



Invitation to the Annual General Meeting

of KION GROUP AG
on 16 July 2020
as a virtual general meeting
without attendance in person
of the shareholders



Convenience Translation

KION GROUP AG

Frankfurt am Main

Dear Shareholders,

You are invited to the

Annual General Meeting of KION GROUP AG

to be held at

10:00 on Thursday, 16 July 2020 (CEST)

as a virtual general meeting
streamed from the Company's premises at
Thea-Rasche-Straße 8, 60549 Frankfurt am Main.

Please note that it will not be possible for shareholders and their proxies to come to the Company's premises to attend the virtual Annual General Meeting.

The Annual General Meeting will be held as a virtual general meeting without attendance in person of the shareholders or their proxies, in accordance with section 1(2) of the Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic of 27 March 2020 (Federal Law Gazette I, p. 570; "**COVID-19 Measures Act**"). For details of the rights and options of the shareholders and their proxies, please refer to the "Further information and notes" section following the agenda, the further information on agenda item 6 and the reports on agenda items 7 and 8.

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 summarised management report for KION GROUP AG and the Group, including the explanatory report on the information required pursuant to sections 289a, 315a German Commercial Code as well as the report of the Supervisory Board for the 2019 financial year**

The said documents have been published on the internet at www.kiongroup.com/agm. They will also be available there during the Annual General Meeting and will be explained in greater detail at the Annual General Meeting 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 2019 financial year

Because of the COVID-19 pandemic and its consequences, which are impossible to predict reliably, the Executive Board and the Supervisory Board decided on 26 March 2020 to adjust the proposal regarding the appropriation of the balance sheet profit published in the Annual Report for the 2019 financial year. The German Stock Corporation Act states that, as a general rule, at least 4% of the share capital must be distributed to the shareholders from the balance sheet profit. The Executive Board and the Supervisory Board therefore propose that a dividend of 4% of the share capital be distributed to the shareholders and that the balance sheet profit for the 2019 financial year in the amount of EUR 153,522,351.39 be appropriated as follows:

Payment of a dividend of EUR 0.04 per no-par value share carrying dividend rights	EUR	4.718.667,76
Appropriation to revenue reserves	EUR	148.803.683,63
Profit carried forward	EUR	0,00
Balance sheet profit	EUR	153.522.351,39

The proposal regarding the appropriation of the balance sheet profit is based on the no-par value shares carrying dividend rights in existence on the date of the invitation. This takes into account the fact that the own shares the Company holds carry no entitlement to dividends pursuant to section 71b German Stock Corporation Act. Should the number of 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 0.04 per no-par value share carrying dividend rights for the completed 2019 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 transferred to the revenue reserves.

According to section 58(4) sentence 2 German Stock Corporation Act, the claim to the dividend is due on the third business day following the resolution by the Annual General Meeting, thus on 21 July 2020.

3. Resolution on the ratification of the actions of the Executive Board of KION GROUP AG for the 2019 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 2019 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 2019 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 2019 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 2020 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 2020 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 2020 financial year.

The Audit Committee has declared that its recommendation is free from improper influence by third parties and no clause restricting choice within the meaning of article 16(6) of the EU Audit Regulation was imposed on it (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

As a general rule, the auditor for the review of the half-yearly financial statements should be appointed before the end of the audit period. On account of the COVID-19 pandemic, it was not possible for the general meeting to appoint Deloitte GmbH Wirtschaftsprüfungsgesellschaft as auditor for the review of the half-yearly financial statements before 24:00 on 30 June 2020. In order to ensure that the review of the half-yearly financial statements and their publication run smoothly nevertheless, KION GROUP AG has already awarded a contract to Deloitte GmbH Wirtschaftsprüfungsgesellschaft to review the half-yearly financial statements on the basis of a resolution of the Supervisory Board on condition that the Annual General Meeting appoints Deloitte GmbH Wirtschaftsprüfungsgesellschaft as auditor, respectively. The audit contract will only take effect if the Annual General Meeting on 16 July 2020 passes a corresponding resolution.

6. Election of Supervisory Board members

The intention is not to have all shareholder representative positions on the Supervisory Board up for election at the same time in future. Instead, in future the terms of office of only four of the total of eight shareholder representatives shall expire at the same time, respectively (so-called staggered board). The term of office shall be five years in each case, meaning that, as a general principle, there will be elections for four shareholder representatives every two/three years.

In preparation for setting up a staggered board, the Supervisory Board members currently in office Jiang Kui, Dr. Christina Reuter, Hans Peter Ring and Xu Ping have resigned from their positions as members of the Supervisory Board with effect as of the end of the 2020 Annual General Meeting. The intention is for Jiang Kui, Dr. Christina Reuter, Hans Peter Ring and Xu Ping to now each be elected to the Supervisory Board for five years on the basis of a resolution adopted at the Annual General Meeting. When resigning from office Jiang Kui, Dr. Christina Reuter, Hans Peter Ring and Xu Ping already each stated that they will take up their positions as members of the Supervisory Board if they are reelected at the Annual General Meeting.

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% women and at least 30% men. The minimum proportion of 30% women and 30% 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 neither side of the Supervisory Board objecting 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.

The Supervisory Board – based on a corresponding proposal by the Nomination Committee of the Supervisory Board – proposes resolving that the persons specified below be 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 2024 financial year:

- Mr. Jiang Kui, resident in Jinan, People's Republic of China, president of Shandong Heavy Industry Group Co., Ltd. in Jinan, People's Republic of China;
- Dr. Christina Reuter, resident in Munich, Germany, Head of Digital Design, Manufacturing and Services (DDMS) at Operations at Airbus Defence and Space GmbH in Taufkirchen, Germany;
- Mr. Hans Peter Ring, resident in Munich, Germany, independent business consultant in Munich, Germany;
- Ms. Xu Ping, resident in Beijing, People's Republic of China, senior partner of the law firm King & Wood Mallesons in Beijing, People's Republic of China.

The Supervisory Board's proposals for election take account of the targets determined by the Supervisory Board regarding its

composition, and aim at fulfilling the overall profile of required skills and expertise for the entire body as worked out by the Supervisory Board. The intention is to carry out the elections to the Supervisory Board on an individual basis.

Information pursuant to section 125(1) sentence 5 German Stock Corporation Act and recommendations C.13 and C.14 of the German Corporate Governance Code

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

- All the persons nominated for election are already members of the Supervisory Board of the Company.
- Jiang Kui is a member of the Board of Directors of the listed Power Solutions International, Inc. in Wood Dale, USA, the listed Ballard Power Systems Inc. in Burnaby, Canada, the listed Shantui Construction Machinery Co., Ltd. in Jining, People's Republic of China, the listed SINOTRUK (Hong Kong) Limited in Hong Kong, People's Republic of China, the listed Weichai Power Co., Ltd. in Weifang, People's Republic of China, the non-listed Sinotruk (BVI) Limited, British Virgin Islands, the non-listed SINOTRUK Jinan Power Co. Ltd. in Jinan, People's Republic of China (in each case non-executive director), and a member and the chairman of the Board of Directors of the non-listed Weichai Ballard Hy-Energy Technologies Co. Ltd. in Weifang, People's Republic of China (non-executive director).
- Hans Peter Ring is a member of the Supervisory Board of the non-listed Airbus Defence and Space GmbH, with registered office in Ottobrunn, Germany, and of the non-listed Fokker Technologies Holding B.V. in Papendrecht, the Netherlands.

Apart from that, the persons nominated for election as members of the Supervisory Board are not members 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 the persons

nominated for election as members of the Supervisory Board and the Company, the bodies of KION GROUP AG or the shareholders with a significant stake in KION GROUP AG that go beyond their membership in the Supervisory Board of the Company and the relationships specified below, the disclosure of which relationships is recommended by recommendation C.13 of the German Corporate Governance Code:

- Mr. Jiang Kui is president of Shandong Heavy Industry Group Co., Ltd. in Jinan, People's Republic of China and a member of the Board of Directors of Weichai Power Co., Ltd. in Weifang, People's Republic of China (non-executive director). Shandong Heavy Industry Group Co., Ltd. indirectly holds a significant stake in Weichai Power Co., Ltd. Weichai Power Co., Ltd. indirectly holds a significant stake in KION GROUP AG.
- In her capacity as a lawyer, Ms. Xu Ping provides significant legal services to Weichai Power Co., Ltd. Weichai Power Co., Ltd. indirectly holds a significant stake in KION GROUP AG.

The candidates' CVs are printed following the agenda and published on the internet at www.kiongroup.com/agm.

7. Resolution on the creation of a new Authorized Capital 2020, and the corresponding amendment of the Articles of Association

The Executive Board was authorized, by a resolution adopted by the Annual General Meeting on 11 May 2017 under agenda item 9, 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).

The majority of the Authorized Capital 2017 was utilised in the 2017 financial year and has largely ceased to exist. A new Authorized Capital 2020 of EUR 11,809,000.00 is to be created so that the Executive Board, with the consent of the Supervisory Board, will have the possibility to strengthen the Company's equity capital base in the future as well.

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

a) Creation of a new Authorized Capital 2020

The Executive Board shall be authorized to increase the Company's share capital with the consent of the Supervisory Board once or repeatedly up to and including 15 July 2025 by up to a total of EUR 11,809,000.00 by issuing up to 11,809,000 new no-par value bearer shares against cash contributions in order to acquire new equity capital and liquid funds, in particular, to ensure and/or improve the Company's capability of refinancing and of servicing borrowings (Authorized Capital 2020). The total pro rata amount of the share capital attributable to the shares issued on the basis of the Authorized Capital 2020 may not exceed 10% of the share capital, either when this authorization comes into effect or when it is exercised. This restriction to 10% of the share capital shall also include the proportional amount of the share capital that is attributable to shares which may or must be issued in order to service bonds carrying a conversion or option right or a conversion or option obligation, if the bonds are issued during the term of the Authorized Capital 2020.

Shareholders shall be granted the statutory right to subscribe to the new shares. The Executive Board shall only be authorized to exclude the shareholders' subscription right in part, once or repeatedly, with the consent of the Supervisory Board, for fractional amounts.

The subscription right may also be granted to the shareholders by way of an indirect subscription right pursuant to section 186(5) German Stock Corporation Act or, in part, by way of a direct subscription right, and otherwise by way of an indirect subscription right pursuant to section 186(5) German Stock Corporation Act, if so determined by the Executive Board with the consent of the Supervisory Board.

Further, the Executive Board shall be authorized to determine the further details of the capital increase and its performance, in particular the content of the rights attached to the shares and the terms and conditions of the issue of shares, with the consent of the Supervisory Board.

b) Amendment of the Articles of Association

A new Article 4(5) shall be included into the Articles of Association as set out below, the former Article 4(5) becoming the new Article 4(6):

"The Executive Board shall be authorized to increase the Company's share capital with the consent of the Supervisory Board once or repeatedly up to and including 15 July 2025 by up to a total of EUR 11,809,000.00 by issuing up to 11,809,000 new no-par value bearer shares against cash contributions in order to acquire new equity capital and liquid funds, in particular, to ensure and/or improve the Company's capability of refinancing and of servicing borrowings (Authorized Capital 2020). The total pro rata amount of the share capital attributable to the shares issued on the basis of the Authorized Capital 2020 may not exceed 10% of the share capital, either when this authorization comes into effect or when it is exercised. This restriction to 10% of the share capital shall also include the proportional amount of the share capital that is attributable to shares which may or must be issued in order to service bonds carrying a conver-

sion or option right or a conversion or option obligation if the bonds are issued during the term of the Authorized Capital 2020.

Shareholders shall be granted the statutory right to subscribe to the new shares. The Executive Board shall only be authorized to exclude the shareholders' subscription right in part, once or repeatedly, with the consent of the Supervisory Board, for fractional amounts.

The subscription right may also be granted to the shareholders by way of an indirect subscription right pursuant to section 186(5) AktG, or in part also by way of a direct subscription right, and otherwise by way of an indirect subscription right pursuant to section 186(5) AktG, if so determined by the Executive Board with the consent of the Supervisory Board.

The Executive Board shall be authorized to determine the further details of the capital increase and its performance, in particular the content of the rights attached to the shares and the terms and conditions of the issue of shares, with the consent of the Supervisory Board."

c) Authorization to amend the Articles of Association

The Supervisory Board shall be authorized to amend the wording of Article 4 of the Articles of Association to reflect the issue of new shares from the Authorized Capital 2020 and, if the Authorized Capital 2020 has not been utilised or not been utilised in full on or before 15 July 2025, after the expiry of the authorization.

8. Resolution on the creation of a new authorization to issue bonds with warrants or convertible bonds or participation rights, the creation of a new Contingent Capital 2020, and the corresponding amendment of the Articles of Association

The Executive Board was authorized, by a resolution of the Annual General Meeting of 11 May 2017 under agenda item 10, to issue once or repeatedly, up to and including 10 May 2022, bearer or registered convertible bonds and/or bonds with warrants and/or participation rights and/or participation bonds carrying a conversion or option right and/or conversion or option obligation (or a combination of these instruments) in the total nominal amount of up to EUR 1,000,000,000.00 and to grant to or impose on the creditors of bonds conversion/option rights and/or conversion/option obligations to subscribe to a total of up to 10,879,000 new no-par value bearer shares of the Company with a pro rata amount of the share capital of up to EUR 10,879,000.00 in total. A Contingent Capital 2017 in the amount of EUR 10,879,000.00 was created to service the bonds.

No use has been made of the existing authorization so far. However, according to the resolution of the Annual General Meeting of 11 May 2017 under agenda item 10, the total amount of the shares issued in order to service bonds that are issued on the basis of the authorization may not exceed a pro rata amount of 10% of the then share capital. The shares that were and are issued during the term of the authorization from authorized capital will be counted towards this limit. Since a total of 9,300,000 new shares with a pro rata amount of the share capital of EUR 9,300,000.00 were issued on the basis of the Authorized Capital 2017 in the 2017 financial year, the existing authorization is only available as a basis for issuing up to 1,579,000 shares with which bonds with warrants or convertible bonds or participation rights could be serviced.

To ensure that the Company is also able to flexibly take advantage of attractive financing opportunities in the future, a new authorization to issue bonds with warrants or convertible bonds or participation rights as well as a new contingent capital (Contingent Capital 2020) are to be created.

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

a) Authorization to issue bonds with warrants or convertible bonds or participation rights

aa) Nominal amount, duration of the authorization, number of shares

The Executive Board is authorized to issue once or repeatedly, up to and including 15 July 2025, bearer or registered convertible bonds and/or bonds with warrants and/or participation rights and/or participation bonds carrying a conversion or option right and/or conversion or option obligation (or a combination of these instruments) in the total nominal amount of up to EUR 1,000,000,000.00 with or without a limited maturity term (hereinafter referred to collectively as “**Bonds**”) and to grant to or impose on the creditors of Bonds conversion/option rights and/or conversion/option obligations to subscribe to a total of up to 11,809,000 new no-par value bearer shares of the Company with a pro rata amount of the share capital of up to EUR 11,809,000.00 in total in accordance with the terms and conditions of the Bonds (hereinafter collectively referred to as the “**Bond Terms**”) in order to acquire new equity linked capital and liquid funds, in particular, to ensure and/or improve the Company’s capability of refinancing and of servicing borrowings. The Bonds may also have a variable interest rate, in terms of which the interest rate may be wholly or partially dependent on the amount of the net profit for the year, the balance sheet profit, or the dividend of the Company.

The total amount of the shares issued in order to service Bonds that are issued on the basis of this authorization may not exceed a pro rata amount of 10% of the share capital, either when this authorization comes into effect or when it is exercised. Shares that are issued during the term of this authorization from authorized capital will be counted towards this limit.

Bonds may only be issued for cash consideration.

The Bonds may be issued not only in Euro but also in the legal currency of an OECD country, as long as the corresponding equivalent in Euro is not exceeded. The Bonds may also be issued by domestic or foreign companies in which the Company directly or indirectly holds the majority of the votes and capital; in this case, the Executive Board shall be authorized, with the Supervisory Board's consent, to provide a guarantee for the Bonds on behalf of the Company and to grant the creditors of such Bonds conversion/option rights on shares of the Company or to perform conversion or option obligations related to shares of the Company, as well as to make additional declarations and carry out additional acts as are necessary for a successful issue. When Bonds are issued, they will generally be divided into partial debentures carrying equal rights.

bb) Granting of subscription rights, exclusion of subscription rights for fractional amounts only

Shareholders shall be granted a right to subscribe to the Bonds. If the Bonds are issued by domestic or foreign companies in which the Company directly or indirectly holds the majority of the votes and capital, the Company must ensure that the statutory subscription right is actually granted to the shareholders. The Executive Board is only authorized to exclude the shareholders' subscription right to the Bonds in part, once or repeatedly, for fractional amounts.

The subscription right may also be granted to the shareholders by way of an indirect subscription right pursuant to section 186(5) German Stock Corporation Act or, in part, by way of a direct subscription right, and otherwise by way of an indirect subscription right pursuant to section 186(5) German Stock Corporation Act, if so determined by the Executive Board with the consent of the Supervisory Board.

cc) Conversion right, conversion obligation

In the case of the issue of Bonds carrying a conversion right, the holders or creditors may convert their Bonds into shares of the Company in accordance with the Bond Terms. The proportional amount of the share capital of the shares to be issued at the time of conversion must not exceed the nominal amount of the Bond or an issue price of the Bond that is lower than the nominal amount, unless the difference is compensated by means of an additional payment to be made in cash. The exchange ratio is determined by dividing the nominal amount, or an issue price of a Bond which is lower than the nominal amount, by the fixed conversion price for a share of the Company. The exchange ratio may be rounded up or down to a whole number (or to a number of decimal places to be stipulated); moreover, an additional payment to be made in cash may also be determined. The Bond Terms may also provide for a variable exchange ratio. Should conversion rights arise in respect of fractions of shares, provision can also be made for these to be compensated in cash or to be combined so that conversion rights to subscribe to whole shares arise – as the case may be, subject to an additional payment.

The Bond Terms may also lay down a conversion obligation upon maturity or at another time, which may also be determined by a future event that is still uncertain at the time when the Bonds are issued. In the case of a conversion obligation, the Company may be authorized in the Bond Terms to settle in cash, in whole or in part, at the time of the mandatory conversion any difference between the nominal amount of the Bonds and the product of the exchange ratio and a stock exchange price of the shares that is to be defined in the Bond Terms. The stock exchange price to be applied for purposes of the calculation according to the above sentence shall be at least 80% of the share's market price that is relevant for the lower limit of the conversion price pursuant to lit. ee).

dd) Option right, option obligation

In the case of the issue of bonds with warrants, one or more warrants (*Optionsschein*) entitling the holder or creditor to subscribe to shares of the Company in accordance with the Bond Terms will be added to each Bond. The Bond Terms may also lay down an obligation to exercise the option upon maturity or at another time, which may also be determined by a future event that is still uncertain at the time when the Bonds are issued. It may be stipulated that the option price is variable.

The Bond Terms may also provide that the option price may be paid by transferring Bonds and, as the case may be, making an additional payment in cash. The proportional amount of the share capital of the shares to be subscribed must in this case not exceed the nominal amount of the Bond or an issue price of the Bond that is lower than the nominal amount, unless the difference is compensated by means of an additional payment to be made in cash. The subscription ratio is determined by dividing the nominal amount, or an issue price of a Bond which is lower than the nominal amount, by the fixed option price for a share of the Company. It may be stipulated that the subscription ratio is variable. The subscription ratio may be rounded up or down to a whole number (or to a number of decimal places to be stipulated); moreover, an additional payment to be made in cash may also be determined. Should subscription rights arise in respect of fractions of shares, provision may also be made for these to be compensated in cash or to be combined so that subscription rights to subscribe to whole shares arise – as the case may be, subject to an additional payment.

The term of the option right may not exceed the term of the Bond.

ee) Conversion price/option price, protection against dilution

The conversion or option price to be determined for a share must amount – also in case of a variable conversion or option price – to no less than 80% of the average price of the share of KION GROUP AG in Xetra trading (or a comparable successor system) during the respective period of time specified below:

- If the Bonds are not offered to the shareholders for subscription, the average price during the last three trading days at the Frankfurt Stock Exchange before the day when the Executive Board adopted the resolution to issue the Bond (date of the final decision to submit an offer for the subscription of Bonds or to declare the acceptance after a request for the submission of subscription offers was made) will be decisive.
- If the Bonds are offered to the shareholders for subscription, the average price during the last three trading days at the Frankfurt Stock Exchange prior to the date of announcement of the subscription period pursuant to section 186(2) sentence 1 German Stock Corporation Act or, if the final terms and conditions for the issue of the Bonds pursuant to section 186(2) sentence 2 German Stock Corporation Act are only announced during the subscription period, instead during the trading days at the Frankfurt Stock Exchange from the commencement of the subscription period until the date preceding the announcement of the final terms and conditions will be decisive.

The average price must be calculated in each case as the arithmetic mean of the closing auction prices on the relevant trading days. If no closing auction takes place, the closing auction price shall be replaced by the price which is determined in the last auction on each trading day, and in the absence of an auction by the last price determined on each trading day (in each case in Xetra trading or a comparable successor system).

By way of derogation from this, the following shall apply: In the cases of a conversion or option obligation or a right to sell shares within the meaning of lit. ff), a conversion or option price for a share may also be stipulated in accordance with the Bond Terms which is not lower than 80% of the volume-weighted average price of the share of KION GROUP AG in Xetra trading (or a comparable successor system) during the last ten trading days at the Frankfurt Stock Exchange prior to or after the date of final maturity or prior to or after the date of the obligatory conversion or of the exercise of the option obligation or the right to sell, also if such average price is below the minimum price resulting pursuant to the preceding paragraphs of this lit. ee).

Notwithstanding section 9(1) German Stock Corporation Act, the Bond Terms may provide for anti-dilution clauses in the event that the Company, during the conversion or option period, increases its share capital by granting its shareholders a subscription right, or issues further Bonds carrying a conversion or option right and/or conversion or option obligation, or grants or guarantees other option rights, and the holders of conversion or option rights or obligors of a conversion or option obligation are not granted a subscription right to an extent to which they would be entitled after their exercise of the conversion or option rights or after the performance of a conversion obligation. An adjustment of the conversion or option price may also be brought about by means of a payment in cash upon exercising the conversion or option right or performing the conversion or option obligation or by means of a reduction of any additional payment. The Bond Terms may also provide for a value-preserving adjustment of the conversion and/or option price with regard to other measures of the Company that may result in a dilution of the value of the conversion and/or option rights. Moreover, in the case of an acquisition of control by third parties, a customary adjustment of the option and conversion price as well as a reduction of the term can be stipulated.

In any event, the proportional amount of the share capital of the shares to be subscribed per Bond must not exceed the nominal amount of the Bond or an issue price of the Bond that is lower than the nominal amount, unless the difference is compensated by means of an additional payment to be made in cash.

ff) Further structuring options

The Bond Terms may provide for a right of the Company to grant the Bond creditors shares of the Company or of another listed company in whole or in part, instead of paying the amount of money due, when the Bonds mature (this also includes maturity due to termination) (right to sell).

The Bond Terms may determine that in the case of conversion or exercise of an option, the Company may also grant own shares, shares from authorized capital of the Company, or other consideration. The Bond Terms may also provide for the Company to not grant Company shares to those entitled or obliged to effect a conversion or exercise an option, but instead to pay the equivalent in cash. Moreover, the Bond Terms may also provide that the number of shares to be subscribed in case of an exercise of the option or conversion rights, or after the performance of the option or conversion obligations, or the pertinent conversion right may be variable and/or that the option or conversion price may be changed during the term within a range to be determined by the Executive Board, depending on the development of the share price or as a result of anti-dilution provisions.

gg) Authorization to determine the further Bond Terms

Subject to compliance with the above provisions, the Executive Board shall be authorized to determine the further details as regards the issuing and structuring of the Bonds, in particular the interest rate, issue price, maturity and denomination, conversion/option price and conversion/option period, or to determine these details in agreement with the company bodies of the companies issuing the Bonds in which the

Company directly or indirectly holds the majority of the votes and capital.

b) Creation of a new Contingent Capital 2020

The share capital of the Company shall be conditionally increased by up to EUR 11,809,000.00 by the issuance of up to 11,809,000 new no-par value bearer shares (Contingent Capital 2020).

The purpose of the Contingent Capital 2020 is to issue shares to the creditors of convertible and/or warrant bonds and/or participation rights and/or participation bonds carrying a conversion/option right and/or a conversion/option obligation (or a combination of such instruments), which will be issued based on the authorization granted by the Annual General Meeting of the Company on 16 July 2020 under agenda item 8 by KION GROUP AG or by domestic or foreign companies in which KION GROUP AG directly or indirectly holds the majority of the votes and the capital.

New shares shall be issued at the conversion or option price to be determined in accordance with the authorization granted by the Annual General Meeting of the Company on 16 July 2020 under agenda item 8. The conditional increase of the share capital shall be performed only to the extent to which the holders of conversion or option rights under the aforementioned Bonds exercise their conversion or option rights or conversion or option obligations under such Bonds are performed, and to the extent that the conversion or option rights and/or conversion or option obligations are not satisfied through own shares, shares from authorized Capital, or other consideration.

The new shares will participate in the profit as from the beginning of the financial year in which they are issued; by way of derogation from this, the Executive Board may determine, if permitted by law, that the new shares will participate in the profit as from the beginning of an earlier financial year for which, at the time of their issue, the general meeting has not yet adopted a resolution on the appropriation of the balance sheet profit.

The Executive Board shall be authorized to determine the further details of the performance of the conditional increase of the share capital.

c) Amendment of the Articles of Association

A new Article 4(7) shall be included into the Articles of Association as set out below:

“The share capital of the Company shall be conditionally increased by up to EUR 11,809,000.00 by the issuance of up to 11,809,000 new no-par value bearer shares (Contingent Capital 2020). The contingent capital increase shall be performed only to the extent that the holders of conversion or option rights under bonds carrying a conversion/option right and/or conversion/option obligation (or a combination of such instruments), which were issued by KION GROUP AG, or by domestic or foreign companies in which KION GROUP AG directly or indirectly holds the majority of the votes and capital, on the basis of the general meeting’s authorization resolution dated 16 July 2020, will exercise their conversion or option rights or perform their conversion or option obligations under such bonds, and to the extent that the conversion or option rights and/or conversion or option obligations are not satisfied through own shares, shares from authorized capital, or other consideration.

The new shares shall participate in the profit as from the beginning of the financial year in which they are issued; by way of derogation from this, the Executive Board may determine, if permitted by law, that the new shares will participate in the profit as from the beginning of an earlier financial year for which, at the time of their issue, the general meeting has not yet adopted a resolution on the appropriation of the balance sheet profit. The Executive Board shall be authorized to determine the further details of the performance of the conditional increase of the share capital.”

d) Authorization to amend the Articles of Association

The Supervisory Board shall be authorized to amend the wording of Article 4 of the Articles of Association to reflect

the issue of new shares from the Contingent Capital 2020. The same shall apply to the extent that the authorization to issue convertible bonds, bonds with warrants, participation rights and/or participation bonds with or without a conversion or option right or conversion or option obligation in accordance with the Annual General Meeting's resolution of 16 July 2020 will not be exercised during the term of the authorization or the respective option or conversion rights or option or conversion obligations have lapsed because the exercise periods have expired or for another reason.

9. Resolution on the amendment of the corporate purpose and corresponding amendment of the Articles of Association

The corporate purpose of KION GROUP AG is laid down in Article 2 of the Articles of Association. The current version of Article 2(1) of the Articles of Association reads as follows:

“The purpose of the Company shall be the holding, acquiring, managing and selling of interests in enterprises of any legal form, in particular enterprises being active in the development, production and sale of industrial trucks, warehouse equipment (material handling) and mobile hydraulics, software and automation/robotics solutions in the area of logistics, including related services and consulting services and similar activities, as well as assuming management holding functions against consideration, other services against payment, and lease financing vis-à-vis affiliated companies.”

Within the KION Group the areas of research & development, software development, IT, data protection, Digital Campus and mobile automation, in particular, are largely managed group-wide by KION GROUP AG. The group-wide management of the activities of the KION Group in these areas also affects operational activities of KION GROUP AG. The Executive Board and the Supervisory Board are of the opinion that the corporate purpose as laid down in the Articles of Association should be worded in such a way as to make it clearer that KION GROUP AG itself also provides support for the operations of KION Group in this respect. This will not change anything with regard to KION GROUP AG's function as the group parent, focusing

on group management and coordination as well as central, interdepartmental functions across the entire group.

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

“The purpose of the Company shall be the holding, acquiring, managing and selling of interests in enterprises of any legal form, in particular enterprises being active in the development, production and sale of industrial trucks, warehouse equipment (material handling) and mobile hydraulics, software and automation/robotics solutions in the area of logistics, including related services and consulting services and similar activities, as well as conducting operations of its own in the aforementioned areas, assuming management holding functions against consideration, other services against payment, and lease financing vis-à-vis affiliated companies.”

10. Resolution on a clarification regarding the Supervisory Board remuneration, and corresponding amendment to the Articles of Association

Work on the Supervisory Board is increasing in terms of the volume and the level of professionalism, requiring more meetings and working formats that differ from those customary to date, e.g. remote-only meetings. Article 18(4) of the Articles of Association states that the members of the Supervisory Board receive an attendance fee for participation in physical meetings of the Supervisory Board and its committees. The Articles of Association state that Supervisory Board members who participate in physical meetings by way of video or telephone conference also receive an attendance fee. They do not, however, state specifically whether Supervisory Board members also receive an attendance fee for participating in meetings held solely by video/telephone conference, at which there are not several Supervisory Board members physically present at a meeting venue. It does not seem justified to treat physical meetings in which individual Supervisory Board members participate by way of a video or telephone conference differently to meetings held entirely via video or telephone conference. The attendance fee shall remain the same. As is currently already the case, no attendance fee shall be paid for participation in remote

meetings held simply for the purpose of sharing information.

The Executive Board and the Supervisory Board therefore propose that article 18(4) of the Articles of Association be revised as follows:

“Furthermore, the members of the supervisory board shall receive for each participation in a physical meeting of the supervisory board and its committees an attendance fee of EUR 1,500.00 per meeting day. ‘Physical meetings’ in this sense shall also include convened meetings held in the form of video or telephone conferences. The participation by way of video or telephone conference shall qualify as participation within the meaning of this clause. Should there be several meetings on a single day, the attendance fee shall be paid only once. No attendance fee shall be paid for participation in appointments not convened as a meeting and simply for the purpose of sharing information.”

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

KION GROUP AG and Dematic Holdings GmbH entered into the following Domination and Profit and Loss Transfer Agreement on 31 January 2020:

“Domination and Profit and Loss Transfer Agreement

between

KION GROUP AG, having its registered seat in Frankfurt am Main, registered in the commercial register of the local court of Frankfurt am Main under no. HRB 112163, with registered business address at Thea-Rasche-Straße 8, 60549 Frankfurt am Main (the **“Controlling Enterprise”**);

and

Dematic Holdings 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 113341, with registered business address at Thea-Rasche-Straße 8, 60549 Frankfurt am Main (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 pursuant to the provisions of § 301 of the German Stock Corporation Act as amended from time to time to the Controlling Enterprise. 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 profit reserves (section 272(3) German Commercial Code) with the exception of statutory reserves 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 by notarial record; 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 - in compliance with the requirements of a tax group within the meaning of §§ 14, 17 German Corporate Income Tax Act and § 2 para. 2 2nd sentence German Trade Tax Act - 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.*
- 6.4 *The provisions of this agreement shall be construed in a manner, that they comply with the requirements of the recognition of a tax group within the meaning of §§ 14, 17 German Corporate Income Tax Act and § 2 para. 2 2nd sentence German Trade Tax Act."*

KION GROUP AG has a direct 100% share in Dematic Holdings 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 of Dematic Holdings 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 available on the website during the Company's Annual General Meeting.

The shareholder's meeting of Dematic Holdings 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 Dematic Holdings GmbH.

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

Further information about the candidates nominated for election as members of the Supervisory Board in agenda item 6

Jiang Kui, Jinan, People's Republic of China

Member of the Supervisory Board of KION GROUP AG / its legal predecessor, KION Holding 1 GmbH, since December 2012

Personal information:

Year of birth: 1964

Nationality: Chinese

Current profession:

President of Shandong Heavy Industry Group Co., Ltd. in Jinan, People's Republic of China (since 2009)

Career:

2012 - 2020	Member of the management of the non-listed Hydraulics Drive Technology Beteiligungs GmbH in Aschaffenburg, Germany
2012 - 2013	Chairman of the Supervisory Board of Linde Hydraulics Verwaltungs GmbH in Aschaffenburg, Germany
2009 - 2016	Member of the Board of Directors of Shandong Heavy Industry Group Co., Ltd. in Jinan, People's Republic of China
2008 - 2015	Member of the Board of Directors of Weichai Holding Group Co., Ltd. in Weifang, People's Republic of China
2000 - 2008	Vice president of Shantui Construction Machinery Co., Ltd. in Jining, People's Republic of China

Education:

2003 - 2004	Wright State University in Dayton, USA (Master of Business Administration)
1983 - 1988	Tsinghua University in Beijing, People's Republic of China (bachelor's degree in Engineering)

Relevant knowledge, skills and professional experience:

Jiang Kui has special experience in the fields of the automotive industry, components and drive technology. He has experience in the fields of intralogistics and automation, in particular with regard to the automation in intralogistics as well as in the field of service/after-sales business, in particular in intralogistics. Further, Jiang Kui

has special experience in the development of international marketing and product range strategies as well as special expertise in technological development and assessment. He has expertise relating to service/after-sales business models, as well as to the technological development in this area. Also, he has a deeper understanding of the Asian markets. Further, Jiang Kui has experience in the management of companies operating internationally, including the development of corporate culture and corporate organization and as a supervisory board member in companies with an international presence. Moreover, he has experience and expertise relating to corporate governance and compliance principles as well as their implementation in at least two of the regions relevant to the company and, further, in the fields of capital markets and international financing. Jiang Kui has experience in the fields of company acquisition and cooperation.

Other substantial activities:

In the Shandong Heavy Industry Group:

Since 2017 Member of the Board of Directors of the listed Shantui Construction Machinery Co., Ltd. in Jining, People's Republic of China (non-executive director)

In the Weichai Group:

Since 2018 Member and chairman of the Board of Directors of the non-listed Weichai Ballard Hy-Energy Technologies Co., Ltd. in Weifang, People's Republic of China (non-executive director)

Since 2017 Member of the Board of Directors of the listed Power Solutions International, Inc. in Wood Dale, USA (non-executive director)

Since 2012 Member of the Board of Directors of the listed Weichai Power Co., Ltd. in Weifang, People's Republic of China (non-executive director)

In the Sinotruk Group:

Since 2018 Member of the Board of Directors of the non-listed Sinotruk (BVI) Limited, British Virgin Islands (non-executive director)

Since 2018 Member of the Board of Directors of the listed SINOTRUK (Hong Kong) Limited in Hong Kong, People's Republic of China (non-executive director)

Since 2018 Member of the Board of Directors of the non-listed SINOTRUK Jinan Power Co. Ltd. in Jinan, People's Republic of China (non-executive director)

Others:

Since 2019 Member of the Board of Directors of the listed Ballard Power Systems Inc. in Burnaby, Canada (non-executive director)

Dr. Christina Reuter, Munich, Germany

Member of the Supervisory Board of KION GROUP AG since May 2016

Personal information:

Year of birth: 1985

Nationality: German

Current profession:

Head of Digital Design, Manufacturing and Services (DDMS) at Operations at Airbus Defence and Space GmbH in Taufkirchen, Germany (since 2020)

Career:

2019 - 2020	Head of Operations OTN FHN, Spacecraft Equipment at Airbus Defence and Space GmbH in Taufkirchen, Germany
2017 - 2018	Head of Central Manufacturing Engineering and Operational Excellence, Space Equipment Operations at Airbus Defence and Space GmbH in Taufkirchen, Germany
2014 - 2016	Senior trainer at the Lean Enterprise Institute in Aachen, Germany
2014 - 2016	Chief Engineer/Head of Department, Laboratory for Machine Tools and Production Engineering (WZL), Aachen University in Aachen, Germany; Production Systems Chair, part of a supra-regional center of excellence for "Industry 4.0"
2012 - 2013	Head of Research Group Production Logistics at WZL, Aachen University in Aachen, Germany
2010 - 2013	Project Manager / Scientific Research Assistant at WZL, Aachen University in Aachen, Germany

Education:

2010 - 2014 Laboratory for Machine Tools and Production Engineering (WZL), Aachen University in Aachen, Germany, graduation to Dr. Ing.

2008 - 2009	Tsinghua University in Beijing, People's Republic of China, Master of Industrial Engineering
2004 - 2010	Aachen University in Aachen, Germany, Diploma Program, Industrial Engineering with focus on Mechanical Engineering

Relevant knowledge, skills and professional experience:

Dr. Christina Reuter has special experience in the fields of automotive industry, components and drive technology, intralogistics, as well as, notably, in the fields of digitalization and automation, in particular of automation in intralogistics. She has special knowledge relation to technological development and assessment, to of service/after-sales business models, as well as to the technological developments in this area.

Other substantial activities:

No other substantial activities.

Hans Peter Ring, Munich, Germany

Member of the Supervisory Board of KION GROUP AG since June 2013

Personal information:

Year of birth: 1951

Nationality: German

Current profession:

Independent business consultant in Munich, Germany (since 2013)

Career:

2002 - 2012	Chief Financial Officer of EADS NV (now Airbus SE) in Leiden, the Netherlands, until 2007 also member of the Board of Directors of EADS NV in Leiden, the Netherlands and, in 2007/2008, additionally Chief Financial Officer of Airbus SAS in Toulouse, France, as part of EADS NV
1996 - 2002	Senior Vice President Controlling of DASA AG in Ottobrunn, Germany and EADS NV in Leiden, the Netherlands
1992 - 1995	Chief Financial Officer of Dornier Luftfahrt GmbH in Oberpfaffenhofen, Germany

1990 - 1991	Head of Controlling for the aviation and defense divisions of DASA AG in Ottobrunn, Germany
1987 - 1990	Head of Controlling for the missiles division of Messerschmitt-Bölkow-Blohm Gesellschaft mit beschränkter Haftung (MBB) in Ottobrunn, Germany
1977 - 1987	Various commercial positions at Messerschmitt-Bölkow-Blohm Gesellschaft mit beschränkter Haftung (MBB) in Ottobrunn, Germany

Education:

1976	Degree in Business Administration after studies of Business Administration at the University of Erlangen-Nuremberg, Germany
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Relevant knowledge, skills and professional experience:

Hans Peter Ring has experience in the fields of aviation, aerospace, and defense industries, the component and supplier industries, technology development, automation, in particular the automation of intralogistics and the service/after-sales business, as well as, generally in intralogistics. He has special experience in the field of the development of international marketing and product range strategies. Further, he has deeper understanding of EMEA, American and Asian markets. Furthermore, Hans Peter Ring has special experience in the management of companies operating internationally, including the development of corporate culture and corporate organization as well as a supervisory board member in companies with an international presence. Moreover, he has special experience and knowledge relating to corporate governance and compliance principles as well as their implementation in at least two of the regions relevant to the company, with regard to accounting and auditing and in the fields of capital markets and international financing. Furthermore, Hans Peter Ring has special experience in the fields of company acquisition and cooperation.

Other substantial activities:

Since 2014	Member of the Supervisory Board of non-listed Airbus Defence and Space GmbH, with registered office in Ottobrunn, Germany
Since 2013	Member of the Supervisory Board of non-listed Fokker Technologies Holding B.V. in Papendrecht, the Netherlands

Xu Ping, Beijing, People's Republic of China

Member of the Supervisory Board of KION GROUP AG since June 2015

Personal information:

Year of birth: 1972

Nationality: Chinese

Current profession:

Senior Partner of the law firm King & Wood Mallesons in Beijing, People's Republic of China (since 2000; since 2014 also a member of the Management Committee)

Career:

1996 - 2002 Legal counsel at the China National Technical Import & Export Corporation in Beijing, People's Republic of China

1995 - 2000 Legal counsel at Taylor Wessing in Shanghai and Beijing, People's Republic of China

Education:

2003 - 2004 Stanford Law School in Palo Alto, USA (Master of Laws, LL.M.)

1989 - 1993 University of International Business and Economics in Beijing, People's Republic of China (Bachelor of Laws, LL.B.)

Relevant knowledge, skills and professional experience:

Xu Ping has special experience in the fields of the automotive industry, components, and drive technology, intralogistics as well as automation, in particular in investment, mergers and acquisitions in these fields. Also, she has special experience in the field of service/after-sales business, in particular in intralogistics and in the development of international marketing and product range strategies. Further, Xu Ping has expertise in the fields of digitization and automation. She has special expertise in technological development and assessment, service/after-sales business models, as well as strategic planning in this area. Xu Ping has special deeper understanding of the APEC market and other international markets. Further, she has special experience in corporate governance and as a Supervisory Board member in companies with an international presence. Moreover, she has special experience and expertise with regard to

accounting and auditing.

Other substantial activities:

Since 2017 Visiting professor at the University of International Business and Economics Law in Beijing, People's Republic of China

Report of the Executive Board on agenda item 7

The Executive Board is to continue to have the possibility of making use of financing options to strengthen the Company's equity capital base with the consent of the Supervisory Board in the future. It was authorized, by a resolution adopted by the Annual General Meeting on 11 May 2017 under agenda item 9, 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). The majority of the Authorized Capital 2017 was utilised in the 2017 financial year and has largely ceased to exist.

It is therefore intended to create a new authorized capital.

For this reason, the Executive Board and the Supervisory Board propose to the Annual General Meeting under agenda item no. 7 that new authorized capital of up to a total of EUR 11,809,000.00 be created by the issuance of up to 11,809,000 new no-par value bearer shares against cash contributions in order to acquire new equity capital and liquid funds to ensure and/or improve the Company's capability of refinancing and of servicing borrowings (Authorized Capital 2020). The Executive Board is to be authorized to issue shares on the basis of the Authorized Capital 2020 up to and including 15 July 2025 with the consent of the Supervisory Board.

The issuance of new shares on the basis of the proposed Authorized Capital 2020 is restricted in that the total pro rata amount of the share capital attributable to the shares may not exceed 10% of the share capital, either when this authorization comes into effect or when it is exercised. This restriction to 10% of the share capital is also to include the proportional amount of the share capital that is attributable to shares which may or must be issued in order to service bonds carrying a conversion or option right or a conversion or option obligation, if the bonds are issued during the term of the Authorized Capital 2020. Because of this capital limit, the total extent of any

issuance of shares on the basis of the authorized capital and the issuance of bonds is restricted to 10% of the current share capital. In this way, shareholders will be protected to a particularly high degree against dilution of their holdings.

By way of the proposed Authorized Capital 2020, the Executive Board of KION GROUP AG will be enabled to align the equity base of KION GROUP AG to the business requirements at any time within the specified limits and to act quickly and flexibly in the interest of the Company. In order to be able to do so, the Company must always have the necessary instruments for procuring capital available, regardless of the specific utilisation plans. As decisions on the coverage of capital requirements normally need to be made on short notice, it is important that the Company does not have to wait for the next annual general meeting and does not have to call an extraordinary general meeting either. The instrument of authorized capital has been created by the legislator to address the need to procure capital on short notice. Common reasons for utilising authorized capital include to strengthen the equity capital base and to ensure and/or improve the Company's ability to refinance.

If and when the Authorized Capital 2020 is utilised, the shareholders will generally have a subscription right. The proposed authorization provides for the Executive Board to be allowed – in accordance with the legal provisions – to partially exclude the shareholders' subscription rights for fractional amounts only once or repeatedly with the consent of the Supervisory Board. The subscription right may also be granted to the shareholders such that the new shares are acquired by one or several credit institutions along with the duty to offer them to shareholders for subscription (so-called indirect subscription right) pursuant to section 186(5) German Stock Corporation Act or in part also by way of a direct subscription right, and otherwise by way of an indirect subscription right pursuant to section 186(5) German Stock Corporation Act, if so determined by the Executive Board with the consent of the Supervisory Board.

Exclusion of the subscription right for fractional amounts

An exclusion of the subscription right for fractional amounts shall allow for a practicable subscription ratio and shall thus facilitate the technical implementation of a capital increase. The value of the fractional amounts is normally low, whereas the time and effort required to issue shares without excluding the subscription right for fractional amounts is regularly much higher. The new shares that will

be excluded from the shareholders' subscription right as so-called "non-allocable fractional amounts" will be used in the best possible way for the Company. The exclusion of the subscription right in these cases will thus serve to make an issue and its implementation more practicable and feasible.

Further information

The Executive Board will carefully consider whether it would be in the interest of the Company to make use of the Authorized Capital 2020; the Executive Board will consider also and in particular whether a possible exclusion of the subscription right for fractional amounts is objectively justified in each specific case. The Executive Board will report to the next general meeting on any utilisation of the authorization.

Report of the Executive Board on agenda item 8

An adequate capital base and adequate financing are material bases for the further development of KION GROUP AG and for a successful market presence. By issuing convertible and/or bonds with warrants, participation rights and/or participation bonds, the Company can – depending on the market situation and its financing needs – take advantage of attractive financing opportunities at comparatively low interest rates, for example to procure favorable debt capital for the Company. Further, the Company will benefit from the conversion and option premiums obtained when issuing such bonds.

The authorization of the Executive Board resolved in the Annual General Meeting of 11 May 2017 under agenda item 10 to issue bonds with warrants or convertible bonds or participation rights remains in force until 10 May 2022. It has not yet been utilised, but is only very limitedly available for utilisation: According to the resolution of the Annual General Meeting of 11 May 2017 under agenda item 10, the total amount of the shares issued in order to service bonds that are issued on the basis of the authorization may not exceed a pro rata amount of 10% of the then share capital. The shares that were and are issued during the term of the authorization from authorized capital will be counted towards this limit. Since a total of 9,300,000 new shares with a pro rata amount of the share capital of EUR 9,300,000.00 were issued on the basis of the Authorized Capital 2017 in the 2017 financial year, the existing authorization is only available as a basis for issuing up to 1,579,000 shares with which bonds with warrants or convertible bonds or participation

rights could be serviced.

The Executive Board and the Supervisory Board consider it reasonable to continue to enable the Company in future to issue convertible bonds and/or bonds with warrants, participation rights and/or participation bonds in a flexible manner. The new authorization to issue bonds which is proposed under agenda item 8 and the Contingent Capital 2020 which is also proposed will enable the Executive Board to issue, once or repeatedly, up to and including 15 July 2025, bearer or registered convertible bonds and/or bonds with warrants and/or participation rights and/or participation bonds carrying a conversion or option right and/or conversion or option obligation (or a combination of these instruments) in the total nominal amount of up to EUR 1,000,000,000.00 with or without a limited maturity term (hereinafter referred to collectively as **"Bonds"**) and to grant to or impose on the creditors of Bonds conversion/option rights and/or conversion/option obligations to subscribe to a total of up to 11,809,000 new no-par value bearer shares of the Company with a pro rata amount of the share capital of up to EUR 11,809,000.00 in total in accordance with the terms and conditions of the Bonds (hereinafter collectively referred to as the **"Bond Terms"**) in order to acquire new equity linked capital and liquid funds to ensure and/or improve the Company's capability of refinancing and of servicing borrowings. The authorization proposed in agenda item 8 will also enable the Executive Board to issue the Bonds with a variable interest rate, in terms of which the interest rate may be wholly or partially dependent on the amount of the net profit for the year, the balance sheet profit, or the dividend of the Company.

The issuance of Bonds is restricted in that the total amount of the shares issued in order to service Bonds that are issued on the basis of this authorization may not exceed a pro rata amount of 10% of the share capital, either when this authorization comes into effect or when it is exercised. Shares that are issued during the term of this authorization from authorized capital will be counted towards this limit. Because of this capital limit, the total extent of any issuance of shares on the basis of the issuance of Bonds and authorized capital is restricted to 10% of the current share capital. In this way, shareholders will be protected to a particularly high degree against dilution of their holdings.

The possibility provided for in the authorization to the effect that Bonds may also be issued with a conversion or option obligation upon maturity or at other times extends the scope for structuring financing instruments of this kind.

Bonds may only be issued for cash consideration.

When issuing Bonds, the Company shall be able, depending on the market situation, to make use of the German or international capital markets and issue Bonds not only in Euro but also in the legal currency of an OECD country, however, limited to the equivalent value in Euro. The Bonds may also be issued by domestic or foreign companies in which the Company directly or indirectly holds the majority of the votes and capital (hereinafter also a **“Majority-Owned Subsidiary”**); in this case, the Executive Board will, with the consent of the Supervisory Board, be authorized to provide a guarantee for the Bonds on behalf of the Company and to grant the creditors of such Bonds conversion and/or option rights on shares of the Company and/or perform conversion or option obligations in shares of the Company, as well as to make other declarations and take other actions which may be required for a successful issue. When Bonds are issued, they will generally be divided into partial debentures carrying equal rights.

The proposed Contingent Capital 2020 shall enable the Company to issue shares to the creditors of Bonds which are issued on the basis of the authorization that is to be newly created under agenda item 8. The nominal value of the Contingent Capital 2020 corresponds to 10% of the current share capital of the Company. The new shares from the Contingent Capital 2020 shall be issued at the conversion or option price to be determined in each case in accordance with the authorization. Pursuant to section 193(2) no. 3 German Stock Corporation Act, the authorization will merely define the bases for determining the relevant minimum issue price so as to give the Company the necessary flexibility when determining the terms and conditions. The conditional increase of the share capital shall be performed only to the extent that conversion or option rights under issued Bonds are exercised or conversion or option obligations under such Bonds are performed, and to the extent that the conversion or option rights and/or conversion or option obligations are not satisfied through own shares, shares from authorized capital, or other consideration.

When Bonds with a conversion or option right or a conversion or option obligation are issued, the shareholders are generally entitled to a subscription right (section 221(4) German Stock Corporation Act in conjunction with section 186(1) German Stock Corporation Act). If the Bonds are issued by a Majority-Owned Subsidiary

of KION GROUP AG, KION GROUP AG must ensure that shareholders are granted the statutory subscription right. To simplify the settlement procedure, the Executive Board may, with consent of the Supervisory Board, grant shareholders the subscription right such that the Bonds are subscribed to by one or several credit institutions pursuant to section 186 (5) German Stock Corporation Act, which must undertake to offer them to the shareholders for subscription (so-called indirect subscription right).

In this regard, the Executive Board shall – with the consent of the Supervisory Board – also be permitted to determine that the subscription right in part shall be a direct subscription right and otherwise an indirect subscription right. In particular, it may be appropriate and in the Company's interest for financial reasons to offer a principal shareholder entitled to subscription, who has committed to the subscription of a fixed number of (partial) Bonds in advance, such Bonds directly for subscription, in order to thus avoid the issuing banks' fees that would be otherwise incurred by the Company in case of an indirect subscription right. This does not entail any restriction of the content of the subscription right for those shareholders to whom the Bonds are offered by way of an indirect subscription right.

In accordance with the legal provisions, the Executive Board is to be authorized only to exclude the shareholders' subscription right in part, once or repeatedly, with the consent of the Supervisory Board, for fractional amounts.

Exclusion of the subscription right for fractional amounts

The exclusion of the subscription right for fractional amounts shall allow for a practicable subscription ratio and shall thus facilitate the technical performance of the issue of Bonds. As a general rule, the value of the fractional amounts is low, whereas the time and effort required to issue Bonds without an exclusion of the subscription right for fractional amounts is regularly much higher. The Bonds that are excluded from the subscription right due to such fractional amounts shall be utilised in the best possible manner for the Company. The exclusion of the subscription right in these cases will thus serve to make an issue and its implementation more practicable and

feasible.

Further information

The Executive Board will carefully consider in each case whether it would be in the interest of the Company to make use of the proposed authorization to issue Bonds; in this regard, the Executive Board will consider also and in particular whether a possible exclusion of the subscription right for fractional amounts is objectively justified in a specific case. The Executive Board will report to the next general meeting on any utilisation of the authorization.

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 123,306 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 exercising voting rights and other rights and options in connection with the virtual Annual General Meeting

With the approval of the Supervisory Board, the Executive Board decided to hold the Annual General Meeting as a virtual general meeting without attendance in person of the shareholders or their proxies in accordance with section 1(2) of the COVID-19 Measures Act.

1. Registration for the virtual Annual General Meeting and evidence of eligibility

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 exercise rights and options in connection with the virtual Annual General Meeting, in particular voting rights. Notice of registration must be given in text form in either German or English.

Shareholders must provide evidence of their right to exercise rights and options in connection with the virtual Annual General Meeting, in particular 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 Annual General Meeting, i.e. to **0:00 on 25 June 2020** (CEST) (“record date”).

Only persons who have furnished evidence of eligibility will be deemed to be shareholders of the Company for the purpose of exercising the rights and options in connection with the virtual

Annual General Meeting, in particular voting rights. This means that shareholders who have only acquired their shares after the record date will not be able to exercise rights and options in connection with the virtual Annual 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 exercise rights and options in connection with the virtual Annual General Meeting, in particular 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 9 July 2020** (CEST)

- at the address

KION GROUP AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany or

- at the fax number
+49 89 889 690 655 or

- at the e-mail address
KION@better-orange.de

In particular due to the current circumstances in connection with the coronavirus pandemic, postal deliveries may be delayed. For this reason, we recommend registering and submitting evidence of eligibility by fax or e-mail.

Upon timely receipt of registration and evidence of eligibility by the Company, shareholders and/or their proxies will be sent an **“AGM ticket”** for the virtual Annual General Meeting. Shareholders are requested to register and supply evidence of eligibility as early as possible in order to ensure they receive their AGM tickets in time. The AGM tickets contain individual access data for the Company’s password-protected Internet service accessible at the Internet address www.kiongroup.com/agm (hereinafter: **“Online Service”**). Via the Online Service, share-

holders and their proxies can follow the video and audio stream of the Annual General Meeting (see “Broadcast of the Annual General Meeting on the Internet” below) and cast their votes by postal vote (see “Procedure for voting by post” below) or by Company proxy appointed by the Company (see “Procedure for voting by Company proxy” below). Shareholders and their proxies also have the ability to submit questions via the Online Service before the virtual Annual General Meeting (see “Ability to submit questions” below) and the ability to object to resolutions of the virtual Annual General Meeting (see “Ability to object” below).

2. Notes on postal votes

Shareholders may cast their votes in connection with the virtual Annual General Meeting by post. To do so, shareholders must also register in good time and evidence of eligibility 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”.

3. Notes on casting votes by proxy

In addition to voting in connection with the virtual Annual General Meeting by postal vote, shareholders may also vote by proxy, which can, for example, be a credit institution, 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 eligibility must be received by the Company in good time in the manner described above.

For further details on voting by proxy, please see the sections “Procedure for voting by proxy” and “Procedure for voting by Company proxy”.

III. Broadcast of the virtual Annual General Meeting on the Internet

Shareholders or their proxies who register for the Annual General Meeting on time and submit evidence of eligibility to

the Company in good time can, after entering their access information, follow the entire virtual Annual General Meeting in video and audio via the Online Service.

The chairman's remarks at the beginning of the virtual Annual General Meeting and the chief executive officer's report will also be streamed and made available to the public by means of video and audio transmission at www.kiongroup.com/agm; these will be available as recordings following the virtual Annual General Meeting.

IV. Procedure for casting votes

Once shareholders have duly and properly registered and supplied their evidence of eligibility, they may cast their votes themselves by postal vote. They may however also cast their votes by proxy, in particular by Company proxies appointed by the Company.

1. Procedure for voting by post

Postal votes can be cast either (i) by post, fax, or email or (ii) via the Online Service.

a) For postal vote **by post, fax, or e-mail**, please use the postal vote form on the AGM ticket. Postal votes cast by post, fax, or e-mail must be received by the Company by no later than **18:00 on 15 July 2020 (CEST)**

- at the address
KION GROUP AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany or
- at the fax number
+49 89 889 690 655 or
- at the e-mail address
KION@better-orange.de

This also applies to changes or withdrawals of postal votes cast by post, fax, or e-mail.

- b) Postal voting can be performed **via the Online Service up to the start of vote counting** at the virtual Annual General Meeting using the procedure specified by the Company. Postal votes already cast can be changed or withdrawn up to the start of vote counting at the virtual Annual General Meeting via the Company's Online Service on the Internet using the access data specified. This also applies to postal votes cast on time by post, fax, or e-mail.
- c) Intermediaries within the meaning of section 135(1) German Stock Corporation Act or other persons and institutions (such as shareholders' associations) treated as equivalent to intermediaries pursuant to section 135(8) German Stock Corporation Act with proxy authorizations may also avail themselves of postal votes. The Company will provide them with a means to cast votes electronically or the corresponding forms upon request.
- d) If declarations on the casting, change, or revocation of postal votes are received via more than one of the possible channels post, fax, e-mail, and Online Service, the declaration received most recently and on time shall be binding.
- e) Postal votes do not preclude voting by proxy (see "Procedure for voting by proxy" below). Votes cast by proxy, including a Company proxy appointed by the Company, shall be considered to revoke postal votes already cast.
- 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.

2. Procedure for voting by proxy

Shareholders who do not wish to exercise their voting rights themselves by postal vote, 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 an intermediary within the meaning of section 135(1) German Stock Corporation Act nor another person or institution (such as a shareholders' association) treated as equivalent to an intermediary pursuant to section 135(8) 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 postal votes cast by post, fax, or e-mail (under IV.1.a.) 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 postal votes cast by post, fax, or e-mail (under IV.1.a.). Proxies can exercise rights and options of shareholders via the Online Service using the access data of the shareholder they represent.

- b) The statutory provisions, in particular section 135 German Stock Corporation Act, apply to proxy authorizations granted to intermediaries within the meaning of section 135(1) German Stock Corporation Act or other persons or institutions (such as shareholders' associations) treated as equivalent to intermediaries pursuant to section 135(8) 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.
- d) Please refer your proxies to the information on data protection which is set out in section VII. below.

3. Procedure for voting by Company proxy

Shareholders may also cast their votes by Company proxies 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 object to general meeting resolutions or to submit questions or 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, to the extent that such motions or candidate nominations are voted on at the virtual Annual General Meeting.
- 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 voting by postal vote by **post, fax, or e-mail** by **18:00 on 15 July 2020 (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.

- d) Authorizations and instructions to Company proxies can be issued **via the Online Service up to the start of vote counting** at the virtual Annual General Meeting using the procedure specified by the Company.
- e) Authorizations and instructions already issued to Company proxies can be changed or withdrawn up to the start of vote counting at the virtual Annual General Meeting via the Online Service. This also applies to authorizations and instructions issued on time to Company proxies by post, fax, or e-mail.
- f) Intermediaries within the meaning of section 135(1) German Stock Corporation Act or other persons and institutions (such as shareholders' associations) treated as equivalent to intermediaries pursuant to section 135(8) German Stock Corporation Act with proxy authorizations may also avail themselves of Company proxies appointed by the Company. The Company will provide them with a means to authorize and instruct the Company proxies electronically or the corresponding forms upon request.
- g) If declarations on the issuing, amendment or revocation of proxy authorizations and instructions to Company proxies are received by the Company via more than one of the possible channels post, fax, e-mail, and Online Service, the declaration received most recently and on time shall be binding.
- h) Authorization of the Company proxies appointed by the Company shall not preclude voting by post. Votes cast by post shall be considered to revoke prior proxy authorizations and instructions to Company proxies appointed by the Company.
- i) 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.
- j) 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.

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, IV.1, IV.2 as well as IV.3. A form for casting postal votes and issuing proxy authorizations and instructions to Company proxies and is available on the Company's website at www.kiongroup.com/agm.

Should a shareholder wish to authorize an intermediary within the meaning of section 135(1) German Stock Corporation Act another person or institution (such as a shareholders' association) treated as equivalent to an intermediary pursuant to section 135(8) German Stock Corporation Act, he must discuss the form in which the proxy authorization is to be issued with such person/institution.

V. Shareholders' rights and options

In the run-up to and during the virtual Annual General Meeting the shareholders will, inter alia, have the following rights and options. 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 15 June 2020** (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 submitted at least 14 days prior to the Annual General Meeting, i.e. by no later than **24:00 on 1 July 2020** (CEST),

- at the address
KION GROUP AG
Rechtsabteilung
Thea-Rasche-Strasse 8
60549 Frankfurt am Main, Germany or
- at the fax number
+49 69 201 101 012 or
- at the e-mail address
HV2020@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, if applicable, 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, if applicable, 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. 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. Ability to submit questions under section 1(2) number 3 COVID-19 Measures Act

Shareholders and their proxies, with the exception of Company proxies appointed by the Company, have the ability under section 1(2) number 3 COVID-19 Measures Act to submit questions by way of electronic communication. The ability to submit questions exists only for shareholders who register for the virtual Annual General Meeting on time and have submitted evidence of eligibility to the Company on time, and their proxies.

Questions may only be submitted via the Online Service by no later than **24:00 on 13 July 2020** (CEST). Please understand that we have to reserve the right to summarize questions and, in the interest of all shareholders, chose which questions to answer. Please note that the names of shareholders and proxies who submit questions may be specified when questions are answered at the virtual Annual General Meeting unless they have expressly objected to being named.

4. Ability to object under section 1(2) number 4 COVID-19 Measures Act

Pursuant to section 1(2), no. 4 COVID-19 Measures Act and in derogation from section 245, no. 1 German Stock Corporation Act, shareholders may during the course of the virtual Annual General Meeting object – either in person or via their proxies – to resolutions of the virtual Annual General Meeting via the Online Service without having to be physically present at the Annual General Meeting. The ability to object exists only for shareholders who register for the virtual Annual General Meeting on time and have submitted evidence of eligibility to the Company on time, and for their proxies.

VI. Information and documentation on the virtual Annual General Meeting; website

This invitation to the virtual Annual General Meeting, the documents to be made available to the Annual 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 and options will be available on the Company's website (www.kiongroup.com/agm) from the day on which the Annual General Meeting is convened.

VII. Information on data protection

In connection with the Annual General Meeting, KION GROUP AG processes, as controller within the meaning of data protection law, personal data (name, address, postal address if applicable, e-mail address if applicable, number of shares, type of share ownership and online service access data) of shareholders and their proxies on the basis of applicable data protection law in order to prepare for and conduct the Annual General Meeting in the form stipulated by law.

The processing of personal data is absolutely necessary for the preparation and the conduct of the Annual General Meeting. The legal basis for the processing of such data is article 6(1)(c) of the General Data Protection Regulation (GDPR).

The service providers commissioned to host the Annual General Meeting only receive personal data from

KION GROUP AG that are required for the performance of the commissioned service. The service providers process the data on the basis of a contract with KION GROUP AG and exclusively in accordance with the instructions of KION GROUP AG. Otherwise, personal data are provided to the shareholders and shareholder representatives, for example, possibly via the attendance list, in connection with the virtual Annual General Meeting within the scope of the statutory provisions. The names of shareholders and proxies who submit questions may be specified when questions are answered at the virtual Annual General Meeting unless they have expressly objected to being named. This data processing may be necessary to safeguard the legitimate interests of the other shareholders to learn the name of a party submitting a question and better assess that question. The legal basis for this processing is article 6(1)(f) of the GDPR.

The Company retains the personal data in connection with the virtual Annual General Meeting in accordance with the statutory duties. The data are regularly erased after three years if the data are no longer needed for possible disputes over the adoption or validity of resolutions of the Annual General Meeting.

Under the statutory requirements, the shareholders and the proxies have at all times an access, rectification, restriction, objection and erasure right in relation to the processing of their personal data as well as a right to data portability pursuant to chapter III of the GDPR. The shareholders and the proxies may assert these rights vis-à-vis the Company, free of charge, using the following contact information:

- KION GROUP AG
Thea-Rasche-Strasse 8
60549 Frankfurt am Main, Germany or
- via the e-mail address
dataprotection@kiongroup.com.

Shareholders and proxies can also reach the Company's data protection officer using this contact information. In addition, the shareholders and the proxies also have a right to lodge a complaint with the data protection supervisory authorities pursuant to article 77 GDPR.

Further information on data protection is published on our website at www.kiongroup.com under "Privacy Statement".

Frankfurt am Main, May 2020

KION GROUP AG
The Executive Board

KION GROUP AG

Investor Relations

Thea-Rasche-Straße 8

60549 Frankfurt am Main

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