

## Information on shareholders' rights and options pursuant to section 122(2), section 126(1), section 127 of the German Stock Corporation Act and section 1(2), nos. 3, 4 COVID-19 Measures Act

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 2020, p. 570), most recently amended by the Amendment Act of 22 December 2020 (Federal Law Gazette I 2020, p. 3332) ("**COVID-19 Measures Act**").

The convocation of the general meeting already contains details of shareholders' rights and options pursuant to sections 122(2), 126(1), 127 of the German Stock Corporation Act and section 1(2), nos. 3, 4 COVID-19 Measures Act. The remarks hereinafter subserve further annotation.

### 1. Right to put items on the agenda

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

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

The request must be received by the Company at least 30 days prior to the meeting, i.e. by no later than **24:00 on 10 April 2021** (CEST; corresponds to 22:00 UTC). 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. Section 70 German Stock Corporation Act shall apply in connection with the calculation of the period of share ownership. The day of receipt of the

request shall not be included in the calculation. It shall not be possible to use a preceding or subsequent working day in place of a Sunday, a Saturday or a public holiday.

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

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

*Section 122 Convening at the request of a minority*

- (1) *A general meeting shall be convened if shareholders having an aggregate shareholding amounting to one twentieth of the registered share capital file a written request for such meeting to be held, stating the purpose and the reasons therefor; such request shall be directed to the executive board. The articles of association may link the right to request that the general meeting be convened to another form and to a lesser share in the registered share capital. The applicants must prove that they have owned the shares for at least 90 days prior to the date of receipt of the request and that they hold the shares until the executive board decides on the request. Section 121 (7) shall apply mutatis mutandis.*
- (2) *In the same way, shareholders with an aggregate shareholding of one twentieth of the registered share capital or the proportionate amount of EUR 500,000 may request that items are put on the agenda and are announced as items on the agenda. Each new item shall be accompanied by a statement of reasons or a draft resolution. The request pursuant to sentence 1 must be received by the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the date of receipt shall not be included in the calculation.*

*Section 121 General (excerpt)*

- (7) *In the case of time periods and deadlines that are calculated retroactively from the meeting, the day of the meeting shall not be included in the calculation. It shall not be possible to use a preceding or subsequent working day in place of a Sunday, a Saturday or a public holiday. Sections 187 to 193 of the German Civil Code shall not apply mutatis mutandis. In the case of non-*

*listed companies, the articles of association can specify a different calculation of time periods.*

*Section 70 Calculation of the period of share ownership*

*If the shareholder is required to have held the share for a certain period before being able to exercise the rights arising therefrom, a claim to assignment against a credit institution, a financial services institution or an enterprise acting pursuant to section 53(1) sentence 1 or section 53b(1) sentence 1 or section 53b(7) of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a legal predecessor shall be attributed to a shareholder if he acquired the share free of charge from his trustee, as universal successor, upon severance of co-ownership or as a result of a transfer of assets pursuant to section 13 of the Insurance Supervisory Act or section 14 of the Savings and Loan Association Act.*

## 2. Counter-motions and candidate nominations

Each shareholder is entitled pursuant to section 126(1) German Stock Corporation Act to submit counter-motions to proposed resolutions in respect of individual agenda items. If the counter-motions are to be made available by the Company, they must be submitted at least 14 days prior to the general meeting, i.e. by no later than **24:00 on 26 April 2021** (CEST; corresponds to 22:00 UTC), using

- the following address

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

- the following fax number  
+49 (0) 69.201 101 012 or

- the following e-mail address  
HV2021@kiongroup.com or

- by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act.

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](http://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.

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. Due to the fact that shareholders and their proxies may not physically attend this year's virtual Annual General Meeting, the Company will desist from not making available a counter-motion and, if applicable, the grounds for it on the basis of section 126(2) sentence 1 no. 6 German Stock Corporation Act ("if the shareholder indicates that he shall neither attend the general meeting nor arrange for a representative to attend on his behalf").

Motions or candidate nominations by shareholders that are to be made available pursuant to section 126 or section 127 German Stock Corporation Act, according to section 1(2) sentence 3 COVID-19 Measures Act will be deemed to have been made in the general meeting if the shareholder making the motion or submitting the candidate nomination is duly authorized and has registered for the Annual General Meeting.

The respective provisions of the German Stock Corporation Act and of the COVID-19 Measures Act are, in excerpts, as follows:

*Section 126 German Stock Corporation Act – Motions brought by shareholders*

- (1) *Motions put forward by a shareholder stating the name of the shareholder, the reasons for the motion and any comments on the part of the administration shall be made accessible to the entitled persons named in section 125(1) to (3) subject to the conditions stated therein if, at least 14 days prior to the meeting, the shareholder sends a counter-motion against a proposal made by the executive board and the supervisory board on a particular item on the agenda to the company at the address given for this purpose in the notification of convening the meeting together with his grounds for such motion. The day of receipt shall not be included in the calculation. In the case of listed companies, access shall be provided via the website of the company. Section 125(3) shall apply mutatis mutandis.*
- (2) *The counter-motion and the grounds therefor need not be made accessible*
  1. *if the executive board would render itself liable to prosecution by making such counter-motion and grounds accessible,*
  2. *if the counter-motion would result in a resolution of the general meeting which is either unlawful or in breach of the articles of association,*
  3. *if the grounds contain key statements which are manifestly incorrect or misleading or if they are slanderous,*

4. *if a counter-motion of the shareholder based on the same subject matter has already been made accessible in connection with a general meeting of the company pursuant to section 125,*
5. *if the same counter-motion of the shareholder with essentially the same grounds has within the previous five years already been made accessible in the context of at least two general meetings of the company pursuant to section 125 and less than one-twentieth of the registered share capital represented at the general meeting voted in favor of such counter-motion,*
6. *if the shareholder indicates that he shall neither attend the general meeting nor arrange for a representative to attend on his behalf, or*
7. *if in the previous two years the shareholder has failed in two general meetings to make or cause to be made on his behalf a counter-motion communicated by him.*

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

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

#### *Section 127 German Stock Corporation Act – Nominations brought by shareholders*

*Section 126 shall apply mutatis mutandis to nominations made by shareholders for the election of supervisory board members or auditors of annual financial statements. There is no need for grounds to be given for the nomination. Furthermore, the executive board need not make the nomination available if the nomination does not contain the information pursuant to section 124(3) sentence 4 and section 125(1) sentence 5. The executive board must add the following to a shareholder's proposal for the election of supervisory board members of listed companies that are subject to the German Act on Employee Co-Determination, the German Coal, Iron and Steel Industry Co-Determination Act or the German Supplementary Co-Determination Act:*

1. *A reference to the requirements of section 96(2),*
2. *Indication of whether overall fulfilment pursuant to section 96(2) sentence 3 has been opposed and*
3. *Indication of how many seats on the supervisory board must as a minimum be filled by men and women respectively in order to fulfil the required minimum proportion pursuant to section 96(2) sentence 1.*

*Section 124 German Stock Corporation Act – Announcement of requests for amendment, proposals for resolution (excerpt)*

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

*Section 125 German Stock Corporation Act – Information for shareholders and supervisory board members (excerpt)*

- (1) *At least 21 days prior to the date of the general meeting, the executive board of a company that has not exclusively issued registered shares shall notify the following persons of the convening of the general meeting:*

- 1. to the intermediaries, who hold shares in the company in custody,*
- 2. to shareholders and intermediaries that have requested such notice, and*
- 3. to shareholder associations that have requested such notice or have exercised voting rights for shareholders in the previous general meeting.*

*The day of such notification shall not be included in the calculation. If the agenda is to be modified pursuant to section 122(2) then, in the case of listed companies, the modified agenda shall be notified. Such notification shall refer to the possibilities for the exercising of the voting right by a proxy, including by a shareholder association. In the case of listed companies, information concerning membership of nominated supervisory board members in other supervisory boards required by law shall be attached to a nomination of supervisory board members; information concerning their membership in comparable domestic and foreign authorities responsible for supervising commercial enterprises shall also be attached.*

*Section 1 COVID-19 Measures Act (excerpt)*

- (2) ... *Motions or election proposals of shareholders to be made accessible in accordance with Sections 126, 127 of the German Stock Corporation Act will be deemed to have been made during the virtual general meeting if the shareholder making the request or submitting the election proposal is duly legitimized and registered for the general meeting.*

3. Right 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 right under section 1(2) number 3 COVID-19 Measures Act to submit questions by way of electronic communication. The right 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 password-protected Internet service accessible at the Internet address [www.kiongroup.com/agm](http://www.kiongroup.com/agm) (“**Online Service**”) by no later than **24:00 on 9 May 2021** (CEST; corresponds to 22:00 UTC). The AGM tickets contain individual access data for the Online Service. Upon timely receipt of registration and evidence of eligibility by the Company, shareholders and/or their proxies will be sent an AGM Ticket. The Executive Board shall decide at its discretion, after due consideration, how it answers questions. Please understand that we have to reserve the right to summarize questions. 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.

The respective provision of the COVID-19 Measures Act is as follows:

*Section 1 COVID-19 Measures Act (excerpt)*

(2) *The Executive Board may decide that the meeting be held in the form of a virtual General Meeting without the physical presence of shareholders or their proxies, provided that*

1. [...],
2. [...],
3. *shareholders are offered a right to submit questions by means of electronic communication,*
4. [...].

*The Executive Board shall decide at its discretion, after due consideration, how it answers questions; it may also stipulate that any questions must be submitted by electronic communication one day prior to the meeting at the latest...*



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 password-protected Online Service without having to be physically present at the Annual General Meeting. The AGM tickets contain individual access data for the Online Service. Upon timely receipt of registration and evidence of eligibility by the Company, shareholders and/or their proxies will be sent an AGM Ticket. 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.

The respective provision of the COVID-19 Measures Act is as follows:

*Section 1 COVID-19 Measures Act (excerpt)*

- (2) *The Executive Board may decide that the meeting be held in the form of a virtual General Meeting without the physical presence of shareholders or their proxies, provided that*
1. *[...],*
  2. *[...],*
  3. *[...],*
  4. *shareholders who have exercised their voting rights according to no. 2, in derogation of section 245(1) German Stock Corporation Act, are offered the possibility to file objections against resolutions of the General Meeting without being physically present.*