

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.

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



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The Notice of Annual General Meeting contains information about shareholder rights pursuant to Sections 122 (2), 126 (1), and 127 AktG as required under Section 121 (3) sentence 3 number 3 AktG and about 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 following information serves as 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 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 17 April 2020. No consideration will be given to requests received after this deadline.

Please send requests to the following address:

KRONES AG
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 Annual General Meeting. They will also be made available to the Company’s other shareholders on the Company’s website at www.krones.com/en (Company/Investor Relations/Annual General Meeting/2020) and communicated to those entitled to such communication under 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 annual general meeting (“Virtual AGM”) as if they were submitted at the meeting itself, provided that the submitting shareholder has duly registered for the Virtual AGM.

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

Every shareholder has the right to 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, pursuant to Section 127 AktG, 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 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 AG
Corporate governance
Böhmerwaldstr. 5
93073 Neutraubling, Germany

or by fax to: +49 9401 70-2762

or by e-mail to: 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 Thursday, 3 May 2020, 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/en (Company/Investor Relations/Annual General Meeting/2020) 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.

Counterproposals and election nominations cannot be made during the Virtual AGM. Permissible counterproposals and election nominations that are received by the Company before the Annual General Meeting 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.

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 multiple 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 supplement 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' 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

(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 followup 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.

Section 1 (2) sentence 1 number 3 and sentence 2 COVID 19 Act are quoted under point 4 below.

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

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

These options are granted to shareholders on the basis of the following provisions of the COVID 19 Act:

Section 1 (2) COVID 19 Act – Stock corporations; partnerships limited by shares (KGaA); European Companies (SE); mutual insurance companies (Excerpt)

(2) The management board may decide that the meeting shall be held as a virtual annual general meeting without the physical presence of shareholders or their proxies, provided that

- 1. the entire meeting is transmitted in video and audio,*
- 2. shareholders' voting rights can be exercised via electronic communication (postal voting or electronic participation) and proxy voting,*
- 3. the shareholders are given the opportunity to ask questions by way of electronic communication,*

4. shareholders who have exercised their voting rights in accordance with number 2 are given the opportunity to challenge a resolution of the Annual General Meeting without having been physically present at the Annual General Meeting, in deviation from Section 245 number 1 of the German Stock Corporation Act.

The Board of Directors shall decide, at its sole discretion, which questions to answer and how to answer them; it may also stipulate that questions must be submitted by electronic communication at least two days before the meeting.