

Krones Aktiengesellschaft, Neutraubling
Annual general meeting of Krones AG
on Tuesday, 23 May 2023, 2:00 pm,
in the Stadthalle Neutraubling, Regensburger Strasse 9,
93073 Neutraubling, Germany

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

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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 number 3 of the German Stock Corporation Act (AktG) concerning the shareholders' rights pursuant to Sections 122 (2), 126 (1), 127, and 131 (1) AktG. The following information serves to further explain these provisions.

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

Pursuant to Section 122 (2) AktG, shareholders whose combined holdings amount to one-twentieth of the share capital or a share of at least €500,000.00 may request that items of business be placed on the agenda of the annual general meeting and published by notice.

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. It is not permitted for Sections 187 to 193 of the German Civil Code (BGB) to be applied analogously.

Each new item of business must be accompanied by reasons or a proposal for a resolution.

The request must be addressed in writing to the Executive Board of Krones Aktiengesellschaft (Krones AG).

Requests for additional agenda items must be received by the Company at least 30 days prior to the annual general meeting, not counting the day of receipt and the day of the annual general meeting. The last possible date of receipt is Friday, 22 April 2023, 24:00 hours (CEST). No consideration will be given to requests for additions received later.

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/annual-general-meeting2023 and communicated to entitled parties in accordance with Section 125 (1) sentence 3 AktG.



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);



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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 to publish the item of business. If the court finds for the applicant, 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 – Convocation at the request of a minority

(1) The general meeting is to be convened if shareholders whose shares together amount to one-twentieth of the share capital request, in writing, stating the purpose and reasons, that it be convened; the request is to be addressed to the management board. The articles of association may tie the right to request convocation of the general meeting to a different form and to possession of a smaller portion of the share capital. The applicants must demonstrate that they have been holders of the shares for 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 like manner, shareholders whose shares together amount to one twentieth of the share capital, or a share of 500,000 euros, may request that items of business be put on agenda and be published by notice. Each request for a new agenda item must be accompanied by an explanation or a formal resolution proposal. The request within the meaning of sentence 1 must be received by the company at least 24 days and in the case of listed companies at least 30 days before the meeting, not counting the day of receipt.

(3) If the request is not complied with, the court may authorise the shareholders who made the request to convene the general meeting or to publish by notice the item of business. Concurrently, the court may designate the chairperson of the general meeting. Reference must be made to the authorisation in the convocation or notice. The decision is appealable. The applicants must demonstrate that they continue to hold the shares until the court has rendered its decision.

(4) The company bears the costs of the general meeting and, in the case referred to in sub-section 3, also the court costs if the court has granted the application.

Section 121 (7) AktG: General (excerpt)

(7) In the case of periods and dates counted back from the meeting, the day of the meeting 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. It is not permitted for Sections 187 to 193 of the German Civil Code (BGB) to be applied analogously. In the case of unlisted companies, the articles of association may specify a different manner of calculating the period.

Section 70 AktG: Calculation of the shareholding period

If the exercise of rights arising from a share depends upon the shareholder having been the holder of the share for a certain period, a claim for transfer of ownership against a credit institution, financial services institution, securities intermediary or an undertaking operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the Banking Act is 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.



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2. Countermotions and election nominations, Sections 126 (1) and 127 AktG

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

No consideration will be given to motions and nominations for election that are addressed differently.

Countermotions or election nominations which are received from shareholders on time, meaning by midnight 24.00 hours (CEST) on Monday, 8 May 2021, 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/annual-general-meeting2023. The day of receipt and the day of the annual general meeting do not count towards the 14-day period. Management's comments, if any, 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.

We would like to point out that counter-motions and election nominations will only be given consideration at the annual general meeting if they are made or submitted at the annual general meeting itself – even if they have been sent to the company in time before the meeting. The above does not affect the right of





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every shareholder to submit countermotions to the various agenda items during the annual general meeting without having transmitted them to the company beforehand. This right is based on Section 124 (4) sentence 2 AktG. Under this provision, no such publication is required for the adoption of resolutions on motions made in respect of items on the agenda.

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

Section 126 AktG: Shareholder motions (excerpt)

(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 – Nominations by shareholders

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*



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3. *how many of the seats on the supervisory board are filled by women and men respectively in order to comply with the minimum proportion requirement under section 96 (2) sentence 1.*

Section 124 (3) sentence 4 AktG: Publication by notice of requests for additions; proposals for resolution (excerpt)

A nomination for the election of supervisory board members or auditors must state their name, occupation and place of residence.

Section 125 (1) sentence 5 AktG: Notices for shareholders and supervisory board members (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.

3. Shareholders' right to information under Section 131 AktG

Pursuant to Section 131 AktG, every shareholder present at the annual general 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 and provided no right of non-disclosure applies. 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. Such requests for information during the annual general meeting are to be made orally.

The information must comply with the principles of conscientious and accurate accounting. The chair of the general meeting can set reasonable time limits for shareholders' questions and comments (Article 19 (3) of the articles of associa-

tion) to the extent permissible by law. In particular, at the start of the general meeting or during the course of it, the chair may set appropriate time limits on shareholders' right to speak and ask questions for the entire duration of the general meeting, for individual agenda items, and/or for individual questions or speeches.

The Executive Board may refuse to provide information on the grounds stipulated under Section 131 (3) sentence 1 AktG. (See also the excerpt of the law included below.) The provision of information may not be refused for any other reasons.

If information has been provided outside a general meeting to a shareholder by reason of his or her status as a shareholder, such information shall upon request be provided to any other shareholders at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In this case, the Executive Board may not refuse to provide such information on the grounds stipulated under Section 131 (3) sentence 1 numbers 1 to 4 AktG.

A shareholder who is denied information may demand that the request for information and the reason for the denial of the information be recorded in the minutes of the general meeting.

In order to facilitate proper response, we request that shareholders and their authorised representatives wanting to pose questions at the annual general meeting send their questions to the following address as early as possible before the meeting:

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



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Submitting questions in advance is not a formal requirement. Shareholders' rights to information are unaffected by this request.

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

Section 131 AktG – Right of shareholders to information

(1) Every shareholder present at the annual general meeting shall, upon request, be provided with information from the executive board regarding the company's affairs to the extent that such information is necessary to permit a proper evaluation of the agenda item. The duty to provide information shall also extend to the company's legal and business relations with affiliated companies. If the company makes use of the simplified procedure pursuant to Section 266 (1) sentence 3, Section 276, or Section 288 of the German Commercial Code (HGB), every shareholder may request that the annual financial statements be presented at the general meeting relating to the annual financial statements in the form which would have been used if such provisions on simplified procedure were not applied. A parent company's (Section 290 (1) and (2) HGB) executive board's duty to provide information in the general meeting in which the consolidated financial statements and the consolidated management report are presented shall also extend to the position of the group and the companies included in the consolidated financial statements.

[...]

(2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association and rules of procedure pursuant to Section 129 may authorise the chair of the meeting to place time limits on shareholder questions and comments as appropriate and to lay down additional rules in this regard.

(3) The executive board may refuse to provide information

- 1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated company;*
- 2. to the extent that such information relates to tax valuations or the amount of certain taxes;*
- 3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the general meeting is to approve the annual financial statements;*
- 4. with regard to the accounting policies if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position, and profitability within the meaning of Section 264 (2) of the German Commercial Code (HGB); the foregoing shall not apply if the general meeting is to approve the annual financial statements;*
- 5. in so far as by making them accessible the management board would render itself liable to criminal prosecution,*
- 6. if, in the case of a bank or financial services institution, information about the accounting policies used or calculations made in the annual financial statements, the management report, the consolidated financial statements, or the group management report need not be given;*
- 7. if the information is continuously available on the company's internet page seven or more days prior to the start of the general meeting as well as during the meeting*

The provision of information may not be refused for any other reasons.



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(4) If information has been provided outside a general meeting to a shareholder by reason of his or her status as a shareholder, such information shall upon request be provided to any other shareholders at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In the event of a virtual annual general meeting, it must be ensured that every shareholder who joins the meeting electronically is able to transmit requests under sentence 1 electronically. The executive board may not refuse to provide such information on the grounds of Section (3) sentence 1 numbers 1 to 4. Sentences 1 and 3 shall not apply if a subsidiary (Section 290 (1), (2) HGB), a joint venture (Section 310 (1) HGB) or an affiliated company (Section 311 (1) HGB) provides the information to a parent company (Section 290 (1), (2) HGB) for the purpose of inclusion in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) A shareholder who is denied information may demand that the request for information and the reason for the denial of the information be recorded in the minutes of the general meeting. In the event of a virtual annual general meeting, it must be ensured that every shareholder who joins the meeting electronically is able to transmit requests under sentence 1 electronically.

Section 19 (2) and (3) of the articles of association of Kronos AG – Chairing the annual general meeting (excerpt)

(2) The chair of the meeting shall in particular decide on the order in which the items on the agenda will be dealt with and the method and order of the votes.

(3) The chair of the meeting shall be authorised to limit the rights of the shareholders to ask questions and speak to the meeting to reasonable time periods. In particular, at the start of the general meeting or during the course of it, the chair is authorised to set appropriate time limits on shareholders' right to speak and ask questions for the entire duration of the general meeting, for individual agenda items, and/or for individual questions or speeches.