

KRONES Aktiengesellschaft, Neutraubling
Annual general meeting (Virtual AGM) of KRONES AG
on Monday, 18 May 2020, 2:00 pm,
at the business premises of KRONES AG,
Böhmerwaldstrasse 5, 93073 Neutraubling,
Germany.

Disclosures required under Sections 315 a (1)
and 289 a (1) of the German Commercial Code (HGB)

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Pursuant to Section 4 (1) of the articles of association, the share capital of KRONES Aktiengesellschaft amounts to €40,000,000.00 and is divided into 31,593,072 ordinary bearer shares.

Under Section 20 (1) of the articles of association, each share entitles its holder to one vote in the annual general meeting. Unless mandatory provisions of law stipulate otherwise, resolutions of the annual general meeting are made with a simple majority of votes cast or, in cases in which the law prescribes a majority of shares in addition to a majority of votes, with a simple majority of the share capital represented in the vote.

Pursuant to Section 18 (1) of the articles of association, only those shareholders who register with the company in writing in German or English and provide proof of their shareholding prior to the annual general meeting are entitled to participate and vote in the annual general meeting. Special verification of the shareholding in text form, issued in German or English by the institution with which the custody account is held, shall constitute sufficient evidence of the shareholding. The evidence of shareholding must relate to the start of the twenty-first day prior to the annual general meeting.

Pursuant to Section 18 (2) of the articles of association, voting rights can be exercised by proxy. Granting, revocation, and evidence of proxy authorisation must be submitted to the company in text form. The notice convening the annual general meeting may specify a relaxation of this requirement without prejudice to Section 135 of the German Stock Corporation Act (AktG).

In the annual general meeting, the chair of the meeting can set appropriate time limits for shareholders' questions and comments (Section 19 (3) of the articles of association).

The Executive Board of the company is not aware of any other restrictions relating to voting rights or the transfer of shares.

The company is aware of the following direct and indirect shareholdings in the company's capital that exceed 10% of the voting rights:

Name of shareholder	Total share of voting rights	Of which: indirect voting rights attributable pursuant to Section 34 (2) of the Securities Trading Act
Familie Kronseder Konsortium GbR, Neutraubling, Germany	52.24%	52.24%

Changes to the shareholdings listed above that are not required to be reported to the company may have occurred since the specified date (December 2019). Because the company's shares are bearer shares, the company is generally only aware of changes in shareholdings if the changes are subject to reporting requirements.

The appointment and dismissal of Executive Board members is governed by Sections 84 and 85 of the German Stock Corporation Act (AktG). Pursuant to Section 6 (1) of the articles of association, the Executive Board consists of at least two members. Pursuant to Section 6 (2) of the articles of association, determination of the number of Executive Board members, the appointment of regular and deputy members of the Executive Board, the execution of their employment contracts and revocation of appointments are the responsibility of the Supervisory Board.

Amendments to the articles of association are subject to the provisions of Sections 179 et seq. of the German Stock Corporation Act. Such amendments are to be adopted by resolution of the annual general meeting (Section 119 (1) number 5 and Section 179 (1) of the German Stock Corporation Act). The Supervisory Board is authorised to make amendments that affect only the wording of the articles of association (Section 13 of the articles of association).

Pursuant to Section 4 (4) of the articles of association, the Executive Board may, with the approval of the Supervisory Board, increase the share capital by a total of up to €10 million (authorised capital) by issuing ordinary bearer shares against cash contributions on one or more occasions up to and including 15 June 2021. Shareholders must normally be granted subscription rights to such shares. The Executive Board may exclude shareholders' subscription rights, with the approval of the Supervisory Board, for any fractional amounts that may arise.

By resolution of the annual general meeting of 13 June 2018, the Executive Board is authorised, up to and including 12 June 2023, with the approval of the Supervisory Board, to buy treasury shares totalling up to 10% of the company's share capital at the time that the resolution was adopted or, if smaller, at the time that the authorisation is exercised.

By resolution of the annual general meeting of 13 June 2018, the Executive Board is authorised to use any treasury shares bought pursuant to the aforementioned authorisation in accordance with Section 71 (1) number 8 of the Stock Corporation Act, besides for sale on the stock exchange or by offer to all shareholders, for any permissible purpose, and in particular as follows:

- 1) The shares may be cancelled, without the cancellation or its execution requiring a further resolution by the annual general meeting.
- 2) The shares may be offered and transferred to third parties in return for non-cash contributions, in particular in connection with business combinations or on the acquisition of companies, businesses, parts of companies or equity interests. In addition, the shares may also be used for the termination or settlement of shareholder actions at affiliates of the company.

- 3) The shares may be sold to third parties against cash payment if the price at which the shares in the company are sold is not significantly lower, within the meaning of sections 71 (1) number 8 sentence 5 and 186 (3) sentence 4 of the Stock Corporation Act, than the stock exchange price of a company share at the time of sale.
- 4) The shares may be used to service obligations or rights to purchase shares in the company arising from and in connection with convertible bonds or bonds with warrants, or profit-sharing rights with conversion rights or warrants, issued by the company or any of its group companies.

Shareholders' statutory subscription rights to such shares are excluded to the extent that the shares are used in exercise of the authorisations set out above under 2) to 4) inclusive or, in the case of sales of treasury shares to all shareholders, to the extent necessary to avoid fractional amounts.

KRONES AG has not made any material agreements containing special provisions relating to a change or acquisition of control following a takeover offer.

The company has not made any agreements with members of the Executive Board or company employees relating to compensation in the event of a takeover offer.