

KRONES Aktiengesellschaft, Neutraubling  
Annual shareholders' meeting of KRONES Aktiengesellschaft  
on Wednesday, 17 June 2015, 2:00 pm,  
in the Stadthalle Neutraubling, Regensburger Strasse 9,  
93073 Neutraubling, Germany.

**Information on shareholder rights  
pursuant to § 121 (3) sentence 3 number 3 AktG**

## Information on shareholder rights pursuant to § 121 (3) sentence 3 number 3 AktG

The notice of the annual shareholders' meeting contains information on shareholder rights pursuant to § 122 (2), § 126 (1), § 127, and § 131 (1) of the German Stock Corporation Act (AktG) as referenced in § 121 (3) sentence 3 number 3 AktG. The following information provides a further explanation of these provisions.

### 1. Requests for additional agenda items pursuant to § 122 (2) AktG

Under § 122 (2) AktG, shareholders whose combined holdings equal or exceed one-twentieth of the share capital or an amount of the share capital corresponding to at least EUR 500,000.00 may request that items be placed on the agenda of the annual shareholders' meeting and published.

Such a request must be submitted in writing to the Executive Board of KRONES Aktiengesellschaft (hereinafter: KRONES AG). Each request for a new agenda item must be accompanied by an explanation or a formal resolution proposal.

Requests for new agenda items must be received by the company at least 30 days prior to the annual shareholders' meeting, excluding the day of receipt and the day of the annual shareholders' meeting. Thus, the request must be received no later than midnight 24:00 CEST, the end of the day 17 May 2015. No consideration will be given to requests received after this deadline.

Requests must be sent to the following address:

KRONES Aktiengesellschaft  
The Executive Board (Vorstand)  
Böhmerwaldstraße 5  
93073 Neutraubling, Germany

New agenda items that are required to be made public will be published without undue delay upon receipt in the German Federal Gazette (Bundesanzeiger) and submitted to those media for publication which may be presumed to disseminate the information throughout the European Union. They will also be made available to the company's other shareholders on the company's website at [www.krones.com](http://www.krones.com) (»Investor relations« – »Annual shareholders' meeting«).

If the request is not granted pursuant to § 122 (2) AktG, a court may authorise the shareholders who submitted the request and filed a petition with the court to make the item public. If the court finds for the petitioner, the company shall bear the court costs.

These shareholder rights are based on the following provisions of the German Stock Corporation Act (AktG):

#### § 122 AktG – Convening a meeting at the request of a minority

- (1) A shareholders' meeting shall be convened if shareholders, whose combined holdings equal or exceed one-twentieth of the share capital, request such meeting in writing, stating the purpose and reasons of such meeting; such requests shall be addressed to the executive board (Vorstand). The articles of association may provide that the right to request a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. § 142 (2) sentence 2 shall apply accordingly.

- (2) In the same manner, shareholders whose combined holdings equal or exceed one-twentieth of the share capital or an amount of the share capital corresponding to at least EUR 500,000.00 may request that items be placed on the agenda and published. Each request for a new agenda item must be accompanied by an explanation or a formal resolution proposal. The request under sentence 1 must be received by the company at least 24 days, and in the case of listed companies, at least 30 days prior to the meeting; the day of receipt shall not be counted.
- (3) If any such demand is not complied with, the court may authorise the shareholders, who have made the demand, to call a shareholders' meeting or publish such items. At the same time, the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorisation. An appeal may be made against such decision.
- (4) The company shall bear the costs of the shareholders' meeting and, in the case of (3), also the court costs if the court has granted such motion.

#### § 142 (2) sentence 2 AktG

The petitioners must furnish evidence that they have been the holders of the shares for at least three months prior to the date of the shareholders' meeting and will continue to hold the shares until a decision on the petition is rendered.

## 2. Counterproposals and election nominations, §§ 126 and 127 AktG)

Shareholders may also submit counterproposals to proposals put forward by the Executive Board and/or Supervisory Board to a certain agenda item and to make nominations for the election of Supervisory Board members or auditors other than those proposed by the Supervisory Board, provided that such elections are on the agenda.

Counterproposals must be accompanied by a statement of grounds. No explanation is required for election nominations. All counterproposals under § 126 (1) AktG and election nominations under § 127 AktG must be sent to the following address:

KRONES Aktiengesellschaft  
Investor Relations  
Böhmerwaldstr. 5  
93073 Neutraubling, Germany

or by fax to +49 (0) 9401 703786

or by e-mail to [hv2015@krones.com](mailto:hv2015@krones.com)

Counterproposals and election nominations that are received at the above address, fax, or email address on time, that is, by midnight 24:00 CEST, the end of the day 2 June 2015, and that must be made available will be made available to those persons entitled thereto pursuant to § 125 (1) to (3) AktG, together with the shareholders' names and any statements of grounds, on the company's website at [www.krones.com](http://www.krones.com) («Investor relations» – »Annual shareholders' meeting») without undue delay upon receipt. The day of receipt and the day of the shareholders' meeting shall not be counted in figuring the 14-day period. Management's comments, if any, will also be published at the above website.

The persons entitled under § 125 (1) to (3) AktG are:

1. § 125 (1) AktG: Credit institutions (and financial services institutions and enterprises treated as credit institutions under § 125 (5) AktG) and shareholders' associations which have exercised voting rights on behalf of shareholders in the preceding shareholders' meeting or which have requested such communication,
2. § 125 (2) AktG: Shareholders who request such communication,
3. § 125 (3) AktG: Supervisory Board members who request such communication,

The company may opt not to publish a counterproposal and its statement of grounds or an election nomination and any grounds submitted if the prerequisites under § 126 (2) AktG or § 127 sentence 1 in conjunction with § 126 (2) AktG are met.

Pursuant to § 126 (2) sentence 1 AktG, a counterproposal and its statement of grounds or an election nomination and any explanation need not be made available in cases where,

1. making such information available would render the Executive Board criminally liable,
2. the counterproposal or election nomination would result in a resolution by the shareholders' meeting that would be illegal or in violation of the articles of association,
3. the statement of grounds contains statements that are obviously false or misleading in material respects or defamatory,
4. a counterproposal or election nomination by the shareholder based on the same facts has already been communicated to a shareholders' meeting of the company pursuant to § 125 AktG,

5. the same counterproposal or election nomination by the shareholder, with substantially the same statement of grounds, has already been communicated pursuant to § 125 AktG to at least two shareholders' meetings of the company within the past five years and less than one-twentieth of the share capital represented at those meetings voted in favour of the counterproposal,
6. the shareholder indicates that he or she will not attend or be represented at the shareholders' meeting, or
7. in two shareholders' meetings in the past two years the shareholder has failed to put forward or have put forward on his or her behalf a counterproposal or election nomination communicated by the shareholder.

The statement of grounds for a counterproposal or election nomination need not be published if its total length exceeds 5,000 characters.

The Executive Board need not publish election nominations if the nomination does not include the information required under § 124 (3) sentence 3 AktG (incorrect reference in the law: reference should read § 124 (3) sentence 4 AktG) and § 125 (1) sentence 5 AktG – in other words, if the nomination for the election of Supervisory Board members or the auditor does not include the name, profession, and place of residence (in the case of auditing firms, the company name and location) of the nominee. Moreover, § 125 (1) sentence 5 AktG states that, in the case of listed companies, nominations for election of Supervisory Board members must be accompanied by information as to their membership of other statutory Supervisory Boards; details of their membership in comparable domestic and foreign monitoring bodies of commercial enterprises shall be given.

Pursuant to § 126 (3) AktG, the Executive Board may combine counterproposals and their statements of grounds if multiple shareholders submit the counterproposals to the same agenda item. The same applies accordingly for election nominations and any grounds submitted.

We would like to point out that counterproposals and election nominations will only be given consideration at the annual shareholders' meeting if they are made or submitted orally at the annual shareholders' meeting – even if they have been sent to the company in time before the meeting. The above does not affect the right of every shareholder to submit counterproposals to the various agenda items during the annual shareholders' meeting without having transmitted them to the company beforehand. This right is based on § 124 (4) sentence 2 AktG. Under this provision, no such publication is required for the adoption of resolutions on proposals made in respect of items on the agenda.

These shareholder rights are based on the following provisions of the German Stock Corporation Act (AktG):

#### § 126 AktG – Proposals by shareholders

- (1) Proposals from shareholders, including the shareholder's name, the statement of grounds, and any comments from the management, shall be given to those specified in § 125 (1) to (3) under the terms stipulated therein, provided the shareholder has submitted a counterproposal (including the statement of grounds) to a proposal by the executive board and the supervisory board on a specific agenda item to the address designated for this purpose in the notice of shareholders' meeting at least 14 days prior to the meeting. The day of receipt shall not be counted. For listed companies, publication shall be on the company website. § 125 (3) shall apply analogously.
- (2) A counterproposal and its statement of grounds need not be made available in cases where,
  1. making such information available would render the Executive Board criminally liable,
  2. the counterproposal would result in a resolution by the shareholders' meeting that would be illegal or in violation of the articles of association,

3. the statement of grounds contains statements that are obviously false or misleading in material respects or defamatory,
4. a counterproposal by the shareholder based on the same facts has already been communicated to a shareholders' meeting of the company pursuant to § 125,
5. the same counterproposal by the shareholder, with substantially the same statement of grounds, has already been communicated pursuant to § 125 to at least two shareholders' meetings of the company within the past five years and less than one-twentieth of the share capital represented at those meetings voted in favour of the counterproposal,
6. the shareholder indicates that he or she will not attend or be represented at the shareholders' meeting, or
7. in two shareholders' meetings in the past two years the shareholder has failed to put forward or have put forward on his or her behalf a counterproposal communicated by the shareholder.

The statement of grounds for a counterproposal need not be published if its total length exceeds 5,000 characters.

- (3) If several shareholders submit counterproposals in respect of the same item for resolution, the executive board may combine such counterproposals and their statements of grounds.

#### § 127 AktG – Nominations by shareholders

§ 126 shall apply analogously to a nomination by a shareholder for election of members of the supervisory board or external auditors. Such a nomination need not be supported by a statement of grounds. The executive board need not make nominations available if they do not contain the information required by § 124 (3) sentence 3 and § 125 (1) sentence 5.

### § 124 (3) sentence 4 AktG

The proposal for the election of members of the supervisory board or auditors shall state their names, professions, and places of residence.

### § 125 (1) sentence 5 AktG

In the case of listed companies, nominations for election of supervisory board members must be accompanied by information on their membership in other statutory supervisory bodies; details of their membership in comparable domestic and foreign monitoring bodies of commercial enterprises shall be given.

## 3. Shareholders' right to information, § 131 AktG

Pursuant to § 131 AktG, every shareholder present at the annual shareholders' meeting shall, upon request, be given information from the Executive Board on matters concerning the company to the extent that such information is necessary in order to properly evaluate the agenda item under discussion and provided no right of non-disclosure applies. The duty to provide information also extends to the company's legal and business relations with affiliated companies and to the position of the group and the companies included in the consolidated financial statements.

The information must comply with the principles of conscientious and accurate accounting. The chair of the shareholders' meeting can set reasonable time limits for shareholders' questions and comments (§ 19 (3) of the articles of association) to the extent permissible by law. In particular, at the start of the shareholders' meeting or during the course of it, the chair may set appropriate time limits on shareholders' right to speak and ask questions for the entire duration of the shareholders' meeting, for individual agenda items, and/or for individual questions or speeches.

The Executive Board may refuse to provide information on the grounds stipulated under § 131 (3) sentence 1 AktG. The provision of information may not be refused for any other reasons.

If information has been provided outside a shareholders' meeting to a shareholder by reason of his or her status as a shareholder, such information shall upon request be provided to any other shareholders at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In this case, the Executive Board may not refuse to provide such information on the grounds stipulated under § 131 (3) sentence 1 numbers 1 to 4 AktG.

A shareholder who is denied information may demand that the request for information and the reason for the denial of the information be recorded in the minutes of the shareholders' meeting.

In order to facilitate proper response, we request that shareholders and their authorised representatives wanting to pose questions at the annual shareholders' meeting send their questions to the following address as early as possible before the meeting:

KRONES Aktiengesellschaft  
Investor Relations  
Böhmerwaldstr. 5  
93073 Neutraubling, Germany

or by fax to +49 (0) 9401 703786

or by e-mail to [hv2015@krones.com](mailto:hv2015@krones.com)

Submitting questions in advance is not a formal requirement. Shareholders' rights to information are unaffected by this request.

These shareholder rights are based on the following provisions of the German Stock Corporation Act (AktG):

### § 131 AktG – Shareholders’ right to information

- (1) Every shareholder present at the annual shareholders’ meeting shall, upon request, be provided with information from the executive board regarding the company’s affairs to the extent that such information is necessary to permit a proper evaluation of the agenda item. The duty to provide information shall also extend to the company’s legal and business relations with affiliated companies. If the company makes use of the simplified procedure pursuant to § 266 (1) sentence 3, § 276 or § 288 of the German Commercial Code (HGB), every shareholder may request that the annual financial statements be presented at the shareholders’ meeting relating to the annual financial statements in the form which would have been used if such provisions on simplified procedure were not applied. A parent company’s (§ 290 (1) and (2) HGB) executive board’s duty to provide information in the shareholders’ meeting in which the consolidated financial statements and the consolidated management report are presented shall also extend to the position of the group and the companies included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association and rules of procedure pursuant to § 129 may authorise the chair of the meeting to place time limits on shareholder questions and comments as appropriate and to lay down additional rules in this regard.
- (3) The executive board may refuse to provide information
  1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated company;
  2. to the extent that such information relates to tax valuations or the amount of certain taxes;

3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders’ meeting is to approve the annual financial statements;
4. with regard to the accounting policies if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company’s assets, financial position, and profitability within the meaning of § 264 (2) of the German Commercial Code (HGB); the foregoing shall not apply if the shareholders’ meeting is to approve the annual financial statements;
5. if providing such information would render the executive board criminally liable;
6. if, in the case of a bank or financial services institution, information about the accounting policies used or calculations made in the annual financial statements, the management report, the consolidated financial statements, or the group management report need not be given;
7. if the information is continuously available on the company’s internet page seven or more days prior to the start of the shareholders’ meeting as well as during the meeting.

The provision of information may not be refused for any other reasons.

- (4) If information has been provided outside a shareholders’ meeting to a shareholder by reason of his or her status as a shareholder, such information shall upon request be provided to any other shareholders at the shareholders’ meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The executive board may not refuse to provide such information on the grounds of (3) sentence 1 numbers 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (§ 290 (1), (2) HGB), a joint venture (§ 310 (1) HGB) or an affiliated company (§ 311 (1) HGB) provides the information to a parent company (§ 290 (1), (2) HGB) for the purpose of inclusion in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) A shareholder who is denied information may demand that the request for information and the reason for the denial of the information be recorded in the minutes of the shareholders' meeting.

§ 19 (2) and (3) of the articles of association of KRONES AG – Chairing the annual shareholders' meeting

(2) The chair of the meeting shall in particular decide on the order in which the items on the agenda will be dealt with and the method and order of the votes.

(3) The chair of the meeting shall be authorised to limit the rights of the shareholders to ask questions and speak to the meeting to reasonable time periods. In particular, at the start of the shareholders' meeting or during the course of it, the chair is authorised to set appropriate time limits on shareholders' right to speak and ask questions for the entire duration of the shareholders' meeting, for individual agenda items, and/or for individual questions or speeches.