

**Information on shareholders' rights  
pursuant to Section 122(2), Section 126(1), Section 127 and Section 131(1) of the  
German Stock Corporation Act**

The convocation of the general meeting already contains details of shareholders' rights pursuant to Sections 122(2), 126(1), 127 and 131(1) of the German Stock Corporation Act. The remarks hereinafter subserves further annotation.

**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  
Germany

The request 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 2015** (CEST). The shareholders in question must, pursuant to Section 122(2), (1) in conjunction with 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 2015** (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](http://www.kiongroup.com/agm) and notified to the shareholders.

The respective provisions of the German Stock Corporation Act are, in excerpts, as follows:

*Section 122 Convening at the request of a minority (excerpt)*

- (1) *A general meeting shall be convened if shareholders having an aggregate shareholding amounting to one twentieth of the registered share capital file a written request for such meeting to be held, stating the purpose and the reasons therefor; such request shall be directed to the executive board. The articles of association may link the right to request that the general meeting be convened to another form and to a lesser share in the registered share capital. Section 142(2), sentence 2 shall apply mutatis mutandis.*

- (2) *In the same way, shareholders with an aggregate shareholding of one twentieth of the registered share capital or the proportionate amount of EUR 500,000 may request that items are put on the agenda and are announced as items on the agenda. Each new item shall be accompanied by a statement of reasons or a draft resolution. The request pursuant to sentence 1 must be received by the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the date of receipt shall not be included in the calculation.*

*Section 142 Appointment of special auditors (excerpt)*

- (2) *... The applicants shall establish that they have held the shares for at least three months prior to the date of the general meeting and that they will hold the shares until the application is decided on. ...*

*Section 70 Calculation of the period of share ownership*

*If the shareholder is required to have held the share for a certain period before being able to exercise the rights arising therefrom, a claim to assignment against a credit institution, a financial services institution or an enterprise acting pursuant to Section 53(1), sentence 1 or Section 53b(1), sentence 1 or Section 53b(7) of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a legal predecessor shall be attributed to a shareholder if he acquired the share free of charge from his trustee, as universal successor, upon severance of co-ownership or as a result of a transfer of assets pursuant to Section 14 of the Insurance Supervisory Act or Section 14 of the Savings and Loan Association Act.*

## 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 2015** (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  
HV2015@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](http://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.

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.

The respective provisions of the German Stock Corporation Act are, in excerpts, as follows:

*Section 126 Motions brought by shareholders*

- (1) *Motions put forward by a shareholder stating the name of the shareholder, the reasons for the motion and any comments on the part of the administration shall be made accessible to the entitled persons named in Section 125(1) to (3) subject to the conditions stated therein if, at least 14 days prior to the meeting, the shareholder sends a counter-motion against a proposal made by the executive board and the supervisory board on a particular item on the agenda to the company at the address given for this purpose in the notification of convening the meeting together with his grounds for such motion. The day of receipt shall not be included in the calculation. In the case of listed companies, access shall be provided via the website of the company. Section 125(3) shall apply mutatis mutandis.*
- (2) *The counter-motion and the grounds therefor need not be made accessible*
  1. *if the executive board would render itself liable to prosecution by making such counter-motion and grounds accessible,*
  2. *if the counter-motion would result in a resolution of the general meeting which is either unlawful or in breach of the articles of association,*
  3. *if the grounds contain key statements which are manifestly incorrect or misleading or if they are slanderous,*
  4. *if a counter-motion of the shareholder based on the same subject matter has already been made accessible in connection with a general meeting of the company pursuant to Section 125,*
  5. *if the same counter-motion of the shareholder with essentially the same grounds has within the previous five years already been made accessible in the context of at least two general meetings of the company pursuant to Section 125 and less than one-twentieth of the registered share capital represented at the general meeting voted in favor of such counter-motion,*
  6. *if the shareholder indicates that he shall neither attend the general meeting nor arrange for a representative to attend on his behalf,*
  7. *if in the previous two years the shareholder has failed in two general meetings to make or cause to be made on his behalf a counter-motion communicated by him.*

*The grounds need not be made available if the text thereof exceeds a total of 5,000 characters.*

- (3) *If several shareholders file a counter-motion in respect of the same resolution, the executive board may combine the counter-motions and grounds.*

*Section 127 Nominations brought by shareholders*

*Section 126 shall apply mutatis mutandis to nominations made by shareholders for the election of supervisory board members or auditors of annual financial statements. There is no need for grounds to be given for the nomination. Furthermore, the executive board need not make the nomination available if the nomination does not contain the information pursuant to Section 124(3), sentence 3 and Section 125(1), sentence 5.*

*Section 124 Announcement of requests for amendment, proposals for resolution (excerpt)<sup>1</sup>*

- (3) ... *The proposal for the election of supervisory board members or auditors of the annual financial statements shall state their name, practiced profession and place of residence. ...*

*Section 125 Information for shareholders and supervisory board members (excerpt)*

- (1) *The executive board shall notify the credit institutions and the shareholder associations which exercised voting rights for shareholders in the previous general meeting or which have requested that they be so notified of the convening of the general meeting at least twenty-one days prior to the meeting. The day of such notification shall not be included in the calculation. If the agenda is to be modified pursuant to Section 122(2) then, in the case of listed companies, the modified agenda shall be notified. Such notification shall refer to the possibilities for the exercising of the voting right by a proxy, including by a shareholder association. In the case of listed companies, information concerning membership of nominated supervisory board members in other supervisory boards required by law shall be attached to a nomination of supervisory board members; information concerning their membership in comparable domestic and foreign authorities responsible for supervising commercial enterprises shall also be attached.*

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<sup>1</sup> The text printed here is Section 124(3), sentence 4 German Stock Corporation Act, to which the text in Section 127, sentence 3 German Stock Corporation Act should, in fact, refer.

### 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 respective provisions of the German Stock Corporation Act are as follows:

#### *Section 131 Shareholder's right to information*

- (1) Each shareholder shall upon request be given information from the executive board in the general meeting regarding the company's affairs to the extent required to allow a proper assessment of the items on the agenda. The obligation to provide information shall also extend to the legal and business relationships between the company and an affiliated enterprise. If a company makes use of the simplifications pursuant to Section 266(1), sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting dealing with the annual financial statements in the form they would take if such provisions were not applied. The obligation on the part the executive board of a parent enterprise (Section 290(1) and (2) of the German Commercial Code) to provide information in the general meeting in which the consolidated financial statements and consolidated management report are presented shall also extend to the situation of the group of companies and the enterprises included in the consolidated financial statements.*
- (2) The information shall comply with the principles of conscientious and true accounting. The articles of association or the rules of procedure pursuant to Section 129 may authorize the chairman of the meeting to restrict the rights of the shareholders to ask questions and to speak to an adequate period of time and to regulate other details.*
- (3) The executive board may refuse to provide information*
  - 1. insofar as according to sound business judgment the providing of such information is likely to cause not inconsiderable damage to the company or an affiliated enterprise;*
  - 2. insofar as it pertains to tax valuations or the amount of individual taxes;*
  - 3. concerning the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the general meeting formally approves the annual financial statements;*
  - 4. concerning the accounting and evaluation methods, provided that the details given in the notes concerning such methods are sufficient to give an accurate portrayal of the situation regarding the assets, finances and profits of the company within the meaning of Section 264(2) of the German Commercial Code; this shall not apply if the general meeting formally approves the annual financial statements;*

5. *insofar as the executive board would make itself liable to prosecution by giving such information;*
6. *insofar as, in the case of a credit institution or a financial services institute, there is no requirement for information concerning the accounting and valuation methods used and set-offs made to be given in the annual financial statements, management report, consolidated financial statement or consolidated management report.*
7. *insofar as the information is continuously accessible on the website of the company from the seventh day prior to the general meeting through and during the general meeting.*

*Information may not be denied for any other reason.*

- (4) *If a shareholder has been given information outside of the general meeting as a result of him being a shareholder, such information shall be given to any other shareholder in the general meeting upon request, even if such information is not necessary for a proper assessment of the item on the agenda. The executive board may not refuse to give the information pursuant to Section 131(3), sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290(1) and (2) of the German Commercial Code), a joint venture (Section 310(1) of the German Commercial Code) or an associated enterprise (Section 311(1) of the German Commercial Code) provides the information to a parent enterprise (Section 290(1) and (2) of the German Commercial Code) for the purpose of the inclusion of the company in the parent enterprise's consolidated annual financial statements and the information is required for this purpose.*
- (5) *If information is denied a shareholder, such shareholder may request that his question and the ground given for the refusal of the information be recorded in the minutes of the proceedings.*

The chairman of the general meeting is authorized to adopt various measures of order and control at the general meeting. This also includes the restriction of the right to speak and ask questions. The underlying provisions of the Articles of Association of KION GROUP AG read as follows:

*Section 22 of the Articles of Association of KION GROUP AG (excerpt)*

- (2) *The chairman of the meeting shall chair the proceedings and determine the order of the items to be dealt with and of the votings, which order may diverge from the agenda as announced in the notice of the meeting. Further, the chairman of the meeting shall determine the form, procedure and further details of the voting and may also determine that several votings be combined in one voting procedure.*
- (3) *The chairman of the meeting may appropriately limit the shareholders' right to speak and to ask questions. In particular, the chairman of the meeting may determine, at the beginning or during the general meeting, a reasonable time schedule for the course of the meeting, for the discussions regarding the individual items of the agenda and for the time to speak and to ask questions either generally or for an individual speaker.*