

Notice of  
**Annual General Meeting**  
(Virtual AGM)  
18 May 2020

Set on **success**



# Notice of Annual General Meeting (Virtual AGM)

KRONES Aktiengesellschaft Neutraubling

German securities identification code (WKN): 633500

ISIN: DE0006335003

Our shareholders are hereby cordially invited to attend the 40<sup>th</sup> Annual General Meeting (“AGM”), to be held on Monday, 18 May 2020 at 2:00 PM CEST, at the business premises of KRONES AG (the “Company”) at Böhmerwaldstrasse 5, 93073 Neutraubling, Germany, as a virtual annual general meeting (“Virtual AGM”) without the physical presence of shareholders and their proxies (with the exception of Company-appointed proxies).

Registered shareholders and their proxies will be able to follow the entire AGM live online, with video and audio, at

**[www.krones.com/en](http://www.krones.com/en)**

(Company/Investor Relations/Annual General Meeting/2020).

Shareholders and their proxies can only exercise their voting rights by postal vote or by granting proxy authorization to Company-appointed proxies. Please see **Section II** below for more details.

## I. Agenda

1. Presentation of the ratified annual financial statements for the period ended 31 December 2019 and the approved consolidated financial statements for the period ended 31 December 2019 together with the management reports for KRONES Aktiengesellschaft (“KRONES AG”) and the KRONES Group for the financial year 2019, the Executive Board’s proposal for the appropriation of earnings available for distribution, the report of the Supervisory Board on the financial year 2019, and the Executive Board’s explanatory report on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB).

The aforesaid documents are available on the Company’s website at [www.krones.com/en/Company/Investor Relations/Annual General Meeting/2020](http://www.krones.com/en/Company/Investor%20Relations/Annual%20General%20Meeting/2020)) now and will also be available there throughout the AGM. They will also be explained in more detail during the AGM.

In accordance with the applicable provisions of the law, no resolution on agenda item 1 is proposed or possible because the Supervisory Board has already approved the annual and consolidated financial statements and the annual financial statements are thereby ratified under Section 172 of the German Stock Corporation Act (AktG). Shareholders will vote on the Executive Board’s proposal for the appropriation of earnings available for distribution under agenda item 2. For the remaining documents listed under agenda item 1, the law simply requires that shareholders be given an opportunity to inspect the documents for their information and does not provide for a resolution by the AGM.

2. Resolution on the appropriation of earnings available for distribution for the financial year 2019

The Executive Board and the Supervisory Board propose that the €258,681,143.94 in earnings available for distribution for the financial year 2019 be used as follows:

	€
Dividend of EUR 0.75 per ordinary share entitled to dividends	23,694,804.00
Amount brought forward to new account	234,986,339.94
<b>Earnings available for distribution</b>	<b>258,681,143.94</b>

Pursuant to Section 58 (4) of the German Stock Corporation Act (AktG), the entitlement to dividends falls due on 22 May 2020.

3. Resolution to ratify the acts of the members of the Executive Board in the financial year 2019

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board in the financial year 2019 be ratified.

**4. Resolution to ratify the acts of the members of the Supervisory Board in the financial year 2019**

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in the financial year 2019 be ratified.

**5. Resolution on the appointment of the independent auditor for the annual financial statements and the consolidated financial statements for the financial year 2020**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be appointed as the independent auditor for the annual financial statements and the consolidated financial statements for the financial year 2020.

The Audit Committee has declared that its recommendation has not been improperly influenced by third parties and that no clause restricting its choice has been imposed on it within the meaning of Article 16 (6) of the EU Audit Regulation (EU 537/2014 of the European Parliament and of the Council from 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

**6. Resolution to amend Article 3 (2) of the articles of association (Announcements) and Article 18 (1) sentence 2 of the articles of association (Right of participation/business procedure)**

In order to remain consistent with the version of the German Stock Corporation Act (AktG) that will enter into force on 3 September 2020, most recently amended by Article 1 of the Act Implementing the Second Shareholders' Rights Directive (ARUG II), it is necessary to adapt the articles of association. ARUG II changes the rules relating to communications to shareholders ahead of the annual general meeting (Sections 125 and 128 AktG) and the requirements for participation in the annual general meeting and voting (Section 123 (4) sentence 1 AktG). The current provisions under Sections 125 and 128 AktG are revised or repealed. Under the revised Section 123 (4) sentence 1 AktG, with respect to bearer shares of listed companies, verification from the last intermediary pursuant to the newly added Section 67c (3) AktG shall suffice as evidence for participating and voting in the annual general meeting.

Pursuant to Section 26j (4) of the Introductory Law to the German Stock Corporation Act (EGAktG), the changes to Sections 67c, 123, 125, and 128 AktG will take effect on 3 September 2020 and will apply to general meetings called after 3 September 2020. Thus, the changes will take effect before the Company's regular annual general meeting in 2021. In order to ensure that the articles of association remain consistent with the law, the corresponding changes to Articles 3 (2) and 18 (1) sentence 2 of the Company's

articles of association should be resolved now. The Executive Board shall ensure, by filing an application for entry of the amendments in the Commercial Register, that the amendments take effect from 3 September 2020.

Therefore, the Executive Board and the Supervisory Board propose the following resolution:

**a) Amendment of Article 3 (2) of the articles of association**

Article 3 (2) of the Company's articles of association shall be replaced, in its entirety, with the following:

"2.

To the extent permitted by law, communications to the Company's shareholders may also be transmitted by remote data transmission."

**b) Amendment of Article 18 (1) sentence 2 of the articles of association**

Article 18 (1) sentence 2 of the Company's articles of association shall be replaced, in its entirety, with the following:

"Verification of share ownership issued in text form by the last intermediary pursuant to Section 67c (3) of the German Stock Corporation Act (AktG), which can be transmitted to the Company directly by the last intermediary, shall suffice as evidence."

The rest of Article 18 of the Company's articles of association shall remain unchanged.

**c) Application for entry in the Commercial Register**

The Executive Board is instructed to submit the amendments to the Articles of Association resolved under this agenda item 6 under a) and b) for entry in the Commercial Register in such a way that they take effect as soon as possible after 3 September 2020.

## II. Further details and instructions

### 1. Total number of shares and voting rights

The Company's share capital at the time of this notice convening the AGM amounts to EUR 40,000,000.00. It is divided into 31,593,072 ordinary shares. Each share entitles its holder to one vote in the AGM. The Company holds no treasury shares. Thus, at the time of the convening of the AGM, the 31,593,072 ordinary shares yield a total of 31,593,072 votes.

### 2. Conducting a Virtual AGM without the physical presence of shareholders and their proxies; Online Service

With the Supervisory Board's approval, the AGM will be held as a virtual AGM without the physical presence of the shareholders or their proxies (with the exception of the Company-appointed proxies) in accordance with Section 1 (1) and (2) of the Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (Article 2 of the Act to Mitigate the Consequences of the COVID 19 Pandemic in Civil, Insolvency, and Criminal Proceedings Law that came into force on 27 March 2020, published in Federal Gazette 2020 I number 14, page 569 et seq.), hereinafter "COVID 19 Act".

The entire AGM, which will take place at the company's business premises, will be webcast live in video and audio on 18 Mai 2020, beginning at 2:00 PM (CEST) through the Company's Online Service at

[www.krones.com/en](http://www.krones.com/en)

(Company/Investor Relations/Annual General Meeting/2020).

Only those shareholders who have properly registered as described below can follow the audio and video webcast of the AGM through the Company's Online Service (see item 3 Requirements for exercising shareholder rights in the Virtual AGM). Moreover, shareholders can exercise their voting rights either personally or through properly assigned proxies by postal vote or by granting authorization to a Company-appointed proxy. They can also ask questions and challenge a resolution of the AGM through the Company's Online Service.

Exercise of shareholder rights beyond those mentioned above is not possible within the Virtual AGM. In particular, it is not possible for shareholders or their proxies (with the exception of Company-appointed proxies, who are bound by the shareholder's instructions), to be physically present at the meeting location. The audio and video webcast of the AGM, the granting of voting rights, and the opportunity to ask questions and challenge resolutions do not constitute entitlement of shareholders and proxies to participate in the AGM by way of electronic communication within the meaning of Section 118 (1) sentence 2 AktG (no participation via electronic communication).

The Online Service will be available to properly registered shareholders and their proxies on the Company's website at [www.krones.com/en](http://www.krones.com/en) (Company/Investor Relations/Annual General Meeting/2020) beginning at midnight (0:00 CEST), the start of the day 27 April 2020. To use the Online Service, properly registered shareholders and their proxies must log in with the Access Card Number and Access Code received along with their access card for the Company's Online Service. The various options for exercising shareholder rights in the Virtual AGM will then appear on the user interface of the Company's Online Service. Shareholders can find additional details on using the Company's Online Service and the terms of registration and use in the information sheet provided there.

### 3. Requirements for exercising shareholder rights in the Virtual AGM

Only those shareholders who have registered with the Company on time in text form in German or English prior to the AGM and provided evidence of their shareholding on time are entitled to exercise shareholder rights, voting rights in particular, in the Virtual AGM. Special verification of the shareholding in text form (pursuant to Section 126b of the German Civil Code (BGB)), issued in German or English by the institution with which the investment account is held, shall constitute sufficient evidence of the shareholding. The evidence of shareholding must refer to the start of the day 27 April 2020 (midnight 00:00 CEST) ("Record Date").

Evidence of shareholding and registration must be received by the Company no later than the end of the day 11 May 2020 (midnight 24:00 CEST) at the following address:

KRONES Aktiengesellschaft  
c/o C-HV AG  
Gewerbepark 10  
92289 Ursensollen, Germany

or

Fax: +49 9628 92 99-871

or

E-mail: [anmeldestelle@c-hv.com](mailto:anmeldestelle@c-hv.com)



Once their registration and documentation of shareholding are received by the Company, shareholders will be sent – instead of the usual admission tickets – access cards for the Company’s Online Service with the personal access details (Access Card Number and Access Code) needed in order to exercise shareholder rights in the Virtual AGM.

#### 4. Significance of the Record Date

The Record Date is the date that determines whether shareholders are entitled to exercise shareholder rights in the Virtual AGM. With respect to the exercise of voting rights, in particular voting rights, in the Virtual AGM, only those individuals will be deemed to be shareholders of the Company who owned the share at the Record Date and have submitted evidence hereto by the noted deadline. Changes in share ownership after this time have no significance here. Shareholders who did not own any shares on the Record Date, but only purchased them afterward, may only exercise voting rights in the Virtual AGM if they have been granted proxy authorisation by the seller of the shares. Shareholders who have properly registered and submitted proof of their shareholdings are still entitled to exercise voting rights in the Virtual AGM even if they sell their shares after the Record Date. The Record Date has no impact on the ability to sell shares and is not a relevant date for any dividend entitlement.

#### 5. Procedure for voting by postal vote

Shareholders can cast their votes in text form (per Section 126b BGB) or electronically (collectively: “**postal vote**”). The prerequisite for exercising voting rights by postal vote is compliance with the formalities and deadlines stipulated for registering for the AGM (see item 3 above, Requirements for exercising shareholder rights in the Virtual AGM). Postal voting can be done through the Company’s Online Service at

[www.krones.com/en](http://www.krones.com/en)

(Company/Investor Relations/Annual General Meeting/2020) or by using the postal ballot form printed on the access card for the Company’s Online Service that is sent to shareholders who register on time and in due form as described above. The ballot form is also available on the Company’s website at [www.krones.com/en](http://www.krones.com/en) (Company/Investor Relations/Annual General Meeting/2020).

Votes cast by postal ballot form must be received by the Company no later than the end of the day 17 May 2020 (midnight 24:00 CEST) at one of the following addresses:

KRONES AG  
c/o C-HV AG  
Gewerbepark 10  
92289 Ursensollen, Germany

or

Fax: +49 9628 92 99-871

or

E-mail: [anmeldestelle@c-hv.com](mailto:anmeldestelle@c-hv.com)

Voting by way of the Company's Online Service at

**[www.krones.com/en](http://www.krones.com/en)**

(Company/Investor Relations/Annual General Meeting/2020) is available beginning on 27 April 2020 (0:00 CEST) through the close of voting in the Virtual AGM on 18 May 2020. Votes cast by postal ballot form or through the Company's Online Service can be changed or withdrawn via the Company's Online Service through the close of voting in the Virtual AGM on 18 May 2020. Shareholders can find details on voting through the Company's Online Service in the information sheet and terms of use provided there.

If voting rights are exercised for the same shares by both means (postal ballot form and the Company's Online Service), only the vote cast via the Company's Online Service will be counted, regardless of the timing of their receipt.

If no clear, unequivocal vote is indicated for a certain agenda item, the vote on this agenda item will be counted as an abstention. If the components of an agenda item are to be voted on individually without notification in advance of the AGM, votes that were submitted for the agenda item in question will be deemed to apply as votes for each component that is voted on individually.

Additional instructions on postal voting are printed on the access card for the Company's Online Service, which will be sent to registered shareholders, and published on the Company's website at [www.krones.com/en](http://www.krones.com/en) (Company/Investor Relations/Annual General Meeting/2020).

## 6. Procedure for voting by proxy

Shareholders may have their shareholder rights within the Virtual AGM exercised by proxy, e.g. by an intermediary, a shareholders' association, or another entity of their choosing. If the shareholder authorises more than one entity, the Company may reject one or more of them.

Granting, revocation, and evidence of proxy authorisation must be submitted to the Company in text form (pursuant to Section 126b BGB) or via the online form provided on the Company's Online Service at

[www.krones.com/en](http://www.krones.com/en)

(Company/Investor Relations/Annual General Meeting/2020). Intermediaries within the meaning of Section 67a (4) AktG, shareholders' associations, proxy advisors, or entities treated as equivalents under Section 135 (8) AktG may stipulate different requirements with respect to their own appointment as proxies. It is up to shareholders to inquire about such possible different requirements. However, violation of these and certain other requirements under Section 135 AktG for granting proxy authorisation to intermediaries within the meaning of Section 67a (4) AktG, shareholders' associations, proxy advisors, or entities treated as equivalents under Section 135 (8) AktG does not impact the effectiveness of the vote (Section 135 (7) AktG).

Proxies likewise cannot participate in the AGM physically or by electronic communication pursuant to Section 118 (1) sentence 2 AktG. They can only exercise the voting rights of the shareholders they represent, either by way of postal vote or by granting (sub-) proxies to Company-appointed proxies, who are bound by the shareholder's instructions.

A form for granting proxy authorisation is printed on the access card for the Company's Online Service that is sent to shareholders who register on time and in due form as described above. The form for granting proxy authorisation is also available for download on the Company's website at [www.krones.com/en](http://www.krones.com/en) (Company/Investor Relations/Annual General Meeting/2020).

Proxy authorisation can be granted to the proxy directly or granted or substantiated in communication with the Company. If proxy authorisation is to be granted, revoked, or substantiated with the proxy directly, notification must be communicated to the Company by one of the following means. For organisational reasons, such authorisation must be communicated no later than the end of the day 17 May 2020 (24:00 CEST).

KRONES AG  
c/o C-HV AG  
Gewerbepark 10  
92289 Ursensollen, Germany

or

Fax: +49 9628 92 99-871

or

E-mail: [anmeldestelle@c-hv.com](mailto:anmeldestelle@c-hv.com)

Granting or revocation of proxy authorisation may also be done via the online form provided on the Company's Online Service at

[www.krones.com/en](http://www.krones.com/en)

(Company/Investor Relations/Annual General Meeting/2020) until immediately before voting begins in the Virtual AGM on 18 May 2020. It is also possible to revoke or change a proxy authorisation granted previously in text form (Section 126b BGB) or via the Company's Online Service until immediately before voting begins in the Virtual AGM on 18 May 2020. If proxy authorisation is granted by both means (in text form pursuant to Section 126b BGB and via the Company's Online Service, both on time), only the authorisation granted via the Online Service will be deemed binding, regardless of the timing of their receipt. Shareholders can find details on granting and revoking proxy authorisation using the Online Service in the information sheet and terms of use provided there.

In order for the proxy to exercise shareholder rights in the Virtual AGM via the Company's Online Service, the proxy must receive a separate access code from the shareholder. The use of the access data by the proxy is also deemed to be proof of authorisation. No further proof of authorisation to the Company in text form is required.

Even if rights are to be exercised by proxy, the shareholder must still register and provide proof of their shareholdings in proper form and on time in accordance with the terms stated above. The above does not affect the shareholder's right to appoint a proxy after having registered and provided proof of shareholdings – as long as the deadline for appointing a proxy is met.

## 7. Voting by Company-appointed proxy

We offer our shareholders the possibility to delegate their voting authority to proxies appointed by the Company, who then vote solely in accordance with the respective shareholder's instructions. These Company-appointed proxies must be given instructions on how the votes are to be cast on each item in addition to proxy authorisation. They cannot vote in accordance with their own discretion but rather must vote solely on the basis of the shareholder's instructions. If no specific instructions are given or if the instructions given are contradictory or unclear, the Company-appointed proxy will abstain from voting on the corresponding item. The same applies to unexpected proposals brought up during the meeting. If the components of an agenda item are to be voted on individually without notification in advance of the AGM, instructions that were given for the agenda item in question will be deemed to apply as instructions for each component that is voted on individually. Please note that the Company-appointed proxies will not accept requests to speak, ask questions, submit counterproposals, or make statements either before or during the AGM and – with the exception of exercising voting rights – will not exercise any other shareholder rights.

Granting of proxy authorisation for Company-appointed proxies and giving voting instructions must be done in text form (Section 126b BGB) or via the online form provided on the Company's Online Service at

[www.krones.com/en](http://www.krones.com/en)

(Company/Investor Relations/Annual General Meeting/2020). The same applies to changes to or revocation of proxy authorisation or voting instructions. The form for granting proxy authorisation and giving voting instructions to Company-appointed proxies, along with relevant information, is printed on the access card for the Company's Online Service that is sent to shareholders who register on time and in due form as described above. These documents are also available for download on the Company's website at [www.krones.com/en](http://www.krones.com/en) (Company/Investor Relations/Annual General Meeting/2020).

If proxy authorisation of Company-appointed proxies, along with voting instructions, is to be granted or revoked, notification must be communicated to the Company by one of the following means. For organisational reasons, such authorisation must be communicated no later than the end of the day 17 May 2020 (24:00 CEST).

KRONES AG  
c/o C-HV AG  
Gewerbepark 10  
92289 Ursensollen, Germany

or

Fax: +49 9628 92 99-871

or

E-mail: [anmeldestelle@c-hv.com](mailto:anmeldestelle@c-hv.com)

Granting of proxy authorisation to Company-appointed proxies, along with voting instructions, or its revocation may also be done via the online form provided on the Company's Online Service at

[www.krones.com/en](http://www.krones.com/en)

(Company/Investor Relations/Annual General Meeting/2020) until immediately before voting begins in the Virtual AGM on 18 May 2020. The "Proxy Authorisation and Instructions" button (*Vollmacht und Weisung an die Stimmrechtsvertreter erteilen*) in the Company's Online Service is provided for this purpose. It is also possible to revoke or change a proxy authorisation, with voting instructions, previously granted to Company-appointed proxies in text form (Section 126b BGB) or via the Company's Online Service until immediately before voting begins in the Virtual AGM on 18 May 2020. If proxy authorisation, with voting instructions, is granted to Company-appointed proxies by both means (in text form pursuant to Section 126b BGB and via the Company's Online Service, both on time), only the authorisation granted and voting instructions given via the Company's Online Service will be deemed binding, regardless of the timing of their receipt. Shareholders can find details on granting and revoking proxy authorisation with instructions to a Company-appointed proxy using the Company's Online Service in the information sheet and terms of use provided there.

If Company-appointed proxies are granted proxy authorisation, they must be given instructions on how the votes are to be cast on each item. Without such instructions, the proxy authorisation is not valid. Even if rights are to be exercised by a Company-appointed proxy, the shareholder must still register and provide proof of their shareholdings in proper form and on time in accordance with the terms stated above.

**8. Shareholders' opportunity to ask questions under Section 1 (2) sentence 1 number 3, sentence 2 of the COVID 19 Act; Shareholders' right to information under Section 131 AktG**

Shareholders who have properly registered have the opportunity to ask questions electronically (Section 1 (2) sentence 1 number 3, sentence 2 of the COVID 19 Act).

For organisational reasons, questions must be submitted no later than the end of the day 16 May 2020 (24:00 CEST) via the online form provided for this purpose in the Company's Online Service at

[www.krones.com/en](http://www.krones.com/en)

(Company/Investor Relations/Annual General Meeting/2020). No consideration will be given to questions submitted by other means or after this deadline. The Executive Board will decide which of the submitted questions to answer at its dutiful discretion. The Executive Board is not required to respond to all questions. Questions may be combined or selected on the basis of their relevance to other shareholders. In addition, preference may be given to questions from shareholders' associations and institutional investors with significant voting shares. There is no opportunity to ask follow-up questions about the answers given by the Executive Board.

Moreover, shareholders do not have the right to information under Section 131 AktG or the right to speak or ask questions in and during the Virtual AGM.

**9. Shareholder rights under Sections 122 (2), 126 (1), and 127 AktG**

Shareholders' rights with respect to the Virtual AGM include the following pursuant to Sections 122 (2), 126 (1), 1, and 131 (127) AktG. Additional information on these is also available on the Company's website at [www.krones.com/en](http://www.krones.com/en) (Company/Investor Relations/Annual General Meeting/2020).

***Requests for additional agenda items pursuant to Section 122 (2) AktG***

Pursuant to Section 122 (2) of the German Stock Corporation Act (AktG), shareholders jointly representing at least 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 AGM 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.

The request must be addressed to the Executive Board of KRONES AG in writing and must be received by the Company at least 30 days prior to the AGM (that is, no later than midnight 24:00 CEST, the end of the day 17 April 2020). Please send such requests to the following address:

KRONES AG  
Executive Board (Vorstand)  
Böhmerwaldstrasse 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 this Notice. They will also be made available on the Company's website at [www.krones.com/en](http://www.krones.com/en) (Company/Investor Relations/Annual General Meeting/2020) and communicated to shareholders pursuant to Section 125 (1) sentence 3 AktG.

Permissible motions that are submitted in proper form as requests for additional agenda items will be treated in the Virtual AGM as if they were submitted at the meeting itself, provided that the submitting shareholder has duly registered for the Virtual AGM.

***Counterproposals and election nominations by shareholders pursuant to Sections 126 (1) and 127 AktG***

Every shareholder has the right to submit to the Company counterproposals to proposals put forward by the Executive Board and/or the Supervisory Board relating to certain agenda items pursuant to Section 126 (1) AktG and to make election nominations pursuant to Section 127 AktG. Counterproposals must be accompanied by a statement of grounds. No explanation is required for election nominations. Counterproposals and election nominations must be sent to the following address, fax, or e-mail address:

KRONES AG  
Corporate Governance  
Böhmerwaldstrasse 5  
93073 Neutraubling, Germany

or

Fax: +49 9401 70-2762

or

E-mail: [hv2020@krones.com](mailto:hv2020@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 3 May 2020 and that must be made available will be posted, 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/en](http://www.krones.com/en) (Company/Investor Relations/Annual General Meeting/2020) without undue delay upon receipt. 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 if the prerequisites under Section 126 (2) sentence 1 AktG (in conjunction with Section 127 sentence 1) AktG are met. The statement of grounds for a counterproposal or election nomination need not be published if its total length exceeds 5,000 characters. Pursuant to Section 127 sentence 3 AktG, the Executive Board need not communicate nominations if they do not contain the information required by Section 124 (3) sentence 4 and Section 125 (1) sentence 5 AktG.

Counterproposals and election nominations cannot be made during the Virtual AGM. Permissible counterproposals and election nominations that are received by the Company before the AGM at the address, fax, or e-mail address above by no later than the end of the day 17 May 2020 (24:00 CEST) will be treated in the Virtual AGM as if they were submitted at the meeting itself, provided that the submitting shareholder has properly registered for the Virtual AGM.

#### **10. Challenging resolutions of the AGM under Section 1 (2) sentence 1 number 4 COVID 19 Act**

In deviation from Section 245 number 1 AktG, shareholders who have properly registered and who have exercised their voting rights under the same provision may, from the start of the Virtual AGM to its close, submit a challenge to resolutions of the AGM, to be recorded in the minutes, without needing to be physically present at the AGM. The challenge may be submitted through the Company's Online Service at

[www.krones.com/en](http://www.krones.com/en)

(Company/Investor Relations/Annual General Meeting/2020). The "Challenge Resolutions of the AGM" button (*Widerspruch zu Beschlüssen der Hauptversammlung*) in the Company's Online Service is provided for this purpose.

## 11. Information (documentation) on the Company's website

The following information is available on the Company's website at [www.krones.com/en](http://www.krones.com/en) (Company/Investor Relations/Annual General Meeting/2020).

- The content of this Notice of Annual General Meeting
- An explanation of why no resolution is to be made on agenda item 1
- The documentation that must be made available to the AGM
- The Annual Report of the company for the financial year 2019, which includes a description of the remuneration system for Executive Board members
- The total number of shares and voting rights at the time of this Notice of Annual General Meeting
- The forms that can be used for voting, to grant proxy authorisation, or to authorise a Company-appointed proxy, who shall then be bound by the shareholder's instructions, and for giving those instructions
- Further information on the shareholder rights mentioned above (to request amendments to the agenda, to make counterproposals and/or election nominations, to obtain information)
- Information sheet on the Company's Online Service.

## 12. Data privacy information for shareholders and authorised representatives

When shareholders register for the AGM or grant proxy rights, KRONES AG collects personal data on the shareholders and/or their proxies in order to enable the shareholders and proxies to exercise their rights with respect to the Virtual AGM.

In its capacity as a data "controller", KRONES AG processes personal data in keeping with the provisions of the General Data Protection Regulation (GDPR) and all other relevant laws. Detailed information about our handling of personal data and shareholder rights under the GDPR is available on the Company's website at [www.krones.com/en](http://www.krones.com/en) (Company/Investor Relations/Annual General Meeting/2020).

Neutraubling, April 2020

KRONES AG

The Executive Board



## Contact

KRONES AG  
Corporate Governance  
Böhmerwaldstrasse 5  
93073 Neutraubling  
Germany  
Phone + 49 9401 70-1142  
E-mail [hv2020@krones.com](mailto:hv2020@krones.com)  
Internet [www.krones.com](http://www.krones.com)