisory Board under a specific agenda item, as well as nomination proposals or other inquiries from shareholders with respect to the Annual General Meeting, together with the name of the shareholder, should be submitted to

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

or sent by email to

hauptversammlung@grenke.de.

Countermotions and nomination proposals addressed otherwise will not be considered.

Shareholder countermotions and nomination proposals to be publicised, including the shareholder’s name and substantiation, will be published at http://www.grenke.de/investor-relations immediately upon their receipt, provided the Company receives these at least 14 days before the date the Annual General Meeting, i.e. no later than midnight (CEST), April 18, 2016. Any comments by the Company’s management will be published at the above Internet address.

Right to information pursuant to Section 131 (1) AktG

At the Annual General Meeting, each shareholder or proxy is entitled upon request to information from the Board of Directors concerning the Company’s affairs including the legal and business relationships with affiliated companies and the situation of the Consolidated Group and the companies included in the consolidated financial statements, when the information is necessary for a proper evaluation of the subject of the agenda item.

Further explanations

Further explanations with respect to shareholder rights pursuant to Section 122 (2), Section 126 (1), Section 127, and Section 131 (1) AktG can be found on the Company’s website under http://www.grenke.de/en/investor-relations.

Total number of shares and voting rights

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.
According to Section 30b (1) no. 1 of the German Securities Trading Act, we hereby disclose the following: On the date of calling the Annual General Meeting, the total number of shares of GRENKELEASING AG amounted to 14,754,199 no-par value registered shares. Each share grants one vote at the Annual General Meeting. The Company held no treasury shares at the time of calling the Annual General Meeting. As a result, the total number of participating and voting shares amounts to 14,754,199 shares.

**Transmission of the Annual General Meeting over the Internet**

Shareholders unable to attend the Annual General Meeting in person and the interested public can follow the chairman of the Board of Director’s speech and the general discussion that follows on the Internet under [http://www.grenke.de/en/investor-relations](http://www.grenke.de/en/investor-relations). Following the Annual General Meeting, the voting results will also be available at this Internet address.

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

The statutory disclosures, explanations and information under Section 124a AktG pertaining to this year’s Ordinary Annual General Meeting are available on GRENKELEASING AG’s website at the following address:


Baden-Baden, March 2016

GRENKELEASING AG
The Board of Directors

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