

Shaping *success*

Notice of annual shareholders'
meeting on 25 June 2014

Notice of annual shareholders' meeting

KRONES Aktiengesellschaft Neutraubling

German securities identification code: 633 500

ISIN: DE0006335003

Our shareholders are hereby cordially invited to attend the 34th annual shareholders' meeting, to be held on Wednesday, 25 June 2014 at 2:00pm, in the Stadthalle Neutraubling, Regensburger Strasse 9, 93073 Neutraubling, Germany. (Doors open at 1:00 pm).

Agenda

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 2013, the Executive Board’s proposal for the appropriation of retained earnings, the report of the Supervisory Board on the financial year 2013, 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 (Investor Relations – Annual Shareholder 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 106,276,074.58 for the financial year 2013 be used as follows:

	EUR
Dividend of EUR 2.00	
per ordinary share entitled to dividends	63,186,144.00
Amount brought forward to new account	43,089,930.58
Retained earnings	106,276,074.58

3. Resolution to ratify the acts of the members of the Executive Board in the financial year 2013

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board in the financial year 2013 be ratified.

4. Resolution to ratify the acts of the members of the Supervisory Board in the financial year 2013

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in the financial year 2013 be ratified.

5. Resolution to approve the remuneration system for Executive Board members

Pursuant to § 120 (4) Sentence 1 of the German Stock Corporation Act [AktG], the annual shareholders' meeting may resolve on approval of the system for Executive Board member remuneration. The annual shareholders' meeting on 16 June 2010 approved the system for Executive Board remuneration that had been the basis for determining Executive Board remuneration for the financial year 2009. Because the Supervisory Board has resolved changes to this remuneration system, which serve as the basis for determining Executive Board remuneration from the financial year 2014 onward (including 2014), the modified system for Executive Board remuneration must be put before the annual shareholders' meeting for approval again this year.

The revised system for Executive Board remuneration is described on page 118 of the KRONES Group's 2013 Annual Report, which can be viewed on the business premises of KRONES AG (Böhmerwaldstrasse 5, 93073 Neutraubling, Germany) and online at www.krones.com (Investor Relations – Annual Shareholder Meeting) and will also be available for shareholders' inspection during the annual shareholders' meeting. The annual report will also be mailed to shareholders on request. This revised system for Executive Board remuneration is the subject of this resolution.

The Executive Board and the Supervisory Board propose that the system of remuneration for members of the Executive Board be approved.

6. Supervisory Board elections

The Supervisory Board is composed in accordance with § 8 (1) of the company's articles of association, §§ 96 (1) and 101 (1) of the German Stock Corporation Act (AktG) and §§ 1 (1) and 7 (1) Sentence 1 No. 1 of the Codetermination Act (MitbestG).

Pursuant to § 8 (2) of the articles of association, the members of the Supervisory Board shall be elected for a period that ends at the close of the annual shareholders' meeting that resolves on the ratification of the acts of the Board for the fourth fiscal year following the start of their term in office. The financial year that is underway at the start of the term in office shall not be included in this calculation. Members may be reelected.

Under these provisions, Supervisory Board member Dr. Alexander Nerz's term in office ends at the conclusion of the 2014 annual shareholders' meeting. Furthermore, Supervisory Board member Dr. Jochen Klein is stepping down from the Supervisory Board early due to age constraints, effective at the close of the 2014 annual shareholders' meeting.

The Supervisory Board proposes that

- Dr. Alexander Nerz, independent attorney, residing in Munich, Germany,

be reelected as a member of the Supervisory Board representing the shareholders for the maximum permissible term in office.

The Supervisory Board also proposes that

- Mr. Hans-Jürgen Thaus, former Deputy Chairman of the Executive Board of KRONES AG, residing in Abensberg, Germany,

be elected as a new member of the Supervisory Board. Hans-Jürgen Thaus, who would replace Dr. Jochen Klein on the Supervisory Board, is to be elected only for the remainder of the departing member's term pursuant to § 8 (4) of the articles of association – that is, through the close of the annual shareholders' meeting that resolves on the ratification of the acts of the Supervisory Board for financial year 2015.

Dr. Alexander Nerz is not a member of any other statutory supervisory board or comparable monitoring body in Germany or abroad.

Hans-Jürgen Thaus is a member of the following statutory supervisory boards or comparable monitoring bodies in Germany:

- Chairman of the Supervisory Board of Maschinenfabrik Reinhausen GmbH, Regensburg, Germany,
- Chairman of the advisory council of Kurtz Holding GmbH & Co. Beteiligungs KG, Kreuzwertheim, Germany, and
- Member of the Supervisory Board of Schuler AG, Göppingen, Germany.

Mr. Thaus is not a member of any other statutory supervisory board or comparable monitoring body in Germany or abroad.

It is the belief of the Supervisory Board that Hans-Jürgen Thaus meets the requirements under § 100 (5) of the German Stock Corporation Act. He is independent as required under the law and possesses the necessary expertise both in accounting and in the auditing of financial statements.

The annual shareholders' meeting is not bound by the above nominations.

It is intended that those voting at the annual shareholders' meeting make their election decisions on an individual basis in keeping with Item 5.4.3 Sentence 1 of the German Corporate Governance Code.

7. Resolution on the authorisation to purchase and use treasury shares

Pursuant to § 71 (1) No. 8 of the German Stock Corporation Act (AktG), the company can be authorised to purchase its own shares (treasury shares). The authorisation to purchase treasury shares resolved by the annual shareholders' meeting on 16 June 2010 (agenda item 6) expires at the end of the day 15 June 2015, before the next annual shareholders' meeting. In order that the company can also act in this respect after the end of the day 15 June 2015, it is proposed that a new authorisation to purchase and use treasury shares be issued to the company.

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

- a) The company is authorised pursuant to § 71 (1) No. 8 of the German Stock Corporation Act (AktG) to buy treasury shares totalling up to 10% of the share capital at the time that this resolution goes into effect or – if smaller – at the time that this authorisation is exercised, in compliance with the provisions of the law and of the resolution.
- b) The authorisation can be exercised by the company, by its consolidated companies, or by a third party acting on its or their behalf, either in whole or in part, once or multiple times, in pursuit of one or multiple purposes.

The authorisation becomes effective upon resolution by the annual shareholders' meeting and applies until the end of the day 24 June 2019. The authorisation resolved by the annual shareholders' meeting on 16 June 2010 (agenda item 6) shall expire when this new authorisation takes effect.

The amount of treasury shares purchased under this authorisation, together with other treasury shares that the company has already acquired or still holds or shares that the company is deemed to hold pursuant to §§ 71d and 71e of the German Stock Corporation Act, shall at no time exceed 10% of the company's share capital. The authorisation shall not be used for the purpose of trading in the company's shares.

- c) The acquisition may be carried out, at the discretion of the Executive Board, (1) through a stock exchange, (2) through a public tender offer, or (3) through a public call for tenders.
 - (1) If the shares are purchased directly through a stock exchange, the consideration paid per share (excluding incidental costs) shall not exceed by more than 10% and not fall short of by more than 10% the opening price in the XETRA trading system (or any comparable successor system) on the Frankfurt Stock Exchange on the trading day. The relevant date shall be the day on which the purchase commitment is entered into.
 - (2) If the shares are purchased through a public tender offer or a public call for tenders, the tender price per share or the high and low ends of the price range per share (excluding incidental costs) shall not exceed by more than 10% and

not fall short of by more than 20% the opening price in the XETRA trading system (or any comparable successor system) on the Frankfurt Stock Exchange on the third trading day prior to the public announcement of the public tender offer or public call for tenders (the “relevant price”). If significant deviations from the relevant price occur after the publication of an announcement of a public tender offer or a public call for tenders, the offer or invitation to tender can be adjusted. In such a case, the basis of any adjustment shall be the corresponding price on the last trading day prior to the public announcement of any adjustment. The tender offer or call for tenders can stipulate additional conditions. If the tender offer is oversubscribed – or, in the case of a call for tenders, if there are several tenders of equal value and the total amount exceeds the total amount accepted – acceptance must be granted on a pro-rated basis. In order to avoid fractional shares, provision may be made for rounding and for preferential acceptance of small lots of up to 100 tendered shares per shareholder, with partial exclusion of any shareholder rights to tender their shares.

- d) The Executive Board is authorised to use shares of the company that are purchased under this authorisation for any lawful purpose, including any of the following:
- (1) The shares can be sold in return for contributions in kind, particularly as part of business combinations or the acquisition of companies, parts of companies, or interests in companies.
 - (2) The shares can be sold by means other than a stock exchange or a tender offer directed at all shareholders if the shares are sold in exchange for cash payment at a price not substantially below the stock exchange price of the company's shares at the time of the sale. In this case, the total portion of share capital accounted for by shares to which subscription rights are excluded, even the sum of multiple sales, shall not exceed a total of 10% of the share capital – either at the time that this authorisation enters into effect or at the time it is exercised. In calculating this limit, the portion of the share capital shall also be included that applies to shares issued during the term of this authorisation in direct or analogous application of § 186 (3) Sentence 4 of the German Stock Corporation Act under the exclusion of subscription rights. Moreover, the portion of the share capital that applies to shares issued to meet obligations arising from debt securities (bonds) shall also be included in calculating the 10% limit if the debt securities are issued during the term of this authorisation and under the exclusion of subscription rights pursuant to § 221 (4) Sentence 2 and § 186 (3) Sentence 4 of the German Stock Corporation Act.
 - (3) The shares can be cancelled without the cancellation or its execution requiring a further resolution by the annual shareholders' meeting.
 - (4) The shares can be used to service warrant or conversion rights or corresponding obligations from warrants or convertible bonds that have been or will be issued by the company or one of the group companies.

- (5) In the event of a tender offer directed at all shareholders or of a capital increase with subscription rights, the holders of warrants or convertible bonds of the company or a group company can be granted subscription rights to the company's shares in the amount to which they would be entitled following exercise of the options or conversion rights or following fulfilment of the corresponding obligations.
- e) The authorisations under d) above can be exercised once or multiple times, individually or jointly, in whole or in part.
- f) The shareholders' subscription rights on these treasury shares shall be excluded insofar as these shares are used as described under d) (1), (2), (4), or (5) above in accordance with the above authorisation.

Report by the Executive Board on the exclusion of subscription rights under agenda item 7

KRONES AG is again seeking authorisation under § 71 (1) No. 8 of the German Stock Corporation Act (AktG) to buy back shares for lawful purposes and to resell or cancel them.

Besides purchasing the shares over the stock market, the company should also be given the opportunity to buy its own shares through a public tender offer to the company's shareholders or through a public call for tenders. In the case of a public call for tenders, the addressees of the call can decide how many shares and, if a price range is included in the public call for tenders, at which price within this price range they would like to offer shares to the company. If a public tender offer is oversubscribed – or, in the case of a call for tenders, if there are several tenders of equal value and the total amount exceeds the total amount that can be accepted – acceptance must be granted on a pro-rated basis. However, it should be possible to give priority consideration to small offers or small parts of offers of up to 100 shares per shareholder. This option makes it possible to avoid having fractional amounts when quotas are set or small remainders of shares and therefore facilitates the technical aspects of the purchase.

Regarding the use of the acquired treasury shares, it should be possible to exclude the subscription rights of shareholders in all of the following cases:

The proposed resolution contains an authorisation for the Executive Board to sell treasury shares in return for contributions in kind at the exclusion of shareholder subscription rights. That enables the company to offer its own shares as consideration, particularly in connection with business combinations or the acquisition of companies, parts of companies, or interests in companies. In such transactions, consideration in the form of shares is often preferred. The proposed authorisation is designed to give the company the leeway it needs to exploit opportunities, in particular, to acquire companies, parts of companies, or interests in companies quickly and flexibly both within Germany and internationally. The proposed exclusion of shareholders' subscription rights takes account of this objective. When determining the valuation ratios, the Executive Board will ensure that the interests of the shareholders are adequately safeguarded. In measuring the value of the shares offered as consideration, the Executive

Board will take into account the market price of the company's stock. However, no schematic link to a market price is provided for in this context, in particular so that fluctuations in the market price do not jeopardise the results reached at negotiations. There are currently no concrete plans to make use of this authorisation.

Furthermore, the proposed authorisation allows the Executive Board to sell the acquired treasury shares by means other than through a stock exchange or a tender offer directed at all shareholders in exchange for cash payment in accordance with § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) provided that the price is not significantly lower than the market price of the company's shares at the time of sale. This requirement serves to protect shareholders from dilution. The final selling price of the treasury shares will be set just before the shares are sold. The Executive Board will keep any markdown on the quoted stock market price as low as possible, taking into account current market conditions. This authorisation enables the Executive Board to flexibly adjust the company's equity to the current business situation, react quickly to favourable stock market situations, and in particular, to issue shares to investors in a targeted manner while at the same time safeguarding shareholders' interests. In this case, the total portion of share capital accounted for by shares to which subscription rights are excluded, even the sum of multiple sales, shall not exceed a total of 10% of the share capital – either at the time that this authorisation enters into effect or at the time it is exercised. In calculating this limit, the portion of the share capital shall also be included that applies to shares issued during the term of this authorisation in direct or analogous application of § 186 (3) Sentence 4 of the German Stock Corporation Act under the exclusion of subscription rights. Moreover, the portion of the share capital that applies to shares issued to meet obligations arising from debt securities (bonds) shall also be included in calculating the 10% limit if the debt securities are issued during the term of this authorisation and under the exclusion of subscription rights pursuant to § 221 (4) Sentence 2 and § 186 (3) Sentence 4 of the German Stock Corporation Act. That ensures that shareholders' interests with respect to voting rights and their investment are safeguarded in keeping with the provisions under § 186 (3) Sentence 4 of the German Stock Corporation Act.

Finally, the Executive Board should be able to cancel the acquired treasury shares without requiring a new resolution by the annual shareholders' meeting. This option shall not entail any exclusion of shareholders' subscription rights.

Moreover, it should be possible to use the shares to service warrant or conversion rights or corresponding obligations from warrants or convertible bonds that have been or will be issued by the company or one of the group companies. Delivery of shares for servicing warrant or conversion rights or corresponding obligations from warrants or convertible bonds is typically ensured by way of contingent capital. However, in individual cases, it may make sense and be in the company's interest to refrain from issuing new shares from contingent capital and instead service these rights and obligations entirely or partially with existing treasury shares. The shareholders' subscription rights on these treasury shares should be excluded insofar as these shares are used in accordance with this authorisation.

Moreover, in the event of a tender offer directed at all shareholders or a capital increase with subscription rights, it should be possible to grant the holders of warrants or convertible bonds of the company or a group company subscription rights to the company's shares in the amount to which they would be entitled following exercise of the options or conversion rights or following fulfilment of the corresponding obligations. Warrants and convertible bonds are furnished with protection against dilution on a regular basis, which, in the event of a tender offer to purchase treasury shares of the company that is directed at all shareholders or a capital increase with subscription rights, puts the bondholders in such a position as if they were already company shareholders and therefore already had subscription rights to the shares that are being sold as part of the tender offer or issued under the capital increase. Without such protection from dilution, the bonds could only be placed under less favourable conditions or their holders would have to be given other compensation in the event of an offer directed at all shareholders or a capital increase with subscription rights, for instance in the form of a discount on the price of the warrant or convertible bond (which would be undesirable from the point of view of the company's financing interests). The option of giving bondholders treasury shares in these cases makes it possible for the company to ensure the desired protection against dilution without having to issue new shares for this purpose, for instance from authorised capital. The shareholders' subscription rights on these treasury shares should be excluded insofar as these shares are used in accordance with this authorisation.

The Executive Board will inform the annual shareholders' meeting of any transactions carried out under this authorisation.

8. Resolution to amend § 15 of the articles of association (Supervisory Board remuneration)

It is proposed that the provisions governing Supervisory Board remuneration be partially revised. The following amendments to § 15 (Remuneration) of the articles of association are proposed.

In particular, in order to further strengthen the Supervisory Board's independence, the existing provision for additional variable remuneration should be deleted without replacement. The extent of the workload and liability of members of the Supervisory Board generally does not develop in parallel to the company's commercial success or earnings. Rather, it is often the difficult times, in which the amount of the variable remuneration might decrease, that require especially intensive oversight and advising on the part of the members of the Supervisory Board.

§ 15 (Remuneration) of the articles of association of the company currently reads as follows:

“1.

Each member of the Supervisory Board shall receive a fixed remuneration of EUR 20,000.00 per annum in addition to the reimbursement of expenses, payable after the end of the financial year. Expenses shall be reimbursed either by payment of a

lump sum amount of EUR 1,000.00 for each meeting or, if the expenses exceed EUR 1,000.00, by payment on the basis of receipts showing the actual costs.

2.

In addition to the fixed remuneration, each member of the Supervisory Board receives a variable remuneration. The variable remuneration depends on the company's net income per share as reported in the annual financial statements prepared by the company in accordance with International Financial Reporting Standards (IASs/IFRSs).

Each member of the Supervisory Board receives EUR 2,000 for each EUR 0.30 by which total consolidated net income per share exceeds EUR 1.00.

The variable remuneration of each member of the Supervisory Board shall be limited to a maximum of EUR 14,000 per financial year.

The variable remuneration is payable upon ratification of the annual financial statements for the relevant financial year.

The variable remuneration shall not be paid if it results in the limits under § 113 (3) of the German Stock Corporation Act being exceeded.

3.

The remuneration described in paragraph 1 shall be tripled for the Chairman and multiplied by one and one half for the Deputy Chairman.

4.

The company shall reimburse each member of the Supervisory Board for the value-added tax (VAT) due on his or her salary. It shall provide the members of the Supervisory Board with insurance cover in the form of a civil liability insurance policy (D&O insurance) to cover the statutory liability arising from their activity as members of the Supervisory Board.

5.

Members of the Supervisory Board who belong to special committees within the Supervisory Board shall receive additional annual remuneration of EUR 7,000 and the flat-rate reimbursement for expenses in accordance with paragraph 1. Paragraph 3 shall not apply to this additional remuneration."

The Executive Board and Supervisory Board propose that § 15 (Remuneration) paragraph 2 be deleted without replacement and the remaining paragraphs of § 15 of the articles of association be revised as follows:

"1.

Each member of the Supervisory Board shall receive a fixed remuneration of EUR 35,000.00 per annum in addition to the reimbursement of expenses, payable after the end of the financial year. The Chairman of the Supervisory Board shall receive two and one-half times and the Deputy Chairman of the Supervisory Board shall receive one and one-half times the fixed remuneration cited above.

2.

Expenses shall be reimbursed either by payment of a lump sum amount of EUR 1,500.00 for each meeting or, if the expenses exceed EUR 1,500.00, by payment on the basis of receipts showing the actual costs.

3.

The company shall reimburse each member of the Supervisory Board for the value-added tax (VAT) due on his or her salary. It shall provide the members of the Supervisory Board with insurance cover in the form of a civil liability insurance policy (D&O insurance) to cover the statutory liability arising from their activity as members of the Supervisory Board.

4.

Members of the Supervisory Board who belong to special committees within the Supervisory Board shall receive additional annual remuneration of EUR 7,000 and the flat-rate reimbursement for expenses in accordance with Paragraph 2. Paragraph 1 Sentence 2 shall not apply to this additional remuneration.”

9. Resolution on the selection of the independent auditor for the annual financial statements and the consolidated financial statements for the financial year 2014

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG Bayerische Treuhandgesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Munich, Regensburg branch office be selected as the independent auditor for the annual financial statements and the consolidated financial statements for the financial year 2014.

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 institution 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 4 June 2014 (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 18 June 2014 (midnight 24:00 CEST) at the following address:

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

or

Fax: +49 9628 9299-871

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 afterward, 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 (Investor Relations – Annual Shareholder Meeting). It can also be requested from the company by mail, fax, or e-mail as follows:

KRONES Aktiengesellschaft
Investor Relations
Böhmerwaldstrasse 5
93073 Neutraubling , Germany

or

Fax: +49 9401 70-3786

or

E-mail: hv2014@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 (Investor Relations – Annual Shareholder Meeting). They can also be requested from the company by mail, fax, or e-mail as follows:

KRONES Aktiengesellschaft
Investor Relations
Böhmerwaldstrasse 5
93073 Neutraubling, Germany

or

Fax: +49 9401 70-37 86

or

E-mail: hv2014@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 (Investor Relations – Annual Shareholder 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 25 May 2014) at the following address:

KRONES Aktiengesellschaft
The Executive Board (Vorstand)
Böhmerwaldstrasse 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 (Investor Relations – Annual Shareholder 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 e-mail address:

KRONES Aktiengesellschaft
Investor Relations
Böhmerwaldstrasse 5
93073 Neutraubling, Germany

or

Fax: +49 9401 70-3786

or

E-mail: hv2014@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 10 June 2014 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 (Investor Relations – Annual Shareholder 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

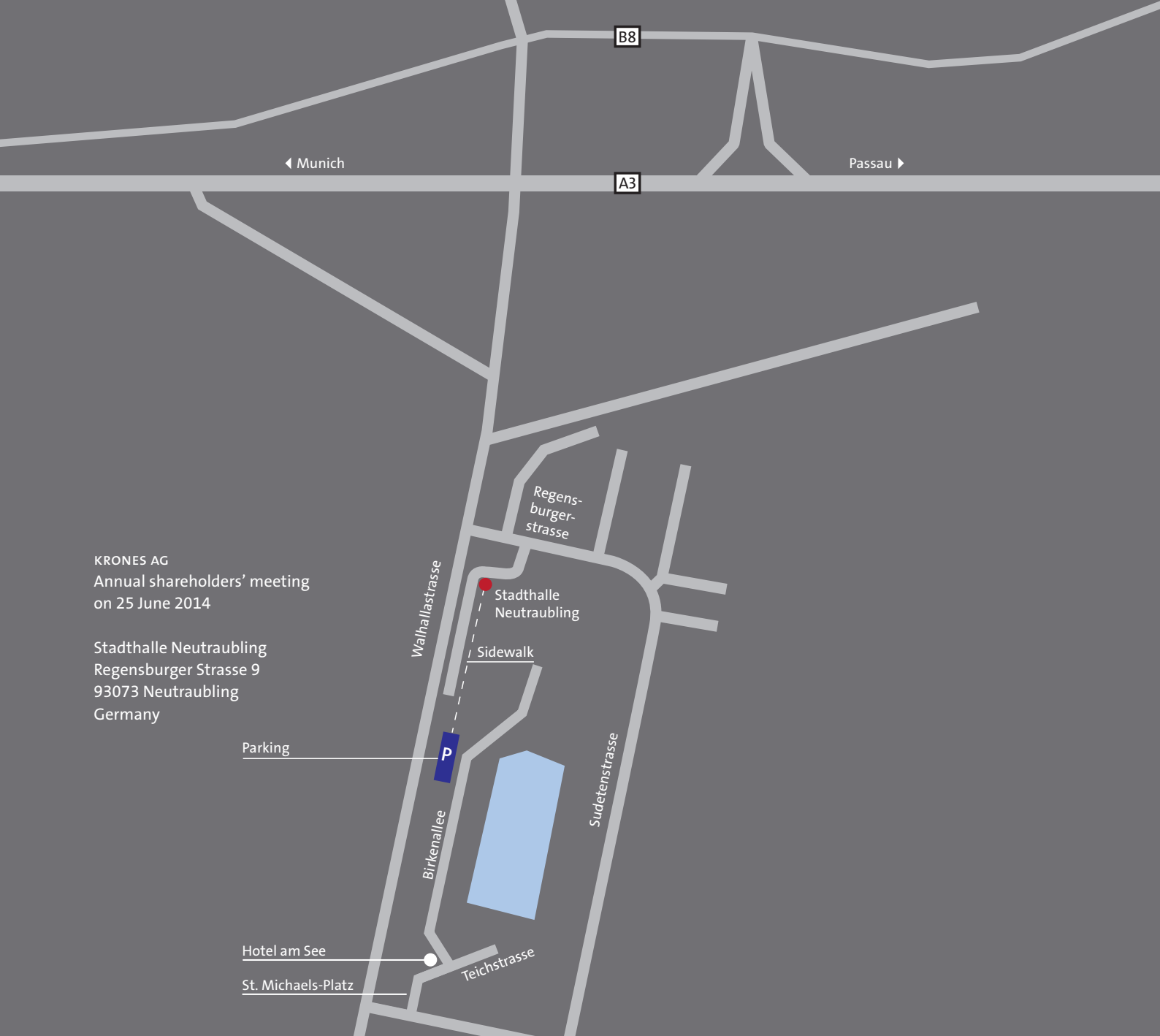
The following information is available on the company's website at www.krones.com in the Annual Shareholder Meeting section under the Investor Relations link:

- 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 2013, 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 2014

KRONES Aktiengesellschaft

The Executive Board



KRONES AG
Annual shareholders' meeting
on 25 June 2014

Stadthalle Neutraubling
Regensburger Strasse 9
93073 Neutraubling
Germany

Parking

Hotel am See

St. Michaels-Platz

KRONES AG
Corporate Communications
Böhmerwaldstrasse 5
93073 Neutraubling
Germany

Phone + 49 9401 70-1744
Fax + 49 9401 70-3786
E-Mail hv2014@krones.com
Internet www.krones.com

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.