

**Berentzen-Gruppe
Aktiengesellschaft**

**Invitation to the Annual
General Meeting 2017
in Hannover**



(The text decisive for the invitation to the Annual General Meeting of Berentzen-Gruppe Aktiengesellschaft is the one written in the German language.)

Berentzen-Gruppe Aktiengesellschaft
with its registered office in Haselünne, Germany

German Securities Identification Number (WKN)
520 160

International Securities Identification Number (ISIN)
DE0005201602

Invitation to the Annual General Meeting

We hereby invite our shareholders
to attend the annual general meeting
to be held at 10 a.m. (Central European Summer Time – CEST)
on Friday, May 19, 2017
in the Niedersachsenhalle at Hannover Congress Centrum,
Theodor-Heuss-Platz 1-3, 30175 Hannover, Germany.

Agenda

1. **Presentation of the adopted Annual Financial Statements and the approved Consolidated Financial Statements at 31 December 2016, the Combined Management Report for Berentzen-Gruppe Aktiengesellschaft and the corporate group complete with the explanatory report of the Executive Board regarding disclosures in accordance with Section 289 (4) and Section 315 (4) of the German Commercial Code (Handelsgesetzbuch – HGB) and the Report of the Supervisory Board for the 2016 financial year**

Pursuant to Section 172 Sentence 1 Aktiengesetz (AktG), the Supervisory Board approved the annual financial statements prepared by the Executive Board on March 22, 2017. The annual financial statements are thus adopted. The Supervisory Board approved the consolidated financial statements at the same time.

Pursuant to Section 173 (1) AktG, approval of the annual financial statements and adoption of the consolidated financial statements by the general meeting are not necessary as a consequence. The other documents listed above are also only made available to the general meeting without the need for a resolution to be adopted – apart from the adoption of a resolution regarding the utilisation of the distributable profit.

The documents listed above and the proposal of the Executive Board regarding the utilisation of the distributable profit can be accessed via the Company website at <http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/> and will be available for inspection at the general meeting.

2. **Adoption of a resolution regarding the utilisation of the distributable profit for the 2016 financial year**

The Executive Board and the Supervisory Board propose that the distributable profit of EUR 5,521,613.65 shown in the annual financial statements for the 2016 financial year be utilised as follows:

- a) To pay a dividend of EUR 0.25 per share of common stock eligible for dividends for the 2016 financial year EUR 2,348,422.75 and
- b) to carry forward the remaining amount of EUR 3,173,190.90 to new account.

The proposal for the utilisation of the distributable profit includes the 206,309 own (treasury) shares held directly or indirectly by the Company on the date when the invitation to the annual general meeting was published in the Federal Gazette, which pursuant to Section 71b AktG are not eligible for dividends. The number of shares eligible for dividends may change up until the annual general meeting. If this is the case, an accordingly amended motion regarding the utilisation of the distributable profit may be submitted to the annual general meeting while retaining unchanged the payout of EUR 0.25 per common share eligible for dividends.

Pursuant to Section 58 (4) Sentence 2 AktG as amended on January 1, 2017, entitlement to the dividend is due on the third business day after the annual general meeting, i.e. on May 24, 2017.

3. **Adoption of a resolution regarding the approval of the actions of the Executive Board in the 2016 financial year**

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Approval is hereby granted to the serving members of the Executive Board in the 2016 financial year for their actions in the said period.

4. **Adoption of a resolution regarding the approval of the actions of the Supervisory Board for the 2016 financial year**

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Approval is hereby granted to the serving members of the Supervisory Board in the 2016 financial year for their actions in the said period.

5. **Election of the independent auditor of the annual and consolidated financial statements for the 2017 financial year and the auditor for a possible audit review of the abridged financial statements and interim management report in the 2017 financial year and the auditor for a possible audit review of additional information during the year**

In line with a corresponding recommendation made by the Finance and Audit Committee, the Supervisory Board proposes that the following resolution be adopted:

The Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft, with registered offices in Düsseldorf, is appointed to act as independent auditor of the annual and consolidated financial statements for the 2017 financial year and the auditor for a possible audit review of the abridged financial statements and interim management report pursuant to Section 37w (5) and Section 37y No. 2 of the German Securities Trading Act (Wertpapierhandelsgesetz) in the 2017 financial year and the auditor for a possible audit review of additional financial information during the year pursuant to Sections 37w (7) and 37y No. 2 of the German Securities Trading Act in financial year 2017, and in 2018 until the next annual general meeting.

The Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft, with registered offices in Düsseldorf, has notified the Supervisory Board that there are no commercial, financial, personal or other relationships between itself, its executive bodies and lead auditors on the one hand and the Company and its executives on the other hand that could raise doubts about its independence.

6. Supplementary elections to the Supervisory Board

Mr Donatus Albrecht resigned from his post on June 20, 2016. His regular term of office would have expired at the end of the annual general meeting that resolves to formally approve the actions of the Supervisory Board for the 2018 financial year. Mr Daniël M.G. van Vlaardingen was appointed in place of Mr Donatus Albrecht at the request of the Chairman of the Supervisory Board in agreement with the Supervisory Board by order of the Osnabrück Local Court (Registry Court) on August 24, 2016 until the Company has appointed a new member to its Supervisory Board. Mr Daniël M.G. van Vlaardingen shall now be appointed as a member of the Supervisory Board by the annual general meeting.

Dr Frank Forster, Dr Dirk Markus and Dr Martin Schoefer have resigned their posts with effect from the end of the annual general meeting on May 19, 2017. Their regular term of office would have expired at the end of the annual general meeting that resolves to formally approve the actions of the Supervisory Board for the 2018 financial year.

Mr Frank Schübel, Spokesman of the Executive Board of Berentzen-Gruppe Aktiengesellschaft, informed the Chairman of the Company's Supervisory Board on January 3, 2017 that he would not extend his Executive Board position ending on October 30, 2017. In doing so, Mr Schübel declared his intention to make his expertise available to the Group in future as a member of the Supervisory Board of Berentzen-Gruppe Aktiengesellschaft to ensure strategic continuity and expertise. Mr Schübel's Executive Board appointment ends with effect from the end of the annual general meeting on May 19, 2017.

Shareholders who jointly hold more than 25 percent of voting rights in the Company have proposed to appoint Mr Frank Schübel to the Supervisory Board as a shareholder representative by means of a by-election in accordance with Section 100 (2)

Sentence 1 No. 4 AktG. The Supervisory Board adopted this shareholder nomination proposal and is subsequently proposing the appointment of Mr Frank Schübel as a member of the Supervisory Board.

The Supervisory Board is composed of three employee representatives and six shareholder representatives appointed by the annual general meeting in accordance with Sections 95 Sentence 2, 96 (1), 101 (1) AktG, Section 1 (1) Sentence 1 of the German One-Third Participation Act (Drittelbeteiligungsgesetz) and Article 8 (1) of the Articles of Association. The annual general meeting is not bound by nomination proposals.

If a Supervisory Board member is appointed in place of an outgoing member, their term of office is for the remaining tenure of the outgoing member in accordance with Article 8 (5) of the Articles of Association.

Based on an appropriate recommendation from the Nomination Committee, the Supervisory Board proposes the appointment of:

- a) Prof. Dr. Roland Klose, residing in Würzburg, Germany, Professor of Business Administration, FOM University of Applied Sciences for Economics and Management, Essen / Nuremberg, Germany,
- b) Mr Hendrik H. van der Lof, residing in Almelo, Netherlands, Managing Director of Via Finis Invest B.V., Almelo, Netherlands,
- c) Mr Frank Schübel, residing in Gräfelting, Germany, Spokesman of the Executive Board of Berentzen-Gruppe Aktiengesellschaft, Haselünne, Germany, till the end of the annual general meeting on May 19, 2017 and from June 1, 2017 on Executive Director of Teekanne GmbH & Co. KG, Düsseldorf, Germany,
- d) Mr Daniël M.G. van Vlaardingen, residing in Hilversum, Netherlands, Managing Director of Monolith Investment Management B.V., Amsterdam, Netherlands,

to the Supervisory Board as shareholder representatives with effect from the end of the annual general meeting convened on May 19, 2017 for a term ending with the conclusion of the annual general meeting that resolves to formally approve the actions of the Supervisory Board for the 2018 financial year.

Disclosures in accordance with Section 125 (1) Sentence 5 AktG:

- a) Prof. Dr. Roland Klose:
Prof. Dr. Klose is not a member of any other statutory supervisory boards or comparable supervisory bodies within commercial enterprises either in Germany or abroad.
- b) Mr Hendrik H. van der Lof:
Mr Van der Lof is not a member of any other statutory supervisory boards.

Mr Van der Lof is a member of the following comparable supervisory bodies within commercial enterprises either in Germany or abroad:

- Monolith N.V., Amsterdam, Netherlands (Member of the Supervisory Board)
- TIIN Buy-Out & Growth Fund B.V., Naarden, Netherlands (Chairman of the Supervisory Board)

c) Mr Frank Schübel:

Mr Schübel is a member of the following other statutory supervisory boards:

- Doornkaat Aktiengesellschaft, Norden, Germany (Chairman of the Supervisory Board)

Mr Schübel is not a member of any other statutory supervisory boards or comparable supervisory bodies within commercial enterprises either in Germany or abroad.

d) Mr Daniël M.G. van Vlaardingen:

Mr Van Vlaardingen is not a member of any other statutory supervisory boards or comparable supervisory bodies within commercial enterprises either in Germany or abroad.

Disclosures in accordance with Item 5.4.1 of the German Corporate Governance Code:

- In the opinion of the Supervisory Board, no personal or professional relationships of material significance for the elections at the annual general meeting exist between Prof. Dr Roland Klose and Berentzen-Gruppe Aktiengesellschaft and its group companies, the bodies of Berentzen-Gruppe Aktiengesellschaft and other major Berentzen-Gruppe Aktiengesellschaft shareholders for which disclosure is recommended in accordance with Item 5.4.1 of the German Corporate Governance Code.
- Mr Hendrik H. van der Lof is a member of the Supervisory Board of Dutch investment company Monolith N.V., a company within the Monolith Investment Group, Amsterdam, Netherlands. Stichting Administratiekantoor Monolith, Amsterdam, Netherlands, and Monolith Duitsland B.V., Amsterdam, Netherlands, currently hold, either directly or indirectly, around 10.4% of the voting shares in Berentzen-Gruppe Aktiengesellschaft. As a result, personal and professional relationships exist between Mr Van der Lof and Monolith Duitsland B.V. as a significant direct shareholder in Berentzen-Gruppe Aktiengesellschaft within the meaning of Item 5.4.1 of the German Corporate Governance Code. Otherwise, in the opinion of the Supervisory Board, no personal or professional relationships of material significance for the elections at the annual general meeting exist between Mr Van der Lof and Berentzen-Gruppe Aktiengesellschaft and its group companies, the bodies of Berentzen-Gruppe Aktiengesellschaft and other major Berentzen-Gruppe Aktiengesellschaft shareholders for which disclosure is recommended in accordance with Item 5.4.1 of the German Corporate Governance Code.

- Mr Frank Schübel is currently a member and Spokesman of the Executive Board of Berentzen-Gruppe Aktiengesellschaft. His Executive Board appointment ends with effect from the end of the annual general meeting on May 19, 2017. Together with his wife, Mr Schübel also holds around 0.4% of the voting shares of Berentzen-Gruppe Aktiengesellschaft. As a result, personal and professional relationships exist between Mr Schübel and Berentzen-Gruppe Aktiengesellschaft within the meaning of Item 5.4.1 of the German Corporate Governance Code. Otherwise, in the opinion of the Supervisory Board, no personal or professional relationships of material significance for the elections at the annual general meeting exist between Mr Schübel and Berentzen-Gruppe Aktiengesellschaft and its group companies, the bodies of Berentzen-Gruppe Aktiengesellschaft and other major Berentzen-Gruppe Aktiengesellschaft shareholders for which disclosure is recommended in accordance with Item 5.4.1 of the German Corporate Governance Code.
- Mr Daniël M.G. van Vlaardingen is Managing Director of Dutch investment company Monolith Investment Management B.V., a company within the Monolith Investment Group, Amsterdam, Netherlands. Stichting Administratiekantoor Monolith, Amsterdam, Netherlands, and Monolith Duitsland B.V., Amsterdam, Netherlands, currently hold, either directly or indirectly, around 10.4% of the voting shares in Berentzen-Gruppe Aktiengesellschaft. As a result, personal and professional relationships exist between Mr Van Vlaardingen and Stichting Administratiekantoor Monolith as well as Monolith Duitsland B.V. as a significant direct or indirect shareholder in Berentzen-Gruppe Aktiengesellschaft within the meaning of Item 5.4.1 of the German Corporate Governance Code. Otherwise, in the opinion of the Supervisory Board, no personal or professional relationships of material significance for the elections at the annual general meeting exist between Mr Van Vlaardingen and Berentzen-Gruppe Aktiengesellschaft and its group companies, the bodies of Berentzen-Gruppe Aktiengesellschaft and other major Berentzen-Gruppe Aktiengesellschaft shareholders for which disclosure is recommended in accordance with Item 5.4.1 of the German Corporate Governance Code.

In accordance with Item 5.4.1 of the German Corporate Governance Code, the Supervisory Board has affirmed that each of the proposed candidates can dedicate the time expected of them.

The intention is to proceed with the Supervisory Board elections by way of individual elections in accordance with Item 5.4.3 of the German Corporate Governance Code.

Further information on the proposed candidates can be accessed on the Berentzen-Gruppe Aktiengesellschaft website at

<http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/>.

7. Resolution on the amendment of Article 14 of the Articles of Association (Compensation) regarding the adjustment of Supervisory Board compensation

The Supervisory Board compensation structure was last adjusted in 2012. Since then, Supervisory Board members only receive fixed compensation, which was previously last adjusted in 2003, in accordance with Article 14 (1) of the Company's Articles of Association. In order to take account of increasing demands regarding the complexity of tasks and the responsibility of members of the Supervisory Board and its committees in recent years, the compensation structure is to be amended with retroactive effect from January 1, 2017 to strike an appropriate balance between these roles and the situation of the Company.

As previously, it is proposed that members of the Supervisory Board are only granted a fixed compensation in future in addition to the reimbursement of their expenses. This exclusively fixed compensation does not contradict the recommendations of the German Corporate Governance Code.

In accordance with Article 14 (2) of the Articles of Association, which shall remain unchanged, compensation is payable after the conclusion of each financial year.

The Executive Board and Supervisory Board thus propose to resolve as follows:

a) Article 14 (1) of the Company's Articles of Association is revised as follows:

"(1) Every Supervisory Board member shall receive EUR 17,000.00 as compensation for each full financial year. The annual compensation of the Supervisory Board Chairman shall be double the amount referred to in Sentence 1; for the Deputy Supervisory Board Chairman, it shall be one and one half times the aforementioned amount. In addition to the compensation set forth in Sentence 1, members shall receive one quarter of the annual compensation for each membership on a committee for each full financial year and half of the aforementioned annual compensation for each chairmanship of a committee."

b) With the entry into force of the Articles of Association provision stated in Figure a) of this agenda item, the new Supervisory Board compensation rules will be applicable for the first time for the financial year beginning January 1, 2017.

Conditions for attending the annual general meeting and exercising voting rights

Shareholders are entitled to attend the annual general meeting and to exercise their voting rights provided they have registered themselves prior to the meeting and submitted evidence of their shareholding to the Company. Registration must be in text form in either German or English. The evidence of the shareholding must be provided in a separate shareholding certificate in either German or English prepared by the custodian institution in text form (Section 126b BGB). The evidence provided by the custodian institution must relate to the beginning of the twenty-first day prior to the general meeting, meaning April 28, 2017, 00:00 hrs. (CEST), (the "evidence date").

Both the registration and the evidence of shareholding must reach the Company by midnight (CEST) on May 12, 2017 at the latest at the following address, fax number or email address:

Berentzen-Gruppe Aktiengesellschaft
c/o UniCredit Bank AG
CBS51DS/GM
D-80311 Munich
Germany
Fax: +49 (0)89 5400 2519
Email: hauptversammlungen@unicredit.de

Following the timely and orderly receipt of registration and evidence of shareholding by the Company at the address, fax number or email address listed above, admission tickets for the annual general meeting, complete including a proxy authorisation form (see below for more details), will be sent to the shareholders as a means of facilitating the organisational arrangements. To ensure that the admission tickets are received in good time, we would ask the shareholders to ensure that they register and submit evidence of their shareholding promptly. The admission tickets are intended solely to assist in organisational arrangements and are not a condition for attending the annual general meeting or exercising voting rights.

Only those parties who have provided the evidence of shareholding in an orderly manner as described above are deemed shareholders in relation to the Company for the purposes of attending the annual general meeting and exercising voting rights. The evidence date and/or the evidence itself do not constitute a block on the ability to sell the evidenced shares. Even in the event of the (complete or partial) sale of the shares after the evidence date, solely the shareholding at the evidence date is definitive for attendance and the scope of the voting rights in relation to the Company; in other words, sales of shares after the evidence date have no impact in relation to the Company on the entitlement to attend the general meeting or the scope of the voting rights. The same holds true analogously for the acquisition or additional acquisitions of shares after the evidence date. Any party who is not a shareholder at the evidence date, but acquires shares prior to the annual general meeting, is not a shareholder in relation to the Company for the purposes of attendance and voting rights. The evidence date has no significance for the entitlement to receive dividends.

Procedure for authorising a proxy-holder to exercise voting rights

Shareholders may be represented by a proxy-holder with regard to attending the annual general meeting and exercising their voting rights in the annual general meeting. The proxy-holder might be the custodian bank, a shareholder association or any other person of their choice. The issue of proxy rights is permitted both before and during the annual general meeting and may be notified to both the proxy-holder and the Company.

Even in the event that proxy rights are issued, timely registration and provision of evidence entitling the shareholder to attend the annual general meeting and to exercise voting rights is required (see under “Conditions for attending the annual general meeting and exercising voting rights” above). Should a shareholder issue proxy rights to more than one person, the Company may reject one or more such persons pursuant to Section 134 (3) Sentence 2 AktG.

Article 19 (2) Sentence 2 of the Company’s Articles of Association states that the issue of proxy rights, their revocation and the evidence of proxy authorisation provided to the Company require the form specified in the relevant legal provisions. Where neither credit institutions nor shareholder associations nor persons, associations, institutions or companies declared equivalent to such pursuant to Section 135 (8) AktG and Section 135 (10) AktG in conjunction with Section 125 (5) AktG are issued proxy rights, and the issue of proxy rights is not otherwise subject to Section 135 AktG, the proxy rights, their revocation and the evidence of proxy authorisation provided to the Company require the text from accordingly (Section 126b BGB).

Where proxy rights are issued to a credit institution, a shareholder association or persons, associations, institutions or companies declared equivalent to such pursuant to Section 135 AktG, the proxy authorisation must be verifiably recorded by the proxy-holder; the proxy authorisation must be complete and may only contain the declarations related to exercising voting rights. Shareholders who wish to issue proxy rights to a credit institution, a shareholder association or other persons, associations, institutions or companies declared equivalent with such are requested to agree the form of proxy with the prospective proxy-holder. Reference is made to the special procedure defined in Section 135 (1) Sentence 5 AktG.

Additional evidence of proxy authorisation is not required if the proxy rights are issued by way of declaration to the Company. If, by contrast, the proxy rights are issued by way of declaration to the proxy-holder, the Company may request evidence of the proxy authorisation, to the extent that Section 135 AktG – notably including the issue of proxy rights to a credit institution or a shareholder association – does not require otherwise. The evidence of proxy authorisation may be provided by the proxy-holder at the meeting venue on the day of the annual general meeting. Furthermore, the evidence of proxy authorisation may also be submitted to the following address, fax number or email address:

Berentzen-Gruppe Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
D-81241 Munich
Germany
Fax: +49 (0)89 889 690 655
Email: berentzen@better-orange.de

A form that can be used to issue proxy rights can be found on the reverse of the admission ticket and is also available to download from <http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/>.

Shareholders may also be represented by the Company-appointed representatives who are bound by voting instructions (“Company-appointed representatives”). Timely registration and provision of evidence of entitlement to attend the general meeting and to exercise voting rights is also required in this instance (see under “Conditions for attending the annual general meeting and exercising voting rights” above). The authorisation of the Company-appointed representatives and its revocation require the text form. Where Company-appointed representatives are authorised to act as proxy, they must be given instructions regarding the exercise of the voting rights in every instance. The Company-appointed representatives are obliged to exercise the voting rights for the agenda items exclusively in accordance with the shareholder’s instructions regarding the resolutions proposed by the management in the invitation to the annual general meeting. Where clear and explicit instructions are not provided, the Company-appointed representatives will abstain from voting on the respective motion. The Company-appointed representatives do not have any personal discretion whatsoever when exercising voting rights. It is not possible to authorise the Company-appointed representatives to raise objections, to submit motions or to ask questions. The Company-appointed representatives only accept instructions for the exercise of voting rights in text form.

The shareholders receive a form that can be used to issue proxy rights and instructions to the Company-appointed representatives together with the admission ticket; this form is also available to download at: <http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/>. The proxy rights issued to the Company-appointed representatives complete with the voting instructions must be received at the address, fax number or email address stated above by midnight (CEST) on May 18, 2017 at the latest. Additional evidence of the proxy authorisation of the Company-appointed representatives is not required.

In addition, shareholders and their representatives have the opportunity to authorise the Company-appointed representatives to exercise their voting rights in accordance with their instructions during the annual general meeting.

The above information regarding the options for submission and notice periods apply analogously for any revocation or amendment to the proxy authorisation or instructions issued to a Company-appointed representative. Should a shareholder wish to attend the annual general meeting in person or have his/her shares represented by an authorised representative and exercise his/her shareholder

rights although the Company has already appointed a representative to act as proxy, personal attendance or attendance through an authorised representative shall be regarded as revocation of the authorisation granted to the Company-appointed representative. In this case, the Company-appointed representative shall not exercise the right to vote.

Information on shareholder rights in accordance with Section 122 (2), Section 126 (1), Section 127, Section 131 (1) AktG

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

Shareholders whose combined holdings are equal to at least one-twentieth (5%) of the capital stock, or EUR 1,248,000.00 (corresponding to 480,000 shares at the present time), or the proportional amount of EUR 500,000.00 (– round up to the nearest full number of shares – corresponding to 192,308 shares at the present time), may request that items be added to the agenda or announced. A justification or nomination must be included with every new item on the agenda. The request must be addressed to the Executive Board and must reach the Company in writing by midnight (CEST) on April 18, 2017 at the latest. The address of the Executive Board is as follows:

Berentzen-Gruppe Aktiengesellschaft
The Executive Board
Ritterstraße 7
D-49740 Haselünne
Germany

Provided they were not already published with the invitation to the annual general meeting, additions to the agenda that are to be announced will be published in the Federal Gazette without delay upon receipt of the request and forwarded for publication to such media for which it can be assumed that they will disseminate the information throughout the European Union. They will also be made available on the Company's website at:

<http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/>

and notified to the shareholders.

Applicants shall prove pursuant to Section 122 (2) Sentence 1 in conjunction with Section 122 (1) Sentence 3 AktG that they owned their shares for at least 90 days prior to the date on which the request is received and that they will hold their shares until a decision on their request has been made by the Executive Board.

2. Counter-motions and nominations pursuant to Section 126 (1) and Section 127 AktG

Counter-motions and nominations regarding items on the agenda and regarding the rules of procedure may be proposed by shareholders and/or their representatives during the annual

general meeting, without the need for an announcement, publication or other specific action prior to the annual general meeting to do so.

Counter-motions within the meaning of Section 126 AktG and nominations within the meaning of Section 127 AktG will be made available – together with name of the shareholder, the justifications (although this is not required for nominations), and any comments by the management – on the Company's website at:

<http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/>

provided they are received by the Company by midnight (CEST) on May 4, 2017 at the latest at the following address, fax number or email address:

Berentzen-Gruppe Aktiengesellschaft
Investor Relations
Ritterstraße 7
D-49740 Haselünne
Germany

Fax: +49 (0)5961 502 550
Email: berentzen@better-orange.de

and the other requirements conferring an obligation upon the Company to publish in accordance with Section 126 and Section 127 AktG are fulfilled.

3. Right to information pursuant to Section 131 (1) AktG

During the annual general meeting, any shareholder or shareholder representative may request information from the Executive Board concerning the affairs of the Company, the legal and commercial relationships of the Company with affiliated companies, and the situation of the corporate group and the companies included in the consolidated financial statements, insofar as such information is required to make an informed decision regarding an item on the agenda and no statutory right to refuse information exists. Requests for information are to be made verbally during the annual general meeting and normally as part of the general discussion.

4. Additional information on shareholder rights in accordance with Section 122 (2), Section 126 (1), Section 127, Section 131 (1) AktG

Additional information on shareholder rights in accordance with Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG, notably including information on other conditions above and beyond compliance with the key deadlines, can be found on the Company's website at:

<http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/>

Reference to the Company's website where the information pursuant to Section 124a AktG is accessible

The invitation to the annual general meeting, an explanation of why no resolution is to be adopted in relation to the first item on the agenda, the documents to be made available at the annual general meeting, the total number of shares and voting rights at the date when the invitation to the meeting was published, forms that can be used to grant a proxy and, if necessary, issue instructions, and any requests for additional agenda items within the meaning of Section 122 (2) AktG are available on the Company's website at:

<http://www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/>

The voting results will also be published on the same website after the annual general meeting.

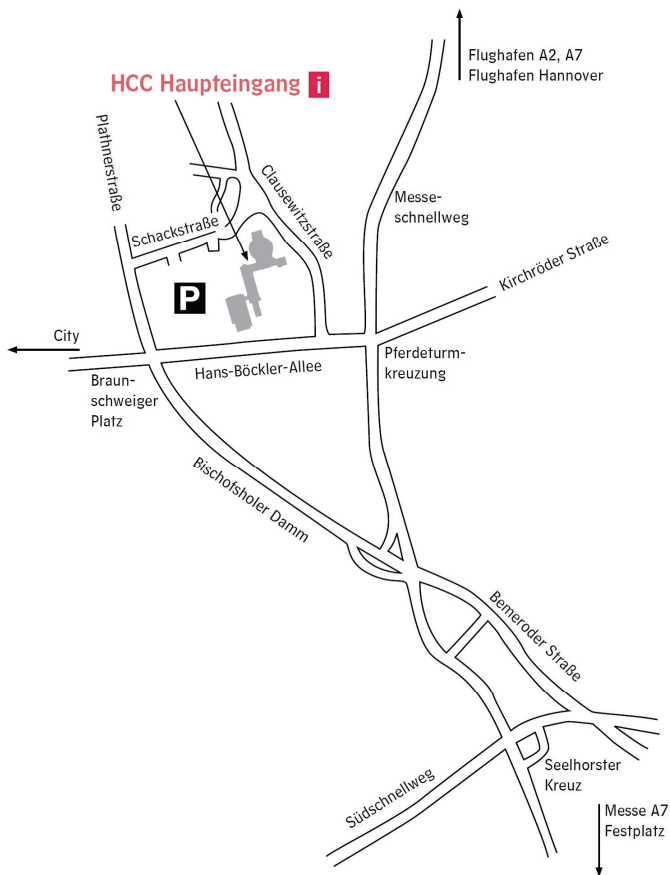
Total number of shares and voting rights

At the date when the invitation to the annual general meeting was published, the Company's capital stock was divided in 9,600,000 no-par-value shares of common stock conferring the same number of voting rights. Thus, the total number of voting rights at the date when the invitation to the annual general meeting was published was 9,600,000. At the date when the invitation to the annual general meeting was published, the Company held 206,309 own (treasury) shares; no voting rights are conferred upon the Company due to this holding.

Haselünne, April 2017

Berentzen-Gruppe Aktiengesellschaft

The Executive Board



Berentzen-Gruppe Aktiengesellschaft

Ritterstraße 7

49740 Haselünne

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