

Krones Aktiengesellschaft, Neutraubling

Annual general meeting (Virtual AGM) of KRONES AG  
on Tuesday, 31 May 2022, 2:00 pm,  
at the business premises of KRONES AG,  
Böhmerwaldstrasse 5, 93073 Neutraubling,  
Germany.

Explanatory notes on **shareholders' rights**  
pursuant to Section 121 (3) Sentence 3 of the  
German Stock Corporation Act (AktG)



## Explanatory notes on **shareholders' rights** pursuant to Section 121 (3) Sentence 3 of the German Stock Corporation Act (AktG)

The notice convening the Annual General Meeting already contains information referred to in Section 121 (3) sentence 3 No. 3 of the German Stock Corporation Act (AktG) concerning the shareholders' rights pursuant to Section 122 (2), Section 126 (1) and Section 127 AktG and concerning 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 of 27 March 2020 to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Proceedings Law, Federal Gazette 2020 I No. 14, p. 569 et seq., as last amended by Article 16 of the German Act on Establishing a Special Flood Relief Fund entitled "Reconstruction Aid 2021" and Temporarily Suspending the Obligation to File for Insolvency due to Heavy Rains and Flooding in July 2021 and Amending other Laws (Reconstruction Aid Act 2021 – AufbhG 2021) of 10 September 2021, Federal Gazette 2021 I No. 63, pages 4147 et seq.; hereinafter "**COVID-19 Act**"). The following information serves to further explain these provisions.

### 1. Requests for additional agenda items pursuant to Section 122 (2) AktG

Under Section 122 (2) AktG, shareholders whose combined holdings amount to one-twentieth of the share capital or a share of at least EUR 500,000.00 may request that items be placed on the agenda of the Annual General Meeting and published.

The applicants must demonstrate that they have been the holders of the shares for at least 90 days before receipt of the request and that they hold the shares until the Executive Board decides on the request, the period of shareholding to be calculated on the basis of Section 70 AktG. The day of receipt of the request is

not counted. Antedating or postdating from a Sunday, a Saturday or a public holiday to a preceding or following working day is not permitted. 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 Kronen Aktiengesellschaft (hereinafter: Kronen AG).

Requests for additional agenda items must be received by the Company at least 30 days prior to the AGM, not counting the day of receipt and the day of the AGM. The last possible date of receipt is Saturday, 30 April 2022, 24:00 hours (CEST). Requests for additions received later will be disregarded.

Please send such requests to the following address:

Krones Aktiengesellschaft  
Executive Board (Vorstand)  
Böhmerwaldstrasse 5  
93073 Neutraubling, Germany

If they are not already included in this Notice, new agenda items that are required to be published by notice will, without delay upon receipt, be published in the German Federal Gazette (Bundesanzeiger) and submitted to media for publication that may be presumed to disseminate the information throughout the European Union. They will also be made accessible to shareholders on the Company's website at [www.krones.com/hauptversammlung2022](http://www.krones.com/hauptversammlung2022) and communicated to entitled parties in accordance with Section 125 (1) sentence 3 AktG.





Admissible motions duly submitted as requests for additional agenda items will be treated in the Virtual AGM as if submitted again in the meeting itself, provided that the submitting shareholder has duly registered for the Virtual AGM and duly provided evidence of shareholding.

The entitled parties referred to in Section 125 (1) to (3) AktG are as follows:

1. Section 125 (1) AktG: Intermediaries holding shares in the Company in custody (No. 1), shareholders and intermediaries who have requested the notification (No. 2) and shareholder associations that have requested the notification or exercised voting rights on behalf of shareholders at the last General Meeting (No. 3);
2. Section 125 (3) AktG: Supervisory Board members requesting the notification.

If the request pursuant to Section 122 (2) AktG is not complied with, the court may authorise the shareholders who made the request and have filed an application with the court for the item of business to be published by notice. 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:

**Section 122 AktG – Convocation 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 applicants must demonstrate that they have been holders of the shares since at least 90 days before receipt of the request and that they continue to hold the shares until the management board decides on the application. Section 121 (7) applies 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. Reference must be made to the authorisation in the convocation or notice. The decision is appealable. 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, a securities intermediary, or an enterprise operating under Section 53 (1) sentence 1 or Section 53b*



*(1) sentence 1 or (7) of the Banking Act (KWG) shall be deemed equivalent to ownership. The period of ownership of a predecessor in title is attributed to the shareholder if the shareholder acquired the share free of charge, from the shareholder's trustee, as universal successor, in the dissolution of a community or in a portfolio transfer under Section 13 of the Insurance Supervision Act or Section 14 of the Building and Loan Associations Act.*

## **2. Countermotions and election nominations, Sections 126 (1) and 127 AktG in conjunction with Section 1 (2) sentence 3 of the COVID-19 Act**

In addition, each shareholder has the right under Section 126 (1) AktG to submit countermotions to proposals by the Executive Board and/or Supervisory Board on specific items on the agenda and under Section 127 AktG to submit nominations for the election of Supervisory Board members other than those nominated by the Supervisory Board or of an auditor other than that proposed by the Supervisory Board, in so far as such elections are provided for on the agenda.

Nominations for election do not need to be accompanied by reasons. Countermotions to proposals by the Executive Board or Supervisory Board on a specific item of the agenda in accordance with Section 126 (1) AktG and nominations for election in accordance with Section 127 AktG must be sent solely to one of the following contact options:

Krones Aktiengesellschaft  
Investor Relations  
Böhmerwaldstrasse 5  
93073 Neutraubling, Germany

or by fax to: +49 9401 70-2762

or by e-mail to: [hauptversammlung@krones.com](mailto:hauptversammlung@krones.com)

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

Countermotions or election nominations which are received from shareholders on time, meaning by midnight 24.00 hours (CEST) on Monday, 16 May 2022, at one of the above contact options and which are to be made accessible will, without delay following receipt, be made accessible to the entitled parties referred to in Section 125 (1) to (3) AktG, including the name of the shareholder and any reasons and, if applicable, supplemented with the content required by Section 127 sentence 4 AktG, on the Company's website at [www.krones.com/hauptversammlung2022](http://www.krones.com/hauptversammlung2022). The day of receipt and the day of the AGM do not count towards the 14-day period. Any position taken by management will likewise be published on the above website.

Under the conditions specified in Section 126 (2) AktG (in conjunction with Section 127 sentence 1 AktG) (see the wording of the provisions reprinted below), the Company may refrain from publishing a countermotion and its reasons or an election nomination and any reasons. For example, reasons need not be made accessible if they exceed 5,000 characters in total.

In addition to the reasons given in Section 126 (2) AktG, the Executive Board also does not have to make accessible election nominations for Supervisory Board members or auditors if the nominations do not state the name, occupation and place of residence (or in the case of auditing firms the company name and registered office) (Section 127 sentence 3 and 124 (3) sentence 4 AktG). Election nominations for Supervisory Board members also do not have to be made accessible if they are not accompanied by information about the nominated individual's memberships in other statutory supervisory boards within the meaning of Section 125 (1) sentence 5 AktG; information should be added about memberships in comparable domestic and foreign supervisory bodies of commercial enterprises (Section 125 (1) sentence 5, clause 2 AktG).





Pursuant to Section 126 (3) AktG, the Executive Board may combine countermotions and any reasons if multiple shareholders submit countermotions on the same item of business for resolution. The same applies to election nominations and any reasons given.

No countermotions or election nominations may be submitted during the Virtual AGM. Shareholder motions or election nominations to be made accessible pursuant to Section 126 or 127 AktG will be considered in accordance with Section 1 (2) sentence 3 of the COVID-19 Act to have been submitted in the Virtual AGM, provided that the shareholder submitting the motion or election nomination has duly registered for the Virtual AGM and duly provided evidence of shareholding.

These shareholder rights are based on the following provisions of the German Stock Corporation Act:

**Section 126 AktG: Shareholder motions**

*(1) Shareholder motions, including the name of the shareholder, the reasons and any statement by management, must be made accessible to the entitled parties referred to in Section 125 (1) to (3) under the conditions there specified if the shareholder has sent a countermotion to a proposal by the management board and supervisory board on a specific agenda item, together with reasons, to the address stated for this purpose in the convocation notice at least 14 days before the company's meeting. The day of receipt is not counted. In the case of listed companies, they must be made accessible on the company's website. Section 125 (3) applies analogously.*

*(2) A countermotion and its reasons do not need to be made accessible,*

- 1. in so far as by making them accessible the management board would render itself liable to criminal prosecution,*

- 2. if the countermotion would lead to a resolution of the general meeting that would be contrary to the law or the articles of association,*
- 3. if the reasons contain manifestly false or misleading information in essential points or contain insults,*
- 4. if a countermotion from the shareholder based on the same item of business has already been made accessible pursuant to Section 125 for a general meeting of the company,*
- 5. if the same countermotion from the shareholder, citing essentially the same reasons, has been made accessible pursuant to Section 125 for at least two general meetings of the company in the last five years and less than one-twentieth of the share capital represented voted for it,*
- 6. if the shareholder indicates that the shareholder will neither attend nor be represented at the general meeting, or*
- 7. if in two general meetings in the last two years the shareholder has not submitted or had submitted a countermotion of which the shareholder has given notice.*

*Reasons need not be made accessible if they exceed 5,000 characters in total.*

*(3) If multiple shareholders submit countermotions on the same item of business for resolution, the management board may combine the countermotions and their reasons.*

**Section 127 AktG: Shareholders' election nominations**

*Section 126 applies analogously for a shareholder's nomination for the election of supervisory board members or auditors. The election nomination does not need to be accompanied by reasons. The management board does not need to publish the election nomination, including if it does not contain the information under Section 124 (3) sentence 4 and Section 125 (1) sentence 5. The management board*



*must send a shareholder's nomination for the election of supervisory board members of listed companies to which the Codetermination Act, the Coal and Steel Codetermination Act or the Supplementary Codetermination Act applies, with the following content:*

- 1. reference to the requirements of Section 96 (2),*
- 2. whether joint compliance in accordance with Section 96 (2) sentence 3 has been objected to 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, a nomination for the election of supervisory board members must be accompanied by information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of commercial enterprises should be added.*

Section 1 (2) sentence 3 of the COVID-19 Act is reproduced below under heading 4.

### **3. Shareholders' right 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 duly registered for the Virtual AGM and duly provided evidence of shareholding have the right to ask questions by means of electronic communication (Section 1 (2) sentence 1 No. 3 and sentence 2 of the COVID-19 Act).

On the basis of Section 1 (2) sentence 1 no. 3, sentence 2, clause 2 of the COVID-19 Act, the Executive Board, with the consent of the Company's Supervisory Board, has decided for organisational reasons that questions must be submitted no later than midnight (24:00 hours CEST) on 29 May 2022 using the form previously provided for this purpose at the Internet address [www.krones.com/hauptversammlung2022](http://www.krones.com/hauptversammlung2022). Questions submitted by other means or later will be disregarded. The Executive Board will decide how it answers questions at its due and free discretion. Questions on information provided by the Executive Board will not be permitted.

Moreover, shareholders and their proxies 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 No. 3 and sentence 2 of the COVID-19 Act are reproduced below under heading 4.





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

In derogation from Section 245 (1) AktG, shareholders who have duly registered for the Virtual AGM and duly provided evidence of shareholding, and their proxies, may, from the beginning to the end of the Virtual AGM, provided that they exercise or have exercised their voting rights, raise objections to AGM resolutions for entry in the record using the Company's online service at the Internet address [www.krones.com/hauptversammlung2022](http://www.krones.com/hauptversammlung2022), without being required to attend the AGM. For this purpose, the Company's online service provides a button, "Challenge Resolutions of the Annual General Meeting" (*Widerspruch zu Beschlüssen der Hauptversammlung*). No other form of communicating objections is permitted.

These options for shareholders are based on the following provisions of the COVID-19 Act:

*Section 1 (2) of the COVID-19 Act: stock corporations; limited partnerships limited by shares; European companies (SEs); mutual insurance companies (excerpt):*

*(2) The management board may decide that the meeting is held as a virtual shareholders' meeting without the physical presence of the shareholders or their proxies, provided that*

- 1. a video and audio transmission is provided of the entire meeting,*
- 2. it is possible for shareholders to exercise their voting rights and grant proxy by electronic communication (absentee vote or electronic participation),*
- 3. shareholders are granted a right to ask questions by electronic communication,*
- 4. shareholders who have exercised their voting right in accordance with number 2, in derogation from Section 245 (1) AktG, are granted a means of objecting to resolutions of the general meeting without being required to attend the general meeting.*

*The management board decides how it answers the questions at its due and free discretion; it can also stipulate that questions are to be submitted by means of electronic communication no later than one day before the meeting. Shareholders' motions or election nominations that are to be made accessible under Section 126 or Section 127 AktG are deemed to have been made in the meeting if the shareholder bringing the motion or submitting the election nomination is duly legitimated and registered for the general meeting.*