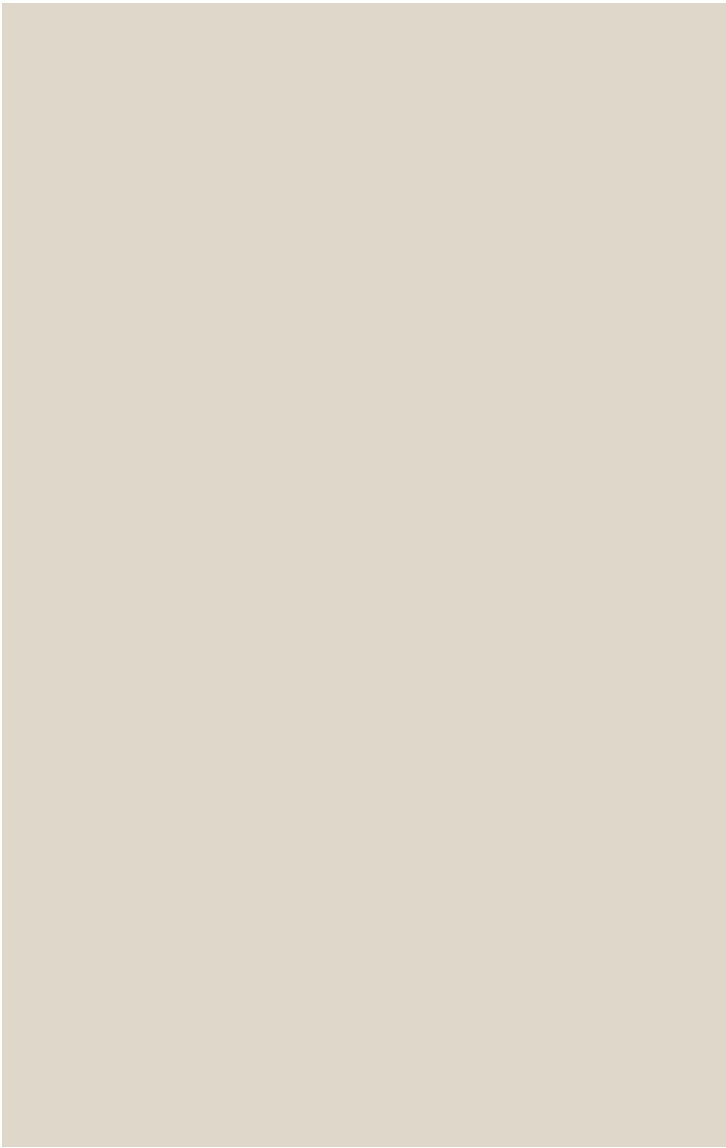


INVITATION
TO THE ANNUAL
GENERAL MEETING

OF KION GROUP AG
ON 12 MAY 2016



KION GROUP AG WIESBADEN

Dear Shareholders,

You are cordially invited to attend the

Annual General Meeting

of KION GROUP AG

to be held on

10:00 on Thursday, 12 May 2016 (CEST)

at

Gesellschaftshaus Palmengarten,

Palmengartenstrasse 11,

60325 Frankfurt am Main.

Information on the shares

ISIN: DE000KGX8881

German securities identification code: KGX888

AGENDA

- 1. Presentation of the adopted annual financial statements and the management report for KION GROUP AG as well as the approved consolidated financial statements, the Group management report, the explanatory report forming part of the management reports on the information required pursuant to sections 289(4), 315(4) German Commercial Code and the report of the Supervisory Board for the 2015 financial year**

The said documents have been published on the internet at www.kiongroup.com/agm. They will also be available at the annual general meeting and will be explained in greater detail by the Executive Board and – as regards the report by the Supervisory Board – by the chairman of the Supervisory Board.

The Supervisory Board has approved the annual financial statements and the consolidated annual financial statements prepared by the Executive Board. This means that the annual financial statements have been adopted pursuant to section 172, sentence 1, phrase 1 German Stock Corporation Act. In accordance with the statutory provisions, no resolution is therefore necessary on this agenda item.

2. Resolution on the appropriation of the balance sheet profit for the 2015 financial year

The Executive Board and the Supervisory Board propose that the balance sheet profit for the 2015 financial year in the amount of EUR 76,100,000.00 be appropriated as follows:

Payment of a dividend of EUR 0.77 per no-par value share carrying dividend rights	EUR 76,029,761.50
Transfer to revenue reserves	EUR 0.00
Profit carried forward	EUR 70,238.50
Balance sheet profit	EUR 76,100,000.00

The proposal regarding the appropriation of the profit is based on the no-par value shares carrying dividend rights for the completed 2015 financial year on the date on which the annual financial statements were prepared by the Executive Board. Should the number of these no-par value shares carrying dividend rights change before the annual general meeting, a suitably amended resolution proposal which contains an unchanged dividend of EUR 0.77 per no-par value share carrying dividend rights for the completed 2015 financial year will be put to the vote at the annual general meeting. In such a case, the amount attributable to no-par value shares not carrying dividend rights will be carried forward.

3. Resolution on the ratification of the actions of the Executive Board of KION GROUP AG for the 2015 financial year

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board of KION GROUP AG in office in the 2015 financial year be ratified for this period.

4. Resolution on the ratification of the actions of the Supervisory Board of KION GROUP AG for the 2015 financial year

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board of KION GROUP AG in office in the 2015 financial year be ratified for this period.

5. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the 2016 financial year as well as the auditor for the review of the half-yearly financial statements

The Supervisory Board proposes, based on a corresponding recommendation of its Audit Committee, that Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor of the annual financial statements and as auditor of the consolidated financial statements for the 2016 financial year as well as auditor for the review of the abridged financial statements and the interim management

report for the Group for the first six months of the 2016 financial year.

6. Election of a Supervisory Board member

Mr. Johannes Huth left the Supervisory Board of KION GROUP AG on 31 July 2015. In a decision of 24 July 2015 Wiesbaden Local Court appointed Mr. Wolfgang Faden as a shareholder representative to the Supervisory Board of KION GROUP AG for the period 1 August 2015 until the next general meeting of KION GROUP AG. The general meeting must now elect a Supervisory Board member to succeed Mr. Faden.

In accordance with section 96(1), section 101(1) German Stock Corporation Act, section 7(1), sentence 1, no. 2, sentence 2 German Act on Employee Co-Determination and article 9(1) of the articles of association of KION GROUP AG, the Supervisory Board is made up of eight shareholder representatives and eight employee representatives. According to section 96(2), sentence 1 German Stock Corporation Act, the Supervisory Board is also made up of at least 30 per cent women and at least 30 per cent men. The minimum proportion of 30 per cent women and 30 per cent men is to be fulfilled by the Supervisory Board overall pursuant to section 96(2), sentence 2 German Stock Corporation Act (so-called overall fulfilment) unless the shareholder or employee representatives object to the overall fulfilment pursuant to section 96(2), sentence 3 German Stock Corporation Act on the basis of a resolution adopted by a majority. The Supervisory Board of KION GROUP AG must, due to the overall fulfilment provided for

by law, currently be filled with a total of at least five women and at least five men in order to fulfil the required minimum proportion pursuant to section 96(2), sentence 1 German Stock Corporation Act. Even if – due to neither side of the Supervisory Board objecting – the minimum proportion of 30 per cent women and 30 per cent men is to be fulfilled by the Supervisory Board overall, the shareholder and the employee representatives agree that, in respect of future decisions on the composition of the Supervisory Board, the required minimum proportion pursuant to section 96(2), sentence 1 German Stock Corporation Act shall be fulfilled by both sides of the Supervisory Board (shareholder representatives and employee representatives), also where each side is considered on its own.

When electing shareholder representatives, the general meeting is not bound to candidate nominations.

The Supervisory Board – based on a corresponding proposal by the nomination committee of the Supervisory Board and taking into account the targets resolved by the Supervisory Board for its composition – proposes that the following resolution be adopted:

Dr.-Ing. Dipl.-Wirt. Ing. Christina Reuter, M.Sc., resident in Aachen, chief engineer and department head at the Laboratory for Machine Tools and Production Engineering (WZL) of RWTH Aachen, part of a supra-regional centre of excellence for “Industrie 4.0” at RWTH Aachen, and trainer at the Lean Enterprise Institute in Aachen, is elected to the Supervisory Board for the period until the end of the general meeting

that resolves on the ratification of the actions of the Supervisory Board for the 2016 financial year.

Information pursuant to section 125(1), sentence 5 German Stock Corporation Act and pursuant to section 5.4.1(5) to (7) of the German Corporate Governance Code

Memberships in supervisory boards required by law and comparable supervisory bodies:

Dr.-Ing. Christina Reuter is not a member of supervisory boards required by law or of comparable supervisory bodies.

According to the Supervisory Board's assessment, there are no personal or business relationships between Dr.-Ing. Christina Reuter and the Company, the bodies of KION GROUP AG or the shareholders with a significant stake in KION GROUP AG, the disclosure of which relationships is recommended by section 5.4.1(5) of the German Corporate Governance Code.

Additional information on the candidate has been published on the internet at www.kiongroup.com/agm.

7. Resolution on the renewal of the authorization to acquire and use own shares pursuant to section 71(1), no. 8 German Stock Corporation Act, including the authorization to exclude rights to sell and to acquire shares

The authorization to acquire and use own shares pursuant to section 71(1), no. 8 German Stock Corporation Act, that was granted to the Executive Board by resolution of the extraordinary general meeting of 13 June 2013 under agenda item 3, is limited until the expiry of 12 June 2016.

In order to be able to acquire own shares in the future as well, the authorization of the Executive Board to acquire own shares shall be renewed, cancelling the currently existing authorization pursuant to section 71(1), no. 8 German Stock Corporation Act.

The Executive Board and the Supervisory Board propose the adoption of the following resolutions:

- a) Cancellation of the existing authorization to acquire and use own shares pursuant to section 71(1), no. 8 German Stock Corporation Act

The authorization to acquire and use own shares pursuant to section 71(1), no. 8 German Stock Corporation Act that was resolved by the extraordinary general meeting of 13 June 2013 under agenda item 3, is cancelled.

- b) Authorization to acquire and use own shares pursuant to section 71(1), no. 8 German Stock Corporation Act, including the authorization to exclude rights to sell and to acquire shares
 - aa) The Company is authorized to acquire own shares on or before 11 May 2021 for any permissible purpose up to a total of 10% of the share capital of KION GROUP AG at the time of the adoption of the resolution or – if this value is lower – at the time at which the authorization is exercised. However, the shares acquired on the basis of this authorization, combined with other shares in the Company which the Company has already acquired and still possesses or which are attributable to it pursuant to sections 71a et seqq German Stock Corporation Act, may not at any time be attributable to more than 10% of the respective share capital. The authorization may not be used for the purpose of trading in own shares.
 - bb) The authorization may be exercised by KION GROUP AG in whole or in partial amounts, once or repeatedly, in pursuit of one or more purposes, but also be carried out by companies that are dependent on KION GROUP AG or in which KION GROUP AG holds a majority of the shares, or on its or their account.

- cc) In each individual case, the acquisition will be performed, at the Executive Board's option (i) over the stock exchange or (ii) by way of a public purchase offer. Offers pursuant to (ii) above may also be made by way of a call to submit offers.
- If the shares are acquired on the stock exchange, the equivalent value per share that is paid (without ancillary acquisition costs) may not exceed the mean value of the closing prices for Company shares of the same type in the Xetra trading system (or a comparable successor system) on the last five trading days of the Frankfurt Stock Exchange prior to assuming the obligation to acquire, by more than 10% and not fall below it by more than 20%.
 - If the acquisition is made via a public purchase offer, the offered purchase price or the limits of the purchase price range (without ancillary acquisition costs) may not exceed the mean value of the closing prices for Company shares of the same type in the Xetra trading system (or a comparable successor system) on the last five trading days of the Frankfurt Stock Exchange prior to the day of publication of the offer/the call to submit a purchase offer, by more than 10% and not fall below it by more than 20%. Should, after the publication of a purchase offer or the call to submit a purchase offer, the relevant price vary by a not inconsiderable

extent, the offer or the call to submit such an offer may be adjusted. In that case, the closing price for Company shares of the same type on the last trading day of the Frankfurt Stock Exchange prior to the public announcement will be based on any adjustment that has been made.

The Executive Board will determine the details of the structuring of the respective acquisition. Should the number of shares offered for sale exceed the total volume the Company intends to acquire, the shareholders' right to sell shares may be excluded to the extent to which the acquisition is performed according to the proportion of offered shares per shareholder. Moreover, offers for low numbers of shares (up to 100 shares per shareholder) may be given preferential treatment, and the number of shares may be rounded according to commercial principles, in order to avoid fractional shares. Any right of the shareholders to sell their shares beyond that is excluded to this extent.

- dd) The Executive Board is authorized to use shares in the Company which are acquired on the basis of this authorization for any permissible purpose, including in particular the following:
 - (1) The acquired own shares can be redeemed without the redemption or its performance requiring a further resolution of the general meeting. The redemption will generally

lead to a decrease in the share capital. In derogation of the above, the Executive Board may determine that the share capital will remain unchanged by the redemption and instead, due to the redemption, the share of the remaining shares in the share capital will be increased pursuant to section 8(3) German Stock Corporation Act. In that case, the Executive Board will be authorized to adjust the stated number of shares in the articles of association.

- (2) The acquired own shares can also be sold in a different manner than over the stock exchange or by means of an offer to all shareholders if the shares are sold for cash at a price that does not fall significantly below the stock exchange price of shares in the Company at the time of the sale. However, this authorization applies only subject to the provision that the shares sold with the exclusion of the acquisition right pursuant to section 186(3), sentence 4 German Stock Corporation Act may not, in the aggregate, exceed a proportional amount of 10% of the share capital either at the time this authorization takes effect or at the time it is exercised. Shares that are issued during the term of this authorization from authorized capital under exclusion of the subscription right pursuant to sections 203(2), sentence 2, section 186(3), sentence 4 German Stock Corporation Act will be counted towards

this limit. Moreover, any shares that are to be issued for servicing bonds and/or participation rights with conversion or option rights or a conversion or option obligation will be counted towards this limit insofar as the bonds and/or participation rights are issued subject to the exclusion of subscription rights during the term of this authorization in analogous application of section 186(3), sentence 4 German Stock Corporation Act.

- (3) The acquired own shares may be sold against non-cash contributions, in particular for the purpose of acquiring enterprises, parts of enterprises or interests in enterprises.
- (4) The acquired own shares may be used to fulfil conversion or option rights which are granted by the Company or domestic or foreign companies, in which the Company holds directly or indirectly the majority of the votes and capital, through the issuance of bonds and/or participation rights, or to fulfil conversion or option obligations arising from bonds and/or participation rights that are issued by the Company or domestic or foreign companies, in which the Company holds directly or indirectly the majority of the votes and capital.

- (5) The acquired own shares may be used in connection with share-based remuneration or employee share schemes of the Company, or of companies that are dependent on the Company or in which the Company holds a majority of the shares, and issued to persons who are or were in an employment or service relationship with the Company or a Company that is dependent on the Company or in which the Company holds a majority of the shares. They may in particular be offered for acquisition for a consideration or free of charge, committed and transferred to the aforementioned persons, whereby the employment relationship or service relationship must be in force at the time of the offer, the commitment or the transfer.
- ee) The authorizations set out in lit. dd) also cover the use of shares in the Company which were acquired on the basis of previous authorization resolutions pursuant to section 71(1), no. 8 German Stock Corporation Act and of those shares which were acquired by companies that are dependent on it or in which the Company holds a majority of the shares, or pursuant to section 71d, sentence 5 German Stock Corporation Act.
- ff) The authorizations set out in lit. dd) may be used once or repeatedly, in whole or in part, individually or jointly and may also be utilised by companies that are dependent on it or in which KION GROUP

AG holds a majority of the shares or by third parties acting on their account or on the account of the Company.

- gg) The shareholders' right to acquire these own shares will be excluded to the extent they are used pursuant to the aforementioned authorization set out in lit. dd) (2) to (5). When offering own shares to the shareholders, the Executive Board will further be authorized to grant the creditors of the bonds and/or participation rights with conversion or option rights and/or a conversion or option obligation which were issued by the Company, or domestic or foreign companies, in which the Company holds directly or indirectly the majority of the votes and capital, a subscription right to shares to the extent they would be entitled to after the exercise of the conversion or option rights or after the fulfilment of a conversion or option obligation; to this extent, the shareholders' right to acquire these own shares will be excluded.

Report of the Executive Board on agenda item 7

The Company is authorized, by resolution of the extraordinary general meeting of 13 June 2013, to acquire own shares up to a total of 10% of the share capital and to use them for certain purposes. This authorization will run until 12 June 2016 and will therefore expire shortly after the annual general meeting in 2016. The Executive Board and the Supervisory Board believe it reasonable to continue to allow the Company, in accordance with usual corporate practice, to acquire and use own shares pursuant to section 71(1), no. 8 German Stock Corporation Act. Agenda item 7 contains the proposal to cancel the existing authorization for the acquisition and use of own shares and to grant a new authorization.

1. Acquisition of own shares

With the new authorization for the acquisition and use of own shares, the Company will – for five years, i.e. on or before 11 May 2021 – be able to acquire own shares up to a total of 10% of the share capital at the time of the adoption of the resolution or – if this value is lower – at the time at which the authorization is exercised. This will allow the Company to make use of the legal framework for such authorizations. Based on the proposed authorization, the Company can, by itself or via companies dependent on it or in which the Company holds a majority of the shares or via third parties acting on its or their account, acquire own shares by means of a purchase over the stock exchange or by way of a public purchase offer.

When acquiring own shares the equal treatment principle of section 53a German Stock Corporation Act should be noted. The proposed acquisition of the shares over the stock exchange or by way of a public purchase offer takes this principle into account. Should, in the case of a public purchase offer, the number of shares offered for sale exceed the total volume the Company intends to acquire, it is possible that, based on the proposed authorization, the acquisition will be performed according to the proportion of offered shares per shareholder instead of according to the proportion of the participation quotas. In this way the acquisition process can be simplified and technically executed in an economically reasonable manner. Moreover, it shall be possible to give preferential treatment to lower numbers of shares up to 100 shares per shareholder. On the one hand, this possibility serves to avoid small residual quantities and possibly related de facto discrimination of small shareholders. On the other hand, the possibility likewise contributes to the simplification of the technical execution of the acquisition process. Finally, in all cases it shall be possible to provide for a rounding of shares according to commercial principles, in order to avoid fractional shares. This possibility will also simplify the technical execution. The Executive Board and the Supervisory Board consider it objectively justified and appropriate vis-à-vis the shareholders to exclude any more extensive right of the shareholders to sell shares in all of the structures specified in this paragraph.

2. Use of own shares

The own shares acquired based on the proposed authorization may be used for all legally permissible purposes including, in particular, the following:

a) Redemption of shares

The resolution proposal contains the authorization of the Company to redeem own shares without a further resolution of the general meeting. This authorization makes it possible for the Company to react to the respective capital market situation in an appropriate and flexible manner. The proposed authorization stipulates that the Executive Board can also redeem the shares in accordance with section 237(3), no. 3 German Stock Corporation Act without a capital reduction. Redemption of shares without a capital reduction results in an increase of the proportional amount of the remaining shares in the share capital of the Company pursuant to section 8(3) German Stock Corporation Act. In such a case the Executive Board shall be authorized to amend the articles of association with respect to the changed amount of the no-par value shares.

b) Sale of shares for cash consideration

The own shares acquired by the Company can be sold over the stock exchange or by means of an offer to all shareholders. In this way the principle of equal treatment of the shareholders will be adhered to when the shares are sold. In addition, the Company can

also – based on the proposed authorization – sell the acquired own shares, under exclusion of acquisition rights, in a different manner than over the stock exchange or by means of an offer to all shareholders if the shares are sold for cash at a price that does not fall significantly below the stock exchange price of shares in the Company at the time of the sale. This authorization makes use of the possibility of simplified exclusion of acquisition rights permitted in section 71(1), no. 8 German Stock Corporation Act in analogous application of section 186(3), sentence 4 German Stock Corporation Act. It will serve the interest of the Company in achieving the best possible price when selling the own shares. The Company will be put in a position to make use of the available opportunities, based on the respective state of the stock market, quickly and flexibly as well as cheaply. The sale proceeds achievable by means of a pricing that is as close as possible to market pricing usually results in a significantly higher inflow of funds per sold share than in the case of a placement of shares with acquisition rights of the shareholders, in respect of which there are generally significant markdowns of the stock exchange price. In addition, by foregoing the time-consuming and expensive execution of acquisition rights, the equity capital requirements can be quickly met through market opportunities arising at short notice. Finally, the authorization of the Company will also help when it comes to finding new investors.

The concept of dilution protection for the shareholders is taken into account by the fact that the shares may only be sold at a price that does not fall significantly

below the relevant stock exchange price. The final sale price for the own shares is determined shortly before the sale. Taking into account the respective relevant market conditions, the Executive Board will endeavour to keep any markdown of the stock exchange price as low as possible. It is generally possible for interested shareholders to maintain their participation quota by acquiring additional shares in the market.

The authorization applies subject to the provision that the shares sold with the exclusion of the acquisition right pursuant to section 186(3), sentence 4 German Stock Corporation Act may not, in the aggregate, exceed a proportional amount of 10% of the share capital either at the time this authorization takes effect or at the time it is exercised. Shares that are issued during the term of this authorization from authorized capital under exclusion of the subscription right pursuant to sections 203(2), sentence 2, section 186(3), sentence 4 German Stock Corporation Act will be counted towards this limit. Moreover, any shares that are to be issued for servicing bonds and/or participation rights with conversion or option rights or a conversion or option obligation will be counted towards this limit insofar as the bonds and/or participation rights are issued subject to the exclusion of subscription rights during the term of this authorization in analogous application of section 186(3), sentence 4 German Stock Corporation Act. The financial and voting rights interests of the shareholders are appropriately protected as a result of these imputations and the fact that the issue price must be based on the stock exchange price.

c) Sale of shares for non-cash consideration

Moreover, the Company shall be given the possibility to sell own shares, under exclusion of acquisition rights of the shareholders, for non-cash consideration as well. Thereby, the Company will be put in a position to be able to offer own shares, directly or indirectly, as consideration in appropriate individual cases, in particular in connection with the acquisition of enterprises, parts of enterprises or interests in enterprises. The Company competes at a global level. It must be in a position at all times to act quickly and flexibly in national and international markets. Practice shows that it is not uncommon for shares to be demanded as consideration instead of money. The possibility to offer own shares as consideration therefore creates an advantage when competing for interesting acquisition targets as well as the necessary leeway to be able to make use of available opportunities to acquire objects quickly, flexibly and in a manner that does not weaken the Company's liquidity position. Consideration in the form of shares may also make sense from the perspective of an optimum financing structure. If such projects materialise, the Executive Board will carefully assess whether it should make use of the authorization to grant own shares. When determining the relations between the respective values, the Executive Board will make sure that the interests of the shareholders are appropriately protected. When determining the value of the shares provided as consideration, the Executive Board will generally take the stock exchange price of the shares as a basis. However, a schematic connection

with the stock exchange price is not in the interest of the Company, especially so as not to call into question – through fluctuations in the stock exchange price – results of negotiations that have been achieved.

- d) Fulfilment of conversion or option rights/conversion or option obligations

Moreover, the authorization provides that the own shares, under exclusion of shareholders' acquisition rights, may be used to fulfil conversion or option rights/conversion or option obligations arising from bonds and/or participation rights that were issued by the Company or a domestic or foreign company in which the Company holds directly or indirectly the majority of the votes and capital.

Instead of new shares from a capital increase, it may be expedient to use – in full or in part – own shares in order to service conversion or option rights/conversion or option obligations. For this reason the authorization provides for such a – common – possibility to use own shares.

- e) Use for remuneration or employee share schemes

It shall be possible for the acquired own shares to be used as well in connection with share-based remuneration or employee share schemes of the Company, or of companies that are dependent on the Company or in which the Company holds a majority of the shares, and issued to persons who are or were in an employment or service relationship with the

Company or a company that is dependent on the Company or in which the Company holds a majority of the shares. It could be in the interest of the Company and its shareholders to issue employee shares since this could promote the employees' identification with the Company and, in so doing, help increase the corporate value as well as encourage a sense of responsibility. In order to be able to offer the employees the chance to purchase own shares, the shareholders' acquisition rights to these shares must be excluded. When determining the purchase price to be paid by the employees, an appropriate reduction based on the company's success – which is customary for employee shares – can be granted. The authorization also makes it possible to provide employees with shares free of charge.

On 1 October 2014 the Executive Board of KION GROUP AG introduced a share participation programme for employees ("KION Employee Equity Programme", hereinafter "KEEP"). Participation in KEEP having been limited to employees of KION GROUP AG and selected German group companies in 2014, in 2015 employees of selected group companies in China, France, Italy and Great Britain were also offered the opportunity to participate in addition to employees of KION GROUP AG and selected German group companies. In addition to the companies already participating, in future years KION GROUP AG plans to further extend participation in KEEP to the employees of group companies in other countries.

The employee participation programme KEEP is structured as a share matching plan. Participating employees acquire shares in KION GROUP AG from KION GROUP AG as a personal investment. Purchasing three shares and holding said three shares for three years in accordance with the KEEP terms and conditions qualifies each entitled employee to subscribe – free of charge – one further share in KION GROUP AG (“Bonus Share”). In addition, KION GROUP AG issues the employees with so-called starter packages for their initial participation in KEEP: Within the limits of the tax-free allowance of EUR 360.00 KION GROUP AG agrees to bear the cost for one KION GROUP AG share per employee (“Free Share”). The Management Board of KION GROUP AG shall decide each year whether to make employees an offer for the purchase of shares and, if so, when.

3. Exclusion of acquisition rights for the benefit of creditors of bonds

Finally, the authorization makes it possible, in the case of an offer of own shares to the shareholders, to partly exclude the shareholders’ acquisition rights for the benefit of the creditors of bonds and/or participation rights with conversion or option rights/a conversion or option obligation. This makes it possible, instead of reducing the conversion or option price, to grant the holders of existing conversion or option rights/the creditors of bonds with conversion or option obligations subscription rights to shares as dilution protection.

4. **Additional information**

The aforementioned possibilities can also be made use of with respect to shares that were acquired on the basis of earlier authorisation resolutions in accordance with section 71(1), no. 8 German Stock Corporation Act. These possible uses also apply in case of shares that were acquired by companies dependent on the Company or in which the Company holds a majority, or that were acquired in accordance with section 71d, sentence 5 German Stock Corporation Act. Being able to use these own shares like the shares acquired on the basis of this authorisation resolution is advantageous and provides additional flexibility.

FURTHER INFORMATION AND NOTES

I. Total number of shares and voting rights

As at the date of the invitation to the general meeting, the share capital of the Company amounts to EUR 98,900,000.00 and is divided into 98,900,000 no-par value shares, each of which grants one vote. This total number includes 160,050 own shares held by the Company as at the date of the invitation; pursuant to section 71b German Stock Corporation Act, the Company does not have any rights in respect of these own shares.

II. Requirements for attending the general meeting and exercising voting rights

1. Eligibility to attend

Pursuant to article 20(1) of the articles of association, only those shareholders who have registered with the Company in a timely manner prior to the meeting are entitled to attend the general meeting – either in person or by proxy – and to exercise their voting rights. Notice of registration must be given in text form in either German or English.

Shareholders must provide evidence of their right to attend the general meeting and to exercise their voting rights (article 20(2) of the articles of association). Evidence of their shareholding issued in text form by the custodian bank (“evidence of eligibility”) will be sufficient for this purpose. This evidence of eligibility must relate to the beginning of the twenty-first day (local time at the Company’s registered office)

prior to the general meeting, i.e. to 0:00 on 21 April 2016 (CEST) (“record date”).

Only persons who have furnished evidence of eligibility will be deemed to be shareholders of the Company for the purpose of attending the general meeting and exercising voting rights. This means that shareholders who have only acquired their shares after the record date will not be able to attend the general meeting nor have voting rights at the general meeting. The record date does not have any consequences for the saleability of the shares. Shareholders who have sold their shares after the record date will therefore – provided that they have registered in good time and have submitted evidence of eligibility – nevertheless be eligible to attend the general meeting and exercise their voting rights. The record date is irrelevant as far as entitlement to dividends is concerned.

The notice of registration and evidence of eligibility must be received by the Company by no later than 24:00 on 5 May 2016 (CEST) via

- the following address
KION GROUP AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany or
- the following fax number
+49 (0) 89.210 27 289 or

- the following e-mail address
meldedaten@hce.de.

Shareholders who have registered for the general meeting will be sent an admission ticket. Admission tickets are issued purely as an organisational aid and are not a prerequisite for attending the general meeting and exercising voting rights.

2. Notes on casting votes by proxy

In addition to casting their votes at the general meeting in person, shareholders may also vote by proxy, which can, for example, be a credit institution prepared to do so, a shareholders' association or other representatives such as, for example, so-called Company proxies appointed by the Company. If shareholders wish to vote by proxy, they nevertheless still have to register in good time and evidence of their shareholdings must be received by the Company in good time in the manner described above.

For further details on voting by proxy, please see the section "Procedure for voting by proxy".

3. Notes on postal votes

Shareholders may also vote by post without attending the general meeting in person or being represented by a proxy at the meeting. In the case of postal votes, shareholders must also register in good time and evidence of their shareholdings must be received by the Company in good time in the manner described above.

For further details on voting by post, please see the section “Procedure for voting by post”.

III. Procedure for casting votes

Once shareholders have duly and properly registered, they may attend the general meeting in person and exercise their voting rights themselves. They may however also cast their votes by proxy, by Company proxies appointed by the Company or by post.

1. Procedure for voting by proxy

Shareholders who do not wish to exercise their voting rights at the general meeting in person, but rather by proxy, must grant such proxy a due and proper proxy authorization before the vote. The following should be noted in this regard:

- a) If neither a credit institution nor another person or institution (such as a shareholders’ association) treated as equivalent to a credit institution pursuant to section 135(8) or (10) German Stock Corporation Act has been authorized, the proxy authorization must be issued in text form either
 - aa) to the Company using one of the addresses listed above for registration or
 - bb) directly to the proxy (in such a case, evidence of the proxy authorization must be submitted to the Company in text form).

The same applies to revocation of the proxy authorization.

Shareholders and their proxies may submit evidence of the authorization or revocation thereof in text form to the Company at one of the addresses listed above for registration. Such evidence may also be submitted on the day of the general meeting at the entrance/exit desks.

- b) The statutory provisions, in particular section 135 German Stock Corporation Act, apply to proxy authorizations granted to credit institutions or other persons or institutions (such as shareholders' associations) treated as equivalent to a credit institution pursuant to section 135(8) or (10) German Stock Corporation Act as well as to the revocation and the evidence of such proxy authorizations. Shareholders must also observe any rules laid down by the respective proxies in this regard.

- c) If a shareholder authorizes more than one person, the Company is entitled to reject one or more of them pursuant to section 134(3), sentence 2 German Stock Corporation Act.

2. Procedure for voting by Company proxy

Shareholders may also be represented at the general meeting by persons appointed by the Company. The following should be noted in this regard:

- a) Company proxies may only vote in respect of agenda items for which they have received express instructions on how to exercise the voting right. Company proxies are obliged to vote according to the instructions given to them.
- b) Please note that Company proxies (i) cannot accept any requests to speak, to lodge objections to general meeting resolutions or to ask questions or submit motions and that they (ii) are only available to vote on such motions and candidate nominations in respect of which resolution proposals by the Executive Board and/or the Supervisory Board pursuant to section 124(3) German Stock Corporation Act or by shareholders pursuant to sections 124(1), 122(2), sentence 2 German Stock Corporation Act have been published in this invitation or subsequently or have been made available pursuant to sections 126, 127 German Stock Corporation Act.
- c) Proxy authorizations and instructions to Company proxies may be issued, amended or revoked vis-à-vis the Company in text form, using one of the addresses listed for registration by **18:00 on 11 May 2016 (CEST)**. In all these cases, the time at which the proxy authorization or instruction, amendment or revocation is received by the Company will be decisive. On the

day of the general meeting, proxy authorizations and instructions to Company proxies may also be issued, amended or revoked in text form at one of the entrance/exit desks.

- d) Instructions to Company proxies in respect of agenda item 2 in this invitation will also apply should the proposed resolution on the appropriation of the profit be amended on account of a change in the number of shares carrying dividend rights.
- e) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the instruction given in respect of this agenda item will apply analogously to each point of the separate vote.

3. Procedure for voting by post

When voting by post the following should be noted:

- a) Postal votes may be cast up to **18:00 on 11 May 2016** (CEST) either in writing or by way of electronic communication, using one of the addresses listed above for registration. In all these cases, the time at which the postal vote is received by the Company will be decisive.
- b) Please note that postal votes may only be cast with regard to motions and candidate nominations in respect of which resolution proposals by the Executive Board and/or the Supervisory Board pursuant to section 124(3) German Stock Corporation Act or

by shareholders pursuant to sections 124(1), 122(2), sentence 2 German Stock Corporation Act have been published in this invitation or subsequently or have been made available pursuant to sections 126, 127 German Stock Corporation Act.

- c) Credit institutions or other persons or institutions (such as shareholders' associations) treated as equivalent to a credit institution pursuant to section 135(8) or (10) German Stock Corporation Act with proxy authorizations may also avail themselves of postal votes.
- d) Postal votes that have been cast in good time may be amended or revoked up to **18:00 on 11 May 2016** (CEST) either in writing or by way of electronic communication, using one of the addresses listed above for registration. In all these cases, the time at which the amendment or revocation is received by the Company will be decisive.
- e) Shareholders voting by postal vote are not excluded from attending the general meeting in person. Should a shareholder or his proxy attend the general meeting in person, any postal votes cast beforehand will be deemed to have been revoked.
- f) Postal votes cast in respect of agenda item 2 in this invitation will also apply should the proposed resolution on the appropriation of the profit be amended on account of a change in the number of shares carrying dividend rights.

- g) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the postal votes cast in respect of this agenda item will apply analogously to each point of the separate vote.

4. Forms for proxy authorizations and postal votes

To register, issue proxy authorizations or cast postal votes, shareholders may use any of the formal methods described above in sections II.1, III.1, III.2 as well as III.3. A form for issuing proxy authorizations and casting postal votes is available on the Company's website at www.kiongroup.com/agm. Proxy authorizations may also be issued during the general meeting using the proxy authorization form provided with the voting card or by other means in due form.

Should a shareholder wish to authorize a credit institution or another person or institution (such as a shareholders' association) treated as equivalent to a credit institution pursuant to section 135(8) or (10) German Stock Corporation Act, he must discuss the form in which the proxy authorization is to be issued with such institution or person.

IV. Shareholders' rights

In the run-up to and during the general meeting the shareholders will, inter alia, have the following rights. For further details, please see the Company's website at www.kiongroup.com/agm.

1. Right to put items on the agenda

Shareholders whose shares together represent an amount of the share capital equal to EUR 500,000.00 (this corresponds to 500,000 shares) may, pursuant to section 122(2) German Stock Corporation Act, request that items be put on the agenda and published. Each new item must be accompanied by the grounds for this or a draft resolution. The request must be submitted in writing, using the address:

KION GROUP AG
Vorstand
Abraham-Lincoln-Strasse 21
65189 Wiesbaden

It must be received by the Company at least 30 days prior to the meeting, i.e. by no later than **24:00 on 11 April 2016** (CEST). The shareholders in question must, pursuant to section 122(2), (1) German Stock Corporation Act, in the version applicable until 30 December 2015, in conjunction with section 26h(4) Introductory Act to the German Stock Corporation Act, section 142(2), sentence 2 German Stock Corporation Act, prove that they have owned the required number of shares for at least three months prior to the

day on which the general meeting is held, i.e. since 0:00 on 12 February 2016 (CET).

Additional agenda items that must be published will be published in the Federal Gazette without undue delay on receipt of the request and, pursuant to section 121(4a) German Stock Corporation Act, be forwarded for publication to such media capable of distributing the information throughout the entire European Union. They will also be made available on the Company's website at www.kiongroup.com/agm and notified to the shareholders.

2. Counter-motions and candidate nominations

Each shareholder is entitled pursuant to section 126(1) German Stock Corporation Act to submit counter-motions to proposed resolutions in respect of individual agenda items. If the counter-motions are to be made available by the Company, they must be furnished with grounds and submitted at least 14 days prior to the general meeting, i.e. by no later than 24:00 on 27 April 2016 (CEST), using

- the following address
KION GROUP AG
Rechtsabteilung
Abraham-Lincoln-Strasse 21
65189 Wiesbaden
Germany or

- the following fax number
+49 (0) 611.770 333 or

- the following e-mail address
HV2016@kiongroup.com.

Counter-motions sent to a different address need not be made available.

In all cases in which a counter-motion has been submitted, the time at which the counter-motion is received by the Company will be decisive.

Shareholders' counter-motions that are to be made available will be made available together with the shareholders' names and the grounds for the counter-motions as well as any statements by the Executive Board and the Supervisory Board in this regard on the Company's website at www.kiongroup.com/agm.

The Company may decide not to make a counter-motion and the grounds for it available if the conditions of section 126(2) German Stock Corporation Act have been met. The grounds on which the Company may do so are listed on its website at www.kiongroup.com/agm.

These provisions apply, pursuant to section 127 German Stock Corporation Act, analogously to a shareholder's nomination for the election of a member of the Supervisory Board or the auditors of the annual financial statements. No grounds need be furnished for such nominations, however. In addition to the grounds listed in section 126(2) German Stock Corporation Act, the Executive Board need not make a candidate nomination available if, inter alia, the nomination does not include the name, occupation and place of residence of the candidate. Nor does the Company have

to make nominations for the election of members of the Supervisory Board available if the nomination does not include information on any positions held by the proposed candidate in other supervisory boards required by law within the meaning of section 125(1), sentence 5 German Stock Corporation Act.

3. Right to be provided with information

Pursuant to section 131(1) German Stock Corporation Act, each shareholder is to be provided on request with information on the Company's affairs at the general meeting by the Executive Board, provided that such information is needed by a shareholder to properly assess a specific agenda item and provided that the Executive Board is not entitled to refuse to provide such information. The Executive Board's duty to provide information also extends to the Company's legal and business relationships with its affiliated enterprises. The duty to provide information also covers the situation of the KION Group and enterprises included in the consolidated financial statements of the KION Group. The circumstances in which the Executive Board is entitled to refuse to provide information are listed on the Company's website at www.kiongroup.com/agm.

V. Information and documentation on the general meeting; website

This invitation to the general meeting, the documents to be made available to the general meeting, including the information required pursuant to section 124a German Stock Corporation Act, any shareholders' motions as well as additional notes on shareholders' rights pursuant to section 122(2), section 126(1), section 127 and section 131(1) German Stock Corporation Act will be available on the Company's website (www.kiongroup.com/agm) from the day on which the general meeting is convened. All documents that must be made available to the general meeting by law will also be available for inspection at the general meeting.

Wiesbaden, March 2016

KION GROUP AG
The Executive Board

DIRECTIONS

Gesellschaftshaus Palmengarten
Palmengartenstraße 11
60325 Frankfurt am Main

How to reach us

The Gesellschaftshaus is located at the southern side of the Palmengarten, at the Palmengartenstraße 11. Parking (fee by hours) is available directly at the Palmengarten below the Eingangsschauhaus in Siesmayerstraße 61. Approx. 5 minutes walking distance to the Gesellschaftshaus through the Palmengarten.



The tube station "Westend" is in close vicinity, as well as the tube, tram and bus stop "Bockenheimer Warte".

Via the connection point Miquelallee, Zeppelinallee, Bockenheimer Landstraße, Siesmayerstraße you reach the Palmengartenstraße 11.

KION GROUP AG

Corporate Communications

Abraham-Lincoln-Straße 21

65189 Wiesbaden

Germany

Telefon: +49 (0) 611.770-0

Fax: +49 (0) 611.770-269

info@kiongroup.com

www.kiongroup.com