BERENTZEN-GRUPPE AKTIENGESELLSCHAFT

INVITATION TO THE ANNUAL GENERAL MEETING 2018





Convenience Translation

(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) DF0005201602

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 Thursday, May 3, 2018
in the Glashalle at Hannover Congress Centrum,
Theodor-Heuss-Platz 1-3, 30175 Hannover, Germany.

Agenda

 Presentation of the adopted Annual Financial Statements and the approved Consolidated Financial Statements at December 31, 2017, 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 289a (1) and Section 315a (1) of the German Commercial Code (Handelsgesetzbuch – HGB) and the Report of the Supervisory Board for the 2017 financial year

Pursuant to Section 172 Sentence 1 German Stock Corporation Act (Aktiengesetz – AktG), the Supervisory Board approved the annual financial statements prepared by the Executive Board on March 13, 2018. 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 www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/ and will be available for inspection at the general meeting.

Adoption of a resolution regarding the utilisation of the distributable profit for the 2017 financial year

The Executive Board and the Supervisory Board propose that the distributable profit of EUR 6,177,638.85 shown in the annual financial statements for the 2017 financial year be utilised as follows:

 a) To pay a dividend of EUR 0.22 per share of common stock eligible for dividends for the 2017 financial year

EUI

EUR 2,066,612.02

and

 to carry forward the remaining amount of EUR 4,111,026.83 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 0.22 per common share eligible for dividends.

Pursuant to Section 58 (4) Sentence 2 AktG entitlement to the dividend is due on the third business day after the annual general meeting, i.e. on May 8, 2018.

3. Adoption of a resolution regarding the approval of the actions of the Executive Board in the 2017 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 2017 financial year for their actions in the said period.

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4. Adoption of a resolution regarding the approval of the actions of the Supervisory Board for the 2017 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 2017 financial year for their actions in the said period.

5. Election of the independent auditor of the annual and consolidated financial statements for the 2018 financial year and the auditor for a possible audit review of the abridged financial statements and interim management report in the 2018 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 Wirtschaftsprüfungsgesell-schaft, with registered offices in Düsseldorf, is appointed to act as independent auditor of the annual and consolidated financial statements for the 2018 financial year and the auditor for a possible audit review of the abridged financial statements and interim management report pursuant to Section 115 (5) and Section 117 No. 2 of the German Securities Trading Act (Wertpapierhandelsgesetz) in the 2018 financial year and the auditor for a possible audit review of additional financial information during the year pursuant to Sections 115 (7) and 117 No. 2 of the German Securities Trading Act in financial year 2018, and in 2019 until the next annual general meeting.

In accordance with Article 16 (2) Subparagraph 3 of Regulation (EU) No. 537/2014 of the European Parliament and Council of April 16, 2014, the Finance and Audit Committee declared that its recommendation is free from any undue influence by third parties and that no contractual clause limiting the choices of the annual general meeting has been imposed upon it within the meaning of Article 16 (6) of the Regulation (EU) No. 537/2014.

6. Supplementary election to the Supervisory Board

Mr Gert Purkert – Chairman of the Supervisory Board – has resigned from his post with effect from the end of the annual general meeting on May 3, 2018. His regular term of office would have expired at the end of the annual general meeting that resolves to for-

mally approve the actions of the Supervisory Board for the 2018 financial year. A supplementary election to the Supervisory Board is therefore required.

The Supervisory Board is composed of nine members – including six shareholder representatives to be elected by the annual general meeting and three employee representatives – in accordance with Sections 95 (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

Mr Uwe Bergheim, resident in Dusseldorf, Germany, self-employed corporate consultant,

to the Supervisory Board as shareholder representative with effect from the end of the annual general meeting convened on May 3, 2018 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:

Mr Uwe Bergheim 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 (GCGC):

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 Uwe Bergheim 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 GCGC.

The election proposal takes into account statutory provisions as well as the targets decided by the Supervisory Board for its com-

position in accordance with Item 5.4.1 GCGC and strive to fill the skills profile for the entire Board prepared by the Supervisory Board.

In accordance with Item 5.4.1 GCGC, the Supervisory Board has affirmed that the proposed candidate can dedicate the time expected of him.

Current members of the Supervisory Board agree that Mr Uwe Bergheim should be proposed for election as Chairman of the Supervisory Board in the meeting of the Supervisory Board following the annual general meeting on May 3, 2018.

Further information on the proposed candidate can be accessed on the Berentzen-Gruppe Aktiengesellschaft website at www.berentzen-gruppe.de/en/investors/dates/annual-general-meeting/.

Adoption of a resolution regarding a change to the Articles of Association to reduce the size of the Supervisory Board

The Supervisory Board is composed of nine members – including six shareholder representatives to be elected by the annual general meeting and three employee representatives – in accordance with Sections 95 (2), 96 (1), 101 (1) AktG, Section 1 (1) 1 of the German One-Third Participation Act (Drittelbeteiligungsgesetz) and Article 8 (1) of the Articles of Association.

For cost and efficiency reasons, a Supervisory Board formed of a total of six members appears to be sufficient for Berentzen-Gruppe Aktiengesellschaft. The number of Supervisory Board members should therefore be reduced from a total of nine to a total of six, with a third of the Supervisory Board continuing to consist of employee representatives in accordance with the German One-Third Participation Act (Drittelbeteiligungsgesetz).

The regular term of office of the current Supervisory Board members expires at the end of the ordinary annual general meeting that resolves to formally approve the actions of the Supervisory Board members for the 2018 financial year. A reduction in the size of the Supervisory Board during the current term of office would improperly affect the legal position of the current Supervisory Board members. A change to the Articles of Association should therefore be proposed to the annual general meeting for resolution that reduces the number of members newly appointed to the Supervisory Board for the period after the end of the ordinary annual general meeting that resolves to formally approve the actions of the Supervisory Board members for the 2018 financial year to six.

The Executive Board and the Supervisory Board therefore propose to adopt the following resolution:

- a) Article 8 (1) of the Articles of Association is revised as follows:
 - "(1) Until the end of the ordinary annual general meeting that resolves to formally approve the actions of the Supervisory Board members for the 2018 financial year, the Supervisory Board consists of nine members, a third of whom consists of employee representatives in accordance with the German One-Third Participation Act (Drittelbeteiligungsgesetz). After the end of the ordinary annual general meeting that resolves to formally approve the actions of the Supervisory Board members for the 2018 financial year, the Supervisory Board consists of six members, a third of whom consists of employee representatives in accordance with the German One-Third Participation Act (Drittelbeteiligungsgesetz)."
- b) In accordance with Section 179 (1) Sentence 2 of the AktG, the Supervisory Board is authorised to alter the wording of Article 8 (1) of the Articles of Association as follows as soon as the newly elected six-member Supervisory Board constituted at the ordinary annual general meeting that resolves to formally approve the actions of the Supervisory Board members for the 2018 financial year:
 - "(1) The Supervisory Board consists of six members, a third of whom consists of employee representatives in accordance with the German One-Third Participation Act (Drittelbeteiligungsgesetz)."
- Adoption of a resolution regarding a change to the Articles of Association concerning the Chairman of the annual general meeting

According to the current regulation set out in Article 18 (1) of the Company's Articles of Association, the Chairman of the Supervisory Board or another Supervisory Board member specified by the Supervisory Board acts as Chairman of the annual general meeting. To enable the Supervisory Board to entrust the chairmanship of the annual general meeting to a third party if necessary, the provision in the Articles of Association should be extended accordingly.

The Executive Board and the Supervisory Board therefore propose to adopt the following resolution:

Article 18 (1) of the Articles of Association is revised as follows:

"(1) The Chairman of the Supervisory Board acts as Chairman of the annual general meeting. If he or she is incapacitated, the Chairman of the annual general meeting is elected by a resolution of the Supervisory Board. Both Supervisory Board members and third parties are eligible for election."

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 German Civil Code; Bürgerliches Gesetzbuch – 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 12, 2018, 00:00 hrs. (CEST), (the "evidence date").

Both the registration and the evidence of shareholding must reach the Company by midnight (CEST) on April 26, 2018 at the latest at the following address, fax number or email address:

Berentzen-Gruppe Aktiengesellschaft c/o UniCredit Bank AG CBS51DS/GM 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 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 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: 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 2, 2018 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 with 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

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

Shareholders whose combined holdings are equal to at least onetwentieth (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 2, 2018 at the latest. The address of the Executive Board is as follows:

Berentzen-Gruppe Aktiengesellschaft The Executive Board Ritterstraße 7 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

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 (including any statement explaining the reasons for submitting them) and nominations within the meaning of Section 127 AktG will be made available – together with name of the shareholder, and any comments by the management – on the Company's website at

www.berentzen-gruppe.de/en/investors/dates/ annual-general-meeting/

provided they are received by the Company by midnight (CEST) on April 18, 2018 at the latest at the following address, fax number or email address

Berentzen-Gruppe Aktiengesellschaft Investor Relations Ritterstraße 7 49740 Haselünne Germany

Fax: +49 (0)5961 502 550 Email: ir@berentzen.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.

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

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

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 nopar-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, March 2018

Berentzen-Gruppe Aktiengesellschaft

The Executive Board

Directions to

Hannover Congress Centrum Theodor-Heuss-Platz 1-3 30175 Hannover, Germany Phone: +49 511 8113-0

Destination entry into the navigation device:

HCC | Main entrance (to the conference rooms and halls) Please enter the following as the destination of your trip: Street: Schillstraße, Place: Hannover, Postcode: 30175,

Country: Germany

Motorway from the south

Motorway A7 to intersection Hannover-Süd (=south), then motorway A37 (Messeschnellweg) to exit Hannover-Kleefeld. Turn left, then right at first traffic lights into Clausewitzstraße. Car park: Schackstraße.

Motorway from the north

Motorway A7 to intersection Hannover-Ost (=east), then motorway A37 (Messeschnellweg) to exit Hannover-Kleefeld. Turn right, then right again at first traffic lights into Clausewitzstraße. Car park: Schackstraße.

Motorway from the east

Motorway A2, straight on at intersection Hannover-Ost (=east) to intersection Hannover-Buchholz. Further on motorway A37 (Messeschnellweg) towards "Messe" (fair) to exit Hannover-Kleefeld. Turn right, then right again at first traffic lights into Clausewitzstraße. Car park: Schackstraße.

Motorway from the west

On motorway A2 to intersection Hannover-Buchholz, then right towards Hannover via motorway A37 (Messeschnellweg) to exit Hannover-Kleefeld. Turn right, then right again at first traffic lights into Clausewitzstraße. Car park: Schackstraße.

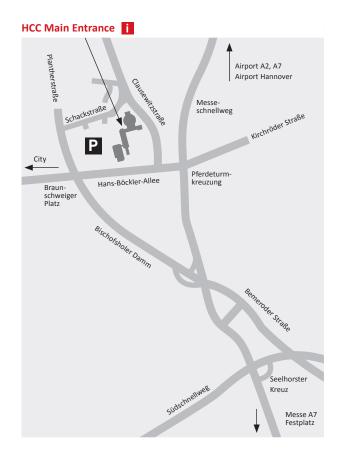
Public Transport

From the **Central Station** ("Hauptbahnhof") by bus no. 128 towards "Peiner Straße" or bus no. 134 towards "Bus Depot Süd" directly to Hannover Congress Centre. Length of journey: approx. 10 minutes.

From the **Central Station** ("Hauptbahnhof") by underground (U-Bahn) to "Kröpcke" (1. station journey). Change here to line no. 11 towards Zoo / Congress Centre directly to Hannover Congress Centre. Length of journey: approx. 10 minutes.

From the Airport by City Train (S-Bahn) no. S5 to "Hauptbahnhof" (Main Station). Continue from there by bus no. 128 towards "Peiner Straße" or bus no. 134 towards "Bus Depot Süd" directly to Hannover Congress Centre. Total length of journey: approx. 35 minutes.

Directions



Berentzen-Gruppe Aktiengesellschaft

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