



KION⁺
GROUP

INVITATION
TO THE ANNUAL
GENERAL MEETING

OF KION GROUP AG
ON 9 MAY 2018

KION GROUP AG

Wiesbaden

Dear Shareholders,

You are invited to attend the

Annual General Meeting of KION GROUP AG

to be held at

10:00 on Wednesday, 9 May 2018 (CEST)

at

Gesellschaftshaus Palmengarten,

Palmengartenstrasse 11,

60325 Frankfurt am Main.

Information on the shares

ISIN: DE 000KGX8881

German securities identification code: KGX888

AGENDA

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for KION GROUP AG and the Group, including the explanatory report on the information required pursuant to sections 289a(1), 315a(1) German Commercial Code as well as the report of the Supervisory Board for the 2017 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 2017 financial year

The Executive Board and the Supervisory Board propose that the balance sheet profit for the 2017 financial year in the amount of EUR 168,072,985.55 be appropriated as follows:

Payment of a dividend of EUR 0.99 per no-par value share carrying dividend rights	EUR 116,749,879.29
Allocation to other retained earnings	EUR 51,200,000.00
Profit carried forward	EUR 123,106.26
Balance sheet profit	EUR 168,072,985.55

The proposal regarding the appropriation of the profit is based on the no-par value shares carrying dividend rights for the completed 2017 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 0.99 per no-par value share carrying dividend rights for the completed 2017 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 2017 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 2017 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 2017 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 2017 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 2018 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 GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor of the annual financial statements and as auditor of the consolidated financial statements for the 2018 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 2018 financial year.

6. Resolution on the relocation of the Company's registered office according to the Articles of Association to Frankfurt am Main

According to article 1(2) of the Articles of Association the Company has its registered office in Wiesbaden. However, the headquarters of the KION Group were relocated from Wiesbaden to Frankfurt am Main in November 2017. As a result, the Company's business address was changed to the new address at Thea-Rasche-Strasse 8, 60549 Frankfurt am Main in the commercial register on 15 November 2017. Now, the Company's registered office according to the Articles of Association is also to be changed to Frankfurt am Main.

The Executive Board and the Supervisory Board therefore propose that article 1(2) of the Articles of Association be revised as follows:

"The Company shall have its registered office in Frankfurt am Main."

7. Resolution on the consent for a Domination and Profit and Loss Transfer Agreement between KION GROUP AG, as the controlling enterprise, and KION IoT Systems GmbH, as the dependent company

KION GROUP AG and KION IoT Systems GmbH concluded the following Domination and Profit and Loss Transfer Agreement on 14 February 2018:

„Domination and Profit and Loss Transfer Agreement

between

KION GROUP AG, having its registered seat in Wiesbaden, registered in the commercial register of the local court of Wiesbaden under no. HRB 27060, with registered business address at Thea-Rasche-Straße 8, 60549 Frankfurt am Main (the “**Controlling Enterprise**”);

and

KION IoT Systems GmbH, having its registered seat in Frankfurt am Main, registered in the commercial register of the local court of Frankfurt am Main under no. HRB 110310, with registered business address at Friedrich-Ebert-Straße 20/2, 88239 Wangen im Allgäu (the “**Dependent Company**”; the Dependent Company and the Controlling Enterprise together the “**Parties**”, each a “**Party**”).

Preamble

- (A) *The Controlling Enterprise is the sole shareholder of the Dependent Company.*

- (B) *The purpose of the following Domination and Profit and Loss Transfer Agreement (the “**Agreement**”) is to ensure a uniform corporate management of the Dependent Company and to establish a fiscal unity within the meaning of sections 14, 17 German Corporate Income Tax Act between the Dependent Company and the Controlling Enterprise.*

1. Domination

- 1.1 *The Dependent Company submits its management to the control of the Controlling Enterprise. The Controlling Enterprise is thus entitled to give instructions to the management board of the Dependent Company with respect to the conduct of the Dependent Company. The right of the Controlling Enterprise to give instructions also applies to the preparation of the annual financial statements of the Dependent Company.*

- 1.2 *The Dependent Company is obliged to follow the instructions given by the Controlling Enterprise.*

- 1.3 *The Controlling Enterprise is not entitled to instruct the Dependent Company to amend, maintain or terminate this Agreement.*

2. Profit transfer

2.1 The Dependent Company shall transfer its entire profit to the Controlling Enterprise. To be transferred is – subject to the establishment and dissolution of reserves pursuant to sections 2.2 and 2.3 of this Agreement – the annual net income generated without taking into account the transferred profit, reduced by any loss carried forward from the previous year and the amount which, pursuant to section 268(8) German Commercial Code, may not be distributed. The profit transfer shall not exceed the maximum amount for any profit transfer set forth in section 301 German Stock Corporation Act (as amended from time to time).

2.2 With the approval of the Controlling Enterprise, the Dependent Company may allocate amounts from the annual net income to other profit reserves (section 272(3) German Commercial Code) to the extent that such allocation is permitted under commercial law and commercially justified from the perspective of a reasonably acting prudent businessman. Upon the request of the Controlling Enterprise, amounts from other profit reserves (section 272(3) German Commercial Code) established during the term of this Agreement shall, to the extent permitted by sections 301, 302 German Stock Corporation Act (as amended from time to time), be withdrawn and used to compensate annual losses or used to be transferred as profit.

2.3 The following amounts may (subject to sections 301, 302 German Stock Corporation Act (as amended from

time to time)) neither be transferred to the Controlling Enterprise as profit nor be used to compensate an annual loss:

- a) amounts from the dissolution of other profit reserves (section 272(3) German Commercial Code) that were established from profits generated before this Agreement became applicable; and*
- b) amounts from the dissolution of capital reserves irrespective as to whether they were established before or after this Agreement became applicable.*

The use of the amounts referred to above – in accordance with the applicable corporate law provisions – outside of the scope of this Agreement and in particular as regards a dividend distribution shall remain unaffected hereby.

3. Loss compensation

The provisions of section 302 German Stock Corporation Act (as amended from time to time) shall apply mutatis mutandis.

4. Effectiveness, application

- 4.1 This Agreement becomes effective if and when the following conditions precedent (section 158(1) German Civil Code) are fulfilled:*

- a) approval by the shareholders' meeting of the Dependent Company by means of a notarised shareholders' resolution;
- b) approval by the general meeting of the Controlling Enterprise; and
- c) registration of this Agreement in the commercial register of the Dependent Company.

4.2 This Agreement (except for the domination provisions set forth in section 1 of this Agreement) shall be applied with retroactive effect as of the beginning of the business year of the Dependent Company current at the time of this Agreement's registration in the commercial register of the Dependent Company.

5. Term, termination

5.1 This Agreement is concluded for an indefinite term.

5.2 This Agreement may be terminated for the first time with effect as of the end of the business year of the Dependent Company that ends no earlier than upon the expiry of five years from the date on which this Agreement became applicable pursuant to section 4.2 of this Agreement. The termination notice period shall be six months.

- 5.3 *Thereafter, this Agreement can be terminated, subject to a termination notice period of six months, with effect as of the end of any business year of the Dependent Company.*
- 5.4 *The termination notice must be given in writing. For the determination of whether or not the termination notice period has been complied with, the point in time shall be decisive at which the written termination notice is received by the respective other Party.*
- 5.5 *The right to an extraordinary termination of this Agreement for good cause without adhering to a notice period shall remain unaffected. Such good cause exists, in particular,*
- a) *if the Controlling Enterprise ceases to hold the majority of voting rights arising from a participation in the Dependent Company within the meaning of section 14(1) sentence 1 no. 1 sentence 1 German Corporate Income Tax Act;*
 - b) *in case of a merger or split of either the Controlling Enterprise or the Dependent Company;*
 - c) *in case of the liquidation of either the Controlling Enterprise or the Dependent Company; or*
 - d) *due to other reasons within the meaning of regulation 14.5(6) German Corporation Tax Regulations 2015 or any provision subsequent to this regulation.*

6. Final provisions

6.1 *Any amendments and supplements to this Agreement, including this written form requirement, must be made in writing unless a notarial deed is required by law.*

6.2 *The German version of this Agreement is binding. The English version is a convenience translation for information purposes only.*

6.3 *Should any individual provision of this Agreement be or become in whole or in part invalid or infeasible, or should there be an omission in this Agreement, this shall indisputably (unwiderleglich) not affect the validity or feasibility of the remaining provisions, without any Party having to argue (darlegen) and prove (beweisen) that this was intended by the Parties. In place of the invalid or infeasible provision or in order to remedy the omission, the Parties undertake to agree on an appropriate, valid and feasible provision that comes closest to what the Parties intended or would have intended in accordance with the purpose of this Agreement had they considered the matter at the outset.”*

KION GROUP AG has a direct 100% share in KION IoT Systems GmbH. The Domination and Profit and Loss Transfer Agreement therefore does not need to provide for either compensation or consideration payments for external shareholders.

The Executive Board of KION GROUP AG and the Management Board of KION IoT Systems GmbH have

drawn up a detailed joint report pursuant to section 293a German Stock Corporation Act setting out the legal and economic reasons for entering into the Domination and Profit and Loss Transfer Agreement and explaining the Agreement itself. In accordance with section 293f German Stock Corporation Act the joint report will be available on the internet at www.kiongroup.com/agm together with the other relevant documents from the date when the invitation to the Annual General Meeting is published. All documents to be made available will also be made available at the Company's Annual General Meeting.

The shareholder's meeting of KION IoT Systems GmbH has already given its consent for the conclusion of the Domination and Profit and Loss Transfer Agreement. The Agreement will only enter into force once the Annual General Meeting of KION GROUP AG has given its consent, and only once its existence has been entered in the commercial register for KION IoT Systems GmbH.

The Executive Board and the Supervisory Board propose that consent be granted for the Domination and Profit and Loss Transfer Agreement with KION IoT Systems GmbH.

Report of the Executive Board on the utilization of the Authorized Capital 2017 under exclusion of the subscription right in May 2017

The Executive Board of KION GROUP AG was authorized, by a resolution adopted by the General Meeting on 11 May 2017, to increase the Company's share capital with the consent of the Supervisory Board, once or repeatedly up to and including 10 May 2022, by up to a total of EUR 10,879,000.00 by issuing up to 10,879,000 new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2017). One element of the Authorized Capital 2017 was the authorization of the Executive Board to exclude, with the consent of the Supervisory Board, the shareholders' subscription rights in the case of a capital increase against cash contributions, if the issue price of the new shares is not substantially below the price of the already listed shares of the Company on the stock exchange and the shares issued subject to the exclusion of subscription rights do not exceed a total of 10 % of the share capital, either when the authorization comes into effect or when it is exercised.

The Authorized Capital 2017 took effect upon its registration in the commercial register of the local court of Wiesbaden on 12 May 2017 under HRB 27060.

With the consent of the Supervisory Board granted that same day, the Executive Board of KION GROUP AG resolved on 22 May 2017 to use part of the existing Authorized Capital 2017 and to increase the Company's share capital by a nominal amount of EUR 9,300,000.00 to EUR 118,090,000.00 against the issue, against cash contributions, of 9,300,000 new no-par value bearer shares of the Company ("**New Shares 2017**") which are entitled to dividends as from 1 January 2017, thereby excluding the

shareholders' subscription rights. This increase corresponds to an increase by 8.55% of the Company's share capital existing at the time when the Authorized Capital 2017 took effect and was utilized. The provision in the Authorized Capital 2017 restricting the volume of shares issued against cash contributions whilst excluding subscription rights has therefore been satisfied. The capital increase took effect upon the entry of its completion in the commercial register of the local court of Wiesbaden under HRB 27060 on 23 May 2017.

All 9,300,000 New Shares 2017 were placed at a price of EUR 64.83 each. The issue price of the New Shares 2017 corresponds to a reduction of 0.26% of the closing price of the shares of KION GROUP AG in the XETRA trading system of the Frankfurt Stock Exchange on 22 May 2017, which was EUR 65.00. Therefore the issue price was not substantially lower than the stock exchange price of shares of the Company carrying the same rights.

The New Shares 2017 were placed with institutional investors through a private placement by way of a so-called "accelerated book building" process. Weichai Power, KION GROUP AG's largest shareholder, acquired 4,023,275 of the New Shares 2017 in accordance with the percentage of Weichai Power's shareholding in the Company, i.e. 43.3%. The Company and Weichai Power agreed that the New Shares 2017 to be acquired by Weichai Power would be subject to a twelve-month lock-up as from the time of admission of the residual New Shares 2017 to trading on the regulated market on 25 May 2017. Admission of the New Shares 2017 purchased by Weichai Power to trading on the regulated market will be sought at the earliest when the lock-up ends.

The right of the shareholders of KION GROUP AG to subscribe to the New Shares 2017 was excluded by the Executive Board, by a resolution of 22 May 2017, with the consent of the Supervisory Board on the same day. In the opinion of the Executive Board and the Supervisory Board, the requirements for excluding the subscription rights were satisfied since the New Shares 2017 were issued at a price that did not fall substantially short of the stock exchange price. By not granting subscription rights to the existing shareholders, it was possible to ensure the necessary level of transaction security and speedy handling. In the opinion of the Executive Board and the Supervisory Board, excluding subscription rights was necessary so as to be able to make use at short notice of a market situation that was favorable for a corporate action of this kind at the time of the utilization of the Authorized Capital 2017 and to generate maximum possible issue proceeds by setting a price that was as close as possible to the market price. The subscription period of at least two weeks that is required when subscription rights are granted would have made it impossible to respond quickly to the current market situation.

Moreover, if subscription rights are granted, the final subscription price has to be made public at least three days before the subscription period ends. Owing to the time that lapses between setting the price and carrying out the capital increase, and because of the volatility of the stock markets, the market risk and in particular the price change risk are greater than if subscription rights are excluded. For the placement in the context of a capital increase with subscription rights to be successful, it would therefore have been necessary to allow for a safety margin on the current stock market price, which would presumably have resulted in conditions that were not close to the market.

The costs of a capital increase with an exclusion of subscription rights and quick allocation of the New Shares 2017 are also significantly lower than the costs of a capital increase with proportional subscription rights for the existing shareholders.

For the reasons set out above, the exclusion of subscription rights was in the interest of the Company.

The net issue proceeds for the New Shares 2017 amounted to approx. EUR 602.9 million. The net issue proceeds remaining after deduction of the transaction costs were used for the partial refinancing of the purchase of Dematic, a specialist for automation and supply chain optimization, which was made with borrowed funds. Setting a price close to the market price and limiting the number of shares being issued while excluding subscription rights to 8.55% of the current share capital adequately protects the shareholders' interests. With a view to a liquid market, in principle the shareholders have the possibility to maintain their relative share in the Company by buying shares on the stock market on comparable conditions.

Based on the above, all in all excluding subscription rights when utilizing the Authorized Capital 2017, whilst observing the requirements imposed, was objectively justified.

FURTHER INFORMATION AND NOTES

I. Total number of shares and voting rights

As at the date of the invitation to the Annual General Meeting, the share capital of the Company amounts to EUR 118,090,000.00 and is divided into 118,090,000 no-par value shares, each of which grants one vote. This total number includes 160,829 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 18 April 2018 (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 2 May 2018 (CEST) via

- the following address

KION GROUP AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany or

- the following fax number
+49 (0) 89.210 27 289 or
- the following e-mail address
inhaberaktien@linkmarketservices.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 8 May 2018** (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 8 May 2018** (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 8 May 2018** (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.

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
Thea-Rasche-Strasse 8
60549 Frankfurt am Main, Germany

It must be received by the Company at least 30 days prior to the meeting, i.e. by no later than **24:00 on 8 April 2018** (CEST). The shareholders in question must, pursuant to section 122(2), (1) sentence 3 German Stock Corporation Act, prove that they have owned the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Executive Board decides on the application.

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 24 April 2018 (CEST)**, using

- the following address

KION GROUP AG
Rechtsabteilung
Thea-Rasche-Strasse 8
60549 Frankfurt am Main, Germany or

- the following fax number
+49 (0) 69.201 101 012 or
- the following e-mail address
HV2018@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.

Frankfurt am Main, March 2018

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

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