

# Growing *profitably*

Notice of annual shareholders'  
meeting on 19 June 2013

# Notice of annual shareholders' meeting

KRONES Aktiengesellschaft Neutraubling

German securities identification code (WKN): 633 500

ISIN: DE0006335003

Our shareholders are hereby cordially invited to attend the 33<sup>rd</sup> annual shareholders' meeting, to be held on Wednesday, 19 June 2013 at 2:00pm, in the Stadthalle Neutraubling, Regensburger Strasse 9, 93073 Neutraubling, Germany. (Doors open at 1:00 pm).

1. **Presentation of the ratified annual financial statements and the approved consolidated financial statements together with the management reports for KRONES Aktiengesellschaft (hereinafter »KRONES AG«) and the KRONES Group for the financial year 2012, the Executive Board's proposal for the appropriation of retained earnings, the report of the Supervisory Board on the financial year 2012, and the explanatory report on the disclosures pursuant to §§ 289 (4) and 315 (4) of the German Commercial Code (HGB).**

The aforesaid documents are available for inspection at the business premises of KRONES AG (Böhmerwaldstrasse 5, 93073 Neutraubling, Germany) and online at [www.krones.com](http://www.krones.com) (»Investor relations« – »Annual shareholders' meeting«) and will also be available to shareholders for inspection during the annual shareholders' meeting. Copies of the documents will also be mailed to shareholders on request.

In accordance with the applicable provisions of the law, no resolution on this agenda item 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. Shareholders will vote on the Executive Board's proposal for the appropriation of retained earnings under agenda item 2. For the remaining documents listed under this agenda item, 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 annual shareholders' meeting.

2. **Resolution on the appropriation of retained earnings**

The Executive Board and the Supervisory Board propose that the retained earnings of EUR 74,039,625.73 for the financial year 2012 be appropriated as follows:

	EUR
Dividend of EUR 0.75	
per ordinary share entitled to dividends	23,694,804.00
Amount brought forward to new account	50,344,821.73
<b>Retained earnings</b>	<b>74,039,625.73</b>

3. **Resolution to ratify the acts of the members of the Executive Board in the financial year 2012**

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board in the financial year 2012 be ratified.

4. **Resolution to ratify the acts of the members of the Supervisory Board in the financial year 2012**

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in the financial year 2012 be ratified.

## 5. Resolution to amend the articles of association with respect to company announcements

As of 1 April 2012, the Federal Gazette (Bundesanzeiger) is only published in electronic format. The wording of § 3 (1) of the articles of association of the company should be unchanged accordingly.

§ 3 (1) of the company's articles of association currently reads:

»The company's announcements shall be published in the electronic version of the Bundesanzeiger (German Federal Gazette) or, where that is not possible, in the printed version of the Bundesanzeiger.«

The Executive Board and the Supervisory Board propose the following resolution:

§ 3 (1) of the company's articles of association shall be revised as follows:

»The company's announcements shall be published in the Bundesanzeiger (German Federal Gazette) unless stipulated otherwise by mandatory legal provisions.«

## 6. Resolution to amend the articles of association with respect to investment and ownership transfer provisions, special advantages, and start-up costs

The provisions of § 23 of the articles of association relating to investment and ownership transfer provisions, special advantages, and start-up costs should be repealed since the company has been recorded in the Commercial Register for more than thirty years and the legal relationships that constituted the basis of these provisions have been settled for at least five years pursuant to §§ 26 (5) and 27 (5) of the German Stock Corporation Act (AktG).

§ 23 of the articles of association currently reads:

»The Company came into being as the result of a reorganisation of the company named Hermann Kronseder Maschinenfabrik (machine factory) GmbH+ Co., Neutraubling. Therefore, pursuant to Sections 26 and 27 of the German Stock Corporation Act (AktG), the following provisions shall be adopted from the previous articles of association:

5.3.

The continuation of the trading business carried out by the former company named Hermann Kronseder Maschinenfabrik GmbH + Co. with its registered office in Neutraubling.

5.4.

The reorganisation balance sheet of the stock corporation was prepared as of 1 January 1980. Since this date, all the business transactions of the company named Hermann Kronseder Maschinenfabrik GmbH + Co., Neutraubling, shall be deemed executed for the company named KRONES Aktiengesellschaft Hermann Kronseder Maschinenfabrik, Neutraubling.

5.5.

The reorganisation of the company named Hermann Kronseder Maschinenfabrik GmbH + Co., Neutraubling, into a German stock corporation shall take place in accordance with the

provisions of Sections 40 et seq. of the Reorganisation Act as amended on 6 November 1969 (Federal Law Gazette (BGBl.)1969 I. page 2081).

6.5.

The capital stock of DM 12,000,000.00, which was established at the time of the company's formation, was provided in the form of non-cash contributions. The non-cash contribution was the company Hermann Kronseder Maschinenfabrik GmbH + Co. with its registered office in Neutraubling in accordance with the reorganisation balance sheet for the period ended 1 January 1980 attached to this document.

The following [persons] owned stakes in Hermann Kronseder Maschinenfabrik GmbH + Co. Neutraubling and their stake in the capital stock shall be transferred as follows:

Previously	Nominal value of the shares to be granted	
General partner:		
Beteiligungsgesellschaft Kronseder mbH in Neutraubling	DM	192,000.00
Limited partners:		
Hermann Kronseder	DM	2,988,000.00
Volker Kronseder	DM	2,205,000.00
Harald Kronseder	DM	2,205,000.00
Norman Kronseder	DM	2,205,000.00
Gunther Kronseder	DM	2,205,000.00
	<b>DM</b>	<b>12,000,000.00</b>

6.6.

The investors declare that no losses have been incurred since the reporting date for the balance sheet which undercut any reserves that might be present and not compensated by the granting of shares and that no liabilities exist other than those shown on the balance sheet.

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10.1

The first Supervisory Board shall consist of three members.

10.2.1.

The first Supervisory Board shall be appointed for the longest period permissible under Section 30 (3) of the German Stock Corporation Act (AktG).

10.5.

After its election or delegation, the Supervisory Board shall elect a chairman and at least one vice-chairman from among its members. The same shall apply if the first Supervisory Board is appointed.

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## Start-up costs

### 13.1.

Pursuant to Section 26 (2) of the German Stock Corporation Act (AktG), the start-up costs (notary fees, court costs, publication expenses, capital transfer tax, printing of shares, cost of the formation auditor, property transfer tax, etc.) have been set at a maximum of DM 300,000.00 (three hundred thousand German marks). These costs are to be borne by the company.

### 13.2.

It is hereby established that, apart from the right to delegate members to the company's Supervisory Board (Subsection 6.4.), the shareholders are not granted any special advantages pursuant to Section 26 (1) of the German Stock Corporation Act (AktG).«

The founders waive their right to delegate as of the end of the financial year 1998.«

The Executive Board and the Supervisory Board propose the following resolution:

§ 23 of the articles of association of the company shall be deleted without replacement.

## 7. Resolution on the appointment of the independent auditor for the annual financial statements and the consolidated financial statements for the financial year 2013

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG Bayerische Treuhandgesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Regensburg branch office be appointed as the independent auditor for the annual financial statements and the consolidated financial statements for the financial year 2013.

## *Total number of shares and voting rights*

The company's share capital at the time that this notice convening the annual shareholders' meeting was made public in the Federal Gazette (Bundesanzeiger) amounted 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 annual shareholders' meeting. The company holds no treasury shares. Thus, at the time of the convening of the annual shareholders' meeting, the 31,593,072 ordinary shares yield a total of 31,593,072 votes.

## *Requirements for attending the annual shareholders' meeting and for exercising voting rights; the »record date« pursuant to § 123 (3) sentence 3 of the German Stock Corporation Act (AktG) and its significance*

Only those shareholders who register with the company in text form in German or English prior to the shareholders' meeting and provide evidence of their shareholding are entitled to participate in and exercise the right to make counterproposals and vote in the shareholders' meeting. Special verification of the shareholding in text form, issued in German or English by the institu-

tion with which the account is held, shall constitute sufficient evidence of the shareholding. The evidence of shareholding must refer to the start of the day 29 May 2013 (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 12 June 2013 (midnight 24:00 CEST) at the following address:

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

or fax: +49 (0) 9628-92 99 871

or e-mail: hv@anmeldestelle.net

The record date is the date that determines whether shareholders are entitled to attend and vote in the annual shareholders' meeting. With respect to attendance of the annual shareholders' meeting or the exercise of voting rights, 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 afterwards, may only attend and exercise voting rights in the annual shareholders' meeting 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 attend and exercise voting rights in the annual shareholders' meeting 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.

### *Procedure for voting by proxy*

Shareholders may have their voting rights exercised by proxy, e.g. by a bank, a shareholders' association, or another person of their choosing. If the shareholder authorises more than one person, 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. Banks and persons or institutions treated as equivalents under § 135 (8) of the German Stock Corporation Act (AktG) or under § 135 (10) of the German Stock Corporation Act in conjunction with § 125 (5) of the German Stock Corporation Act, such as shareholders' associations, may stipulate different requirements with respect to their own appointment as proxies.

A form for granting proxy authorisation is printed on the back of the admission ticket 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](http://www.krones.com) («Investor relations» – «Annual shareholders' meeting»). It can also be requested from the company by mail, fax, or e-mail as follows:

KRONES Aktiengesellschaft  
 Investor Relations  
 Böhmerwaldstr. 5  
 93073 Neutraubling, Germany

or fax: +49 (0)9401-703786

or e-Mail: hv2013@krones.com

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 or substantiated in communication with the company, we request that notification be communicated in due time through one of the contact options cited above.

### ***Voting by proxies appointed by the company***

We offer our shareholders the possibility to delegate their voting authority to proxies appointed by the company, who then vote in accordance with the respective shareholder's instructions.

The authorisation of and voting instructions for company-appointed proxies must be given in text form, as must the revocation of proxy authorisation or voting instructions. The related documents containing the proxy authorisation and instruction form for company-appointed proxies and relevant information will be sent to shareholders along with the admission ticket. These documents are also available for download on the company's website at [www.krones.com](http://www.krones.com) («Investor relations» – »Annual shareholders' meeting«). They can also be requested from the company by mail, fax, or e-mail as follows:

KRONES Aktiengesellschaft  
 Investor Relations  
 Böhmerwaldstr. 5  
 93073 Neutraubling, Germany

or fax: +49 (0) 9401-703786

or e-Mail: hv2013@krones.com

We kindly request that shareholders return the completed proxy authorisation form and voting instructions to the above address, fax, or e-mail address in a timely manner.

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. Company-appointed proxies are obliged to vote in line with the instructions given.

### ***Shareholders' rights***

Shareholders' rights before and during the annual shareholders' meeting include the following pursuant to § 122 (2), § 126 (1), § 127, and § 131 (1) of the German Stock Corporation Act (AktG). Additional explanations regarding shareholders' rights can be found on the company's website at [www.krones.com](http://www.krones.com) («Investor relations» – »Annual shareholders' meeting«).



#### ■ Requests for additional agenda items

Pursuant to § 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 and published. 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 and received by the company in writing at least 30 days prior to the annual shareholders' meeting (that is, no later than midnight 24:00 CEST, the end of the day 19 May 2013) at 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 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 published on the company's website at [www.krones.com](http://www.krones.com) («Investor relations» – »Annual shareholders' meeting«).

#### ■ Counterproposals and election nominations by shareholders

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 § 126 (1) of the German Stock Corporation Act (AktG) and to make election nominations pursuant to § 127 of the German Stock Corporation Act. 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 email address:

KRONES Aktiengesellschaft  
Investor Relations  
Böhmerwaldstr. 5  
93073 Neutraubling, Germany

or fax: +49 (0) 9401-703786

or e-mail: [hv2013@krones.com](mailto:hv2013@krones.com)

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

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 4 June 2013 and that must be made available will be posted, 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. Management's comments, if any, will also be published at the above website.

The company may opt not to publish a counterproposal and its statement of grounds if the prerequisites under § 126 (2) of the German Stock Corporation Act (AktG) are met. For instance, the statement of grounds for a counterproposal need not be published if its total length is more than 5,000 characters.

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 before the meeting. The above does not affect the right of every shareholder to submit counterproposals to the various agenda items or election nominations during the annual shareholders' meeting without having transmitted them to the company beforehand.

#### ■ Shareholders' right to information

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. 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 Executive Board may decline to respond to individual questions on the grounds stated under § 131 (3) of the German Stock Corporation Act (AktG).

In order to facilitate proper response, we kindly request that shareholders and their authorised representatives wanting to pose questions at the annual shareholders' meeting send their questions to the above address, fax, or email address as early as possible before the meeting. Submitting questions in advance is not a formal requirement. Shareholders' rights to information are unaffected by this request.

#### *Information (documentation) on the company's website*

The following information is available on the company's website at [www.krones.com](http://www.krones.com) in the »Annual shareholders' meeting« section under the »Investor relations« link:

- The content of this notice convening the annual shareholders' meeting
- The documentation that must be made available to the annual shareholders' meeting
- The annual report of the company for the financial year 2012, which includes a description of the compensation system for Executive Board members
- The total number of shares and voting rights at the time of this notice convening the annual shareholders' meeting
- The forms that can be used to grant proxy authorisation for the annual shareholders' meeting 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).

Neutraubling, May 2013

KRONES Aktiengesellschaft

The Executive Board





KRONES AG  
Annual shareholders' meeting  
on 19 June 2013

Stadthalle Neutraubling  
Regensburger Strasse 9  
93073 Neutraubling  
Germany

Parking

KRONES AG  
Corporate Communications  
Böhmerwaldstrasse 5  
93073 Neutraubling  
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This version of the Notice of Shareholders' Meeting, prepared for the convenience of English-speaking readers, is a translation of the German original. For the purposes of interpretation the German text shall prevail.