

KRONES Aktiengesellschaft, Neutraubling
Annual general meeting of KRONES AG
on Wednesday, 5 June 2019, 2:00 pm,
in the Stadthalle Neutraubling, Regensburger Strasse 9,
93073 Neutraubling, Germany.

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



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The notice of the annual general meeting contains information on shareholder rights pursuant to Sections 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Act (AktG) as referenced in Section 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 Section 122 (2) AktG

Under Section 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 general meeting and published.

The petitioners must furnish evidence that they have been the holders of the shares for at least 90 days prior to receipt of the request and that they will continue to hold the shares until the time at which the Executive Board takes a decision on the request, whereby the period of shareholding shall be calculated on the basis of Section 70 AktG. The day of receipt of the request shall not be counted. Shifting of dates from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (BGB) shall not be applied analogously.

Each request for a new agenda item must be accompanied by an explanation or a formal resolution proposal.

Such a request must be submitted in writing to the Executive Board of KRONES Aktiengesellschaft (hereinafter: KRONES AG).

Requests for new agenda items must be received by the company at least 30 days prior to the annual general meeting, excluding the day of receipt and the day of the annual general meeting. Thus, the request must be received no

later than midnight 24:00 CEST, the end of the day Sunday, 5 May 2019. No consideration will be given to requests received after this deadline.

Please send requests to the following address:

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

New agenda items that are required to be made public will, without undue delay upon receipt, be published 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 if they have not already been included in the notice of the annual general meeting. They will also be made available to the company's other shareholders on the company's website at www.krones.com (Investor Relations – Annual General Meeting 2019) and communicated to those entitled to such communication under Section 125 (1) sentence 3 AktG.

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

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

If the request is not granted pursuant to Section 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):

Section 122 AktG – Convening a meeting at the request of a minority

(1) A general 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 general meeting shall require another form or the holding of a lower proportion of the share capital. The petitioners must furnish evidence that they have been the holders of the shares for at least 90 days prior to receipt of the request and that they will continue to hold the shares until the time at which the Executive Board takes a decision on the request. Section 121 (7) of the German Stock Corporation Act (AktG) shall apply analogously.

(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 general 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. The petitioners must furnish evidence that they continue to hold the shares until the court has rendered its decision.

(4) The company shall bear the costs of the general meeting and, in the case of (3), also the court costs if the court has granted such motion.

Section 121 (7) AktG – General provisions (Excerpt)

(7) In the case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be counted. Shifting of dates from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (BGB) shall not be applied analogously. In the case of unlisted companies, the articles may provide for a different calculation of the deadline.

Section 70 AktG – Computation of the period of shareholding

If the exercise of rights arising from a share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institute, or an enterprise operating under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the Banking Act shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor shall be attributed to the shareholder, provided that he has acquired the share without consideration from his fiduciary, as a successor in legal interest by operation of law, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to Section 14 of the Insurance Supervision Act or Section 14 of the Building Loan Associations Act.

2. Counterproposals and election nominations, Sections 126 (1) and 127 AktG

Shareholders may also submit counterproposals to proposals put forward by the Executive Board and/or Supervisory Board to certain agenda items pursuant to Section 126 (1) AktG and to make nominations for the election of Supervisory Board members or auditors other than those proposed by the Supervisory Board pursuant to Section 127 AktG, 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 Section 126 (1) AktG that are made in opposition to proposals put forward by the Executive Board and the Supervisory Board and election nominations under Section 127 AktG must be sent to the following address:

KRONES Aktiengesellschaft
Investor Relations
Böhmerwaldstr. 5
93073 Neutraubling, Germany

or by fax to: +49 9401 70-3786

or by e-mail to: hv2019@krones.com

No consideration will be given to counterproposals or election nominations sent to other addresses.

Counterproposals with their statement of grounds and shareholder-submitted 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 Tuesday, 21 May 2019, and that must be made available will be made available to those entitled to such information pursuant to Section 125 (1) through (3) AktG,

together with the shareholders' names and any statements of grounds and any additional information required under Section 127 sentence 4 AktG, on the company's website at www.krones.com (Investor Relations – Annual General Meeting 2019) without undue delay upon receipt. The day of receipt and the day of the general meeting shall not be counted in figuring the 14-day period. Management's comments, if any, will also be published on the above website.

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 Section 126 (2) AktG or Section 127 sentence 1 in conjunction with Section 126 (2) AktG are met. (See also the excerpt of the law included below.) The statement of grounds for a counterproposal or election nomination need not be published if its total length exceeds 5,000 characters.

Besides the reasons listed under Section 126 (2) AktG, the Executive Board need not publish election nominations if the nomination for the election of Supervisory Board members or auditors does not include the name, profession, and place of residence (in the case of auditing firms, the company name and location) of the nominee (Sections 127 (3) and 124 (3) sentence 4 AktG). Election nominations for Supervisory Board members also need not be published if they are not submitted along with details on the nominee's memberships in other statutory supervisory bodies pursuant to Section 125 (1) sentence 5 AktG; details on their membership in comparable domestic and foreign monitoring bodies of business enterprises should also be included (Section 125 (1) sentence 5, half-sentence 2 AktG).

Pursuant to Section 126 (3) AktG, the Executive Board may combine counterproposals and their statements of grounds if multiple shareholders submit counterproposals to the same agenda item. The same applies analogously 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 general meeting if they are made or submitted at the annual general meeting itself – 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 general meeting without having transmitted them to the company beforehand. This right is based on Section 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):

Section 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 Section 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 the general 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. Section 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 general 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 general meeting of the company pursuant to Section 125,*
- 5. the same counterproposal by the shareholder, with substantially the same statement of grounds, has already been communicated pursuant to Section 125 to at least two general 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 general meeting, or*
- 7. in two general meetings in the past two years the shareholder has failed to put forward or have put forward on his or her behalf a counterproposal that had been 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.

Section 127 AktG – Nominations by shareholders

Section 126 shall apply analogously to a nomination by a shareholder for election of members of the supervisory board or external auditors. Nominations 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 Section 124 (3) sentence 4 and Section 125 (1) sentence 5. The executive board shall supple-

ment the proposal of a shareholder for the election of supervisory board members of listed companies which are subject to the Codetermination Act, the Coal and Steel Codetermination Act, or the Supplemental Codetermination Act by adding the following information:

1. Reference to the requirements under Section 96 (2),
2. An indication of whether an objection was raised against overall compliance pursuant to Section 96 (2) sentence 3, and
3. Information about the number of seats in the supervisory board that must be held by women and men, respectively, in order to be in compliance with the minimum participation requirement under Section 96 (2) sentence 1.

Section 124 (3) sentence 4 AktG – Publication of requests for additional agenda items; proposals for resolution (Excerpt)

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

Section 125 (1) sentence 5 AktG – Communications to shareholders and members of the Supervisory Board (Excerpt)

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, Section 131 AktG

Pursuant to Section 131 AktG, every shareholder present at the annual general meeting shall, upon request, be given information from the Executive Board on matters concerning the company to the extent that such information is neces-

sary 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. Such requests for information during the annual general meeting are to be made orally.

The information must comply with the principles of conscientious and accurate accounting. The chair of the general meeting can set reasonable time limits for shareholders' questions and comments (Article 19 (3) of the articles of association) to the extent permissible by law. In particular, at the start of the general 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 general 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 Section 131 (3) sentence 1 AktG. (See also the excerpt of the law included below.) The provision of information may not be refused for any other reasons.

If information has been provided outside a general 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 general 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 Section 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 general meeting.

In order to facilitate proper response, we request that shareholders and their authorised representatives wanting to pose questions at the annual general 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 9401 70-3786

or by e-mail to: hv2019@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):

Section 131 AktG – Right of shareholders to information

(1) Every shareholder present at the annual general 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 Section 266 (1) sentence 3, Section 276, or Section 288 of the German Commercial Code (HGB), every shareholder may request that the annual financial statements be presented at the general 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 (Section 290 (1) and (2) HGB) executive board's duty to provide information in the general 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 Section 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 general 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 Section 264 (2) of the German Commercial Code (HGB); the foregoing shall not apply if the general 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 general 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 general 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 general 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 Section (3) sentence 1 numbers 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1), (2) HGB), a joint venture (Section 310 (1) HGB) or an affiliated company (Section 311 (1) HGB) provides the information to a parent company (Section 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 general meeting.

Section 19 (2) and (3) of the articles of association of KRONES AG – Chairing the annual general meeting (Excerpt)

(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 general 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 general meeting, for individual agenda items, and/or for individual questions or speeches.