



Invitation to the Annual General Meeting

of KION GROUP AG on 11 May 2021
as a virtual general meeting without
attendance in person of the shareholders



Minimum types of information according to Table 3 Blocks A to C of the Commission Implementing Regulation (EU) 2018/1212

Unique identifier of the event	KGX052021oHV
Type of message	Meeting notice [NEWM]
ISIN	DE000KGX8881
Name of issuer	KION GROUP AG
Date of the General Meeting	11.05.2021 [20210511]
Time of the General Meeting	11:00 MESZ [09:00 UTC]
Type of General Meeting	Annual General Meeting [GMET]
Location of the General Meeting	Virtual www.kiongroup.com/agm/ Location of the General Meeting within the meaning of the German Stock Corporation Act: Thea-Rasche-Strasse 8, 60549 Frankfurt am Main
Record Date	20.04.2021 (00:00 Uhr MESZ) [20210419]
Uniform Resource Locator (URL) Under the hyperlink there is full information available required to be provided to shareholders prior to the General Meeting is accessible, including procedures for participation and voting and exercise of other shareholders rights, such as putting items on the agenda	www.kiongroup.com/agm/

KION GROUP AG

Frankfurt am Main

Dear Shareholders,

You are invited to the

Annual General Meeting of KION GROUP AG

to be held at

11:00 on Tuesday, 11 May 2021 (CEST, corresponds to 9:00 UTC)

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 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**"). For details of the rights and options of the shareholders and their proxies, please refer to the "Further information and notes" section which is attached to the agenda following the report of the Executive Board on agenda item 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 2020 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 2020 financial year**

The Executive Board and the Supervisory Board propose that the balance sheet profit for the 2020 financial year in the amount of EUR 65,700,707.31 be appropriated as follows:

Payment of a dividend of EUR 0.04 per no-par value share carrying dividend rights	EUR 53,745,452.70
Appropriation to revenue reserves	EUR 0.00
Profit carried forward	EUR 11,955,254.61
Balance sheet profit	EUR 65,700,707.31

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 on which the annual financial statements for the completed 2020 financial year were prepared by the Executive Board. 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 0.41 per no-par value share carrying dividend rights for the completed 2020 financial year will be put to the vote at the Annual General Meeting. In such a case, the amount attributable to no-par value shares not carrying dividend rights will be carried forward.

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.

3. Resolution on the ratification of the actions of the Executive Board of KION GROUP AG for the 2020 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 2020 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 2020 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 2020 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 2021 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 2021 financial year as well as auditor for the review of the abridged financial statements for the Group and the interim management report for the Group for the first six months of the 2021 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).

6. Resolution on the approval of the remuneration system for the members of the Executive Board

Pursuant to section 120a(1) German Stock Corporation Act in the version as amended by the German Act Implementing the Second Shareholder Rights Directive of 12 December 2019 (ARUG II), the general meeting of a listed company must resolve on the approval of the remuneration system for the Executive Board members after any significant changes to the system, but at least every four years. The Supervisory Board resolved on a new remuneration system for the members of the Executive Board on 1 March 2021 which meets the requirements of the ARUG II and takes the recommendations of the amended German Corporate Governance Code into account. The new remuneration system is printed as an annex to this agenda item 6 following the agenda.

The Supervisory Board proposes that the remuneration system for the members of the Executive Board, which was resolved by the Supervisory Board on 1 March 2021 and is printed as an annex to this agenda item 6 following the agenda, be approved.

7. Resolution on the remuneration of the Supervisory Board members

Pursuant to section 113(3) German Stock Corporation Act in the version as amended by the ARUG II, the general meeting of a listed company must adopt a resolution on the remuneration and the remuneration system for the members of the Supervisory Board at least every four years.

The remuneration of the Supervisory Board members is laid down in article 18 of the Articles of Association of KION GROUP AG. Article 18 of the Articles of Association of KION GROUP AG reads as follows:

“§ 18 Remuneration of the Supervisory Board

1. *Each member of the supervisory board shall receive a fixed annual remuneration of EUR 55,000.00 as well as compensation for his expenses. The chairman of the supervisory board shall receive EUR 165,000.00 p.a., and the deputy chairman shall receive EUR 110,000.00 p.a.*
2. *As consideration for the membership in the audit committee, supervisory board members shall receive an additional remuneration of EUR 15,000.00, as consideration for acting as deputy chairman of the audit committee, supervisory board members shall receive an additional remuneration of EUR 30,000.00, and as consideration for chairing the audit committee, supervisory board members shall receive an additional remuneration of EUR 45,000.00. As consideration for the membership in the executive committee, supervisory board members shall receive an additional remuneration of EUR 8,000.00, and as consideration for chairing the executive committee, Supervisory Board members shall receive an additional remuneration of EUR 16,000.00. The additional remuneration according to this clause shall only be payable if the relevant committee has convened at least once in the relevant financial year.*
3. *Supervisory board members who were not members of or did not chair the supervisory board or a committee during a full financial year shall receive the remuneration following from sub-sections 1 and 2 on a pro rata temporis basis in the amount of one twelfth for each commenced month of their function.*
4. *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.*
5. *The remuneration pursuant to sub-sections 1 and 2 shall become due after the end of the relevant financial year. The attendance fee pursuant to sub-section 4 shall become due after the relevant meeting.*
6. *The Company shall reimburse each supervisory board member the VAT payable in relation to his remuneration/compensation.*

7. *The members of the supervisory board shall be included in a D & O insurance being maintained by the Company with an adequate insured sum in its own interests. The premiums for this insurance will be borne by the Company.*

Following a thorough examination, the Executive Board and the Supervisory Board have come to the conclusion that the remuneration rules for the members of the Supervisory Board serve the interests of KION GROUP AG and are appropriate. The Executive Board and the Supervisory Board therefore propose to the Annual General Meeting to confirm the existing remuneration rules for the members of the Supervisory Board and to resolve the remuneration system for the Supervisory Board members which is printed as an annex to this agenda item 7 and attached to the agenda, following the annex to agenda item 6.

8. Resolution on the authorization to acquire and use own shares, including the authorization to exclude rights to sell and to acquire shares

The authorization to acquire own shares which was granted to the Company by resolution of the Annual General Meeting of 12 May 2016 under agenda item 7 is limited until the expiry of 11 May 2021. In order to be able to acquire own shares in the future as well, the authorization of the Company to acquire own shares shall be renewed, cancelling the currently existing authorization.

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

- a) Cancellation of the existing authorization to acquire and use own shares

The authorization to acquire and use own shares that was resolved by the Annual General Meeting of 12 May 2016 under agenda item 7 is cancelled.

- b) Authorization to acquire and use own shares, including the authorization to exclude rights to sell and to acquire shares
 - aa) The Company is authorized to acquire shares in the Company on or before 10 May 2026 for any permissible purpose up to a total of 10% of the share capital of KION GROUP AG at the time of the adoption of the resolution or – if this value is lower – at the time at which the authorization is exercised. However, the shares acquired on the basis of this authorization, combined with other shares in the Company which the Company has already acquired and still possesses or which are attributable to it pursuant to sections 71a et seq. German Stock Corporation Act, may not at any time be attributable to more than 10% of the respective share capital. The authorization may not be used for the purpose of trading in own shares.
 - bb) The authorization may be exercised by KION GROUP AG in whole or in partial amounts, once or repeatedly, in pursuit of one or more purposes, but also be carried out by companies that are dependent on KION GROUP AG or in which KION GROUP AG holds a majority of the shares, or on its or their account.
 - cc) In each individual case, the acquisition will be performed, at the Executive Board's option (i) over the stock exchange or (ii) by way of a public purchase offer. Offers pursuant to (ii) above may also be made by way of a call to submit offers.

- If the shares are acquired on the stock exchange, the equivalent value per share that is paid (without ancillary acquisition costs) may not exceed the price of shares in KION GROUP AG in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange, as determined by the opening auction on the trading day, by more than 10% and not fall below it by more than 10%.
- If the acquisition is effected by way of a public purchase offer, the purchase price offered or the threshold values of the purchase price margin (without ancillary acquisition costs) may not exceed the mean value of the closing price of shares in KION GROUP AG in the Xetra trading system (or a comparable successor system) on the last three trading days of the Frankfurt Stock Exchange prior to the day of the Executive Board's resolution on the offer by more than 10% and not fall below it by more than 10%. Should, after the publication of a purchase offer, the relevant price vary by a not inconsiderable extent from the purchase price offered or the threshold values of the purchase price margin, the offer may be adjusted. In that case, the closing price for shares in KION GROUP AG on the last trading day of the Frankfurt Stock Exchange prior to the decision of the Executive Board will be based on that adjustment.
- In the case of a public call to submit offers, the purchase price paid by the Company per share (without ancillary acquisition costs) may not exceed the mean value of the closing price of shares in KION GROUP AG in the Xetra trading system (or a comparable successor system) on the last three trading days of the Frankfurt Stock Exchange prior to the day of the acceptance of the offers by more than 10% and not fall below it by more than 10%.

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

- dd) The Executive Board is authorized to use shares in the Company which are acquired on the basis of this authorization for any permissible purpose, including in particular the following:
- (1) They can be redeemed without the redemption or its performance requiring a further resolution of the general meeting. The redemption will generally lead to a decrease in the share capital. In derogation of the above, the Executive Board may determine that the share capital will remain unchanged by the redemption and instead, due to the redemption, the share of the remaining shares in the share capital will be increased pursuant to section 8(3) German Stock Corporation Act. In that case, the Executive Board and the Supervisory Board will be authorized to adjust the stated number of shares in the Articles of Association.

- (2) They can also be sold in a different manner than over the stock exchange or by means of an offer to all shareholders if the shares are sold for cash at a price that does not fall significantly below the stock exchange price of shares in the Company at the time of the sale. However, this authorization applies only subject to the proviso that the shares sold with the exclusion of the acquisition right pursuant to section 186(3) sentence 4 German Stock Corporation Act may not, in the aggregate, exceed a proportional amount of 10% of the share capital either at the time this authorization takes effect or at the time it is exercised. Shares that are issued during the term of this authorization from authorized capital under exclusion of the subscription right pursuant to section 203(2) sentence 2 and section 186(3) sentence 4 German Stock Corporation Act will be counted towards this limit. Moreover, any shares that are to be issued for servicing bonds and/or participation rights with conversion or option rights or a conversion or option obligation will be counted towards this limit insofar as the bonds and/or participation rights are issued subject to the exclusion of subscription rights during the term of this authorization in analogous application of section 186(3) sentence 4 German Stock Corporation Act.
 - (3) They may be sold against non-cash contributions, in particular for the purpose of acquiring enterprises, parts of enterprises or interests in enterprises or other assets, including claims against the Company or its group companies.
 - (4) They may be used to fulfil conversion or option rights which are granted by the Company or domestic or foreign companies, in which the Company holds directly or indirectly the majority of the votes and capital, through the issuance of bonds and/or participation rights, or to fulfil conversion or option obligations arising from bonds and/or participation rights that are issued by the Company or domestic or foreign companies, in which the Company holds directly or indirectly the majority of the votes and capital.
 - (5) They may be used in connection with share-based remuneration or employee share schemes of the Company, or of companies that are dependent on the Company or in which the Company holds a majority of the shares, and issued to persons who are or were in an employment or service relationship with the Company or a company that is dependent on the Company or in which the Company holds a majority of the shares. They may in particular be offered for acquisition for a consideration or free of charge, committed and transferred to the aforementioned persons, whereby the employment relationship or service relationship must be in force at the time of the offer, the commitment or the transfer. The total amount of the own shares used for these purposes, combined with the own shares used pursuant to lit. ee), may not exceed a pro rata amount of 5% of the share capital, either when this authorization comes into effect or when it is exercised.
- ee) The Supervisory Board is authorized to issue the own shares that are acquired on the basis of this authorization to members of the Executive Board of KION GROUP AG as part of the Executive Board remuneration. In particular, they can be offered for acquisition, committed or transferred to members of

the Executive Board of KION GROUP AG. The details of the remuneration for the members of the Executive Board will be established by the Supervisory Board. The total amount of the own shares used for these purposes, combined with the own shares used pursuant to lit. dd) (5), may not exceed a pro rata amount of 5% of the share capital, either when this authorization comes into effect or when it is exercised.

- ff) The authorizations set out in lit. dd) and lit. ee) also cover the use of shares in the Company which were acquired on the basis of previous authorization resolutions pursuant to section 71(1) no. 8 German Stock Corporation Act or on another legal basis and of those shares which were acquired pursuant to section 71d sentence 5 German Stock Corporation Act or by companies that are dependent on the Company or in which the Company holds a majority of the shares.
- gg) The authorizations set out in lit. dd) and lit. ee) may be used once or repeatedly, in whole or in part, individually or jointly and may also be utilised by companies that are dependent on it or in which KION GROUP AG holds a majority of the shares or by third parties acting on their account or on the account of the Company.
- hh) The shareholders' right to acquire these own shares will be excluded to the extent they are used pursuant to the aforementioned authorizations set out in lit. dd) (2) to (5) and in lit. ee). When offering own shares to the shareholders, the Executive Board will further be authorized to grant the creditors of the bonds and/or participation rights with conversion or option rights and/or a conversion or option obligation which were issued by the Company, or domestic or foreign companies, in which the Company holds directly or indirectly the majority of the votes and capital, a subscription right to shares to the extent they would be entitled to after the exercise of the conversion or option rights or after the fulfilment of a conversion or option obligation; to this extent, the shareholders' right to acquire these own shares will be excluded.

9. Resolution on adapting the Articles of Association to the ARUG II

Due to the ARUG II, some statutory provisions on the formalities in connection with the general meeting have been adapted with effect as of 3 September 2020. These adaptations are to be incorporated accordingly into the wording of the Articles of Association of KION GROUP AG. They are merely editorial clarifications.

- The provision in article 19(4) of the Articles of Association on how notices of the general meeting being convened are transmitted to the shareholders should be adapted to comply with the new requirements under the German Stock Corporation Act, under which for the transmission of information by the Company to shareholders regarding corporate events, such as the general meeting, a formalized electronic communication via the "chain of intermediaries" is provided for, i.e. in particular by way of the central securities depository and the custodian banks.
- For purposes of clarification in this regard, the provision in article 20(1) of the Articles of Association, pursuant to which the registration for the general meeting shall require the text form, shall be supplemented to stipulate that a registration transmitted within the framework of electronic communication via the chain of interme-

diaries in accordance with the new requirements of the German Stock Corporation Act will be sufficient.

- The provision in article 20(2) of the Articles of Association on the form of the evidence to be provided to the Company of the shareholders' shareholding shall be adapted to comport with the amended formulation in the statute. Thus, the provision of evidence within the framework of electronic communication via the chain of intermediaries will be sufficient if it meets certain formal requirements.

Against this background, the Executive Board and the Supervisory Board propose the adoption of the following resolutions:

- a) Article 19(4) of the Articles of Association shall be reworded as set out below:

“For the purpose of transmitting notices of a general meeting being convened in accordance with section 125 (1) AktG, transmission by means of electronic communication via the intermediaries in accordance with section 125 (5) sent. 1 and sections 67a and 67b AktG in conjunction with Article 4 Implementing Regulation (EU) 2018/1212 is deemed to be sufficient. The executive board is entitled – but not obliged – to send notices as paper-based documents as well.”

- c) Article 20(1) of the Articles of Association shall be reworded as set out below:

“Only those shareholders shall be entitled to attend the general meeting and to exercise their voting rights who have registered in a timely manner prior to the meeting. Such registration must be received by the Company in German or English no less than six days prior to the general meeting either in text form at the address specified for this purpose in the notice of the meeting or by transmission through intermediaries subject to the requirements set out in section 67c (3) AktG in conjunction with Article 6 Implementing Regulation (EU) 2018/1212. A shorter time limit to be expressed in days may be stipulated in the notice of the meeting. The day of receipt of the registration and the day of the general meeting shall not be taken into account for the purpose of calculating this time limit.”

- d) Article 20(2) of the Articles of Association shall be reworded as set out below:

“Further, the shareholders must provide evidence of their right to attend the general meeting and to exercise their voting rights. For this purpose evidence of their shareholding issued in text form by the custodian bank or evidence pursuant to section 123 (4) sent. 1 and section 67c (3) AktG in conjunction with Article 5 Implementing Regulation (EU) 2018/1212 will be sufficient. The evidence of the shareholding shall relate to the beginning of the 21st day (local time at the Company's registered office) prior to the general meeting. It shall be received by the Company no less than six days prior to the general meeting either in text form at the address specified for this purpose in the notice of the meeting or by transmission through intermediaries subject to the requirements set out in section 67c (3) AktG in conjunction with Article 5 Implementing Regulation (EU) 2018/1212. A shorter time limit to be expressed in days may be stipulated in the notice of the meeting. The day of receipt of the registration and the day of the general meeting shall not be taken into account for the purpose of calculating this time limit.”

Annex to agenda item 6 – Remuneration system for the members of the Executive Board

A. Key features of the remuneration system for the members of the Executive Board of KION GROUP AG

The remuneration of the Executive Board members is based on selected economic performance targets with ambitious objectives, which are derived from the Company's strategy, thus bringing the remuneration of the Executive Board into line with the objectives of the Company's stakeholders. The "KION 2027" corporate strategy is the basis of the Company's success. By focusing on the future fields of automation, digitalisation, as well as high-performance energy systems, it defines its strategic thrust, along which its multifaceted strategic measures are implemented. "KION 2027" represents the guiding framework for the profitable growth of KION Group and sets group-wide targets:

- **Growth:** By becoming solution providers, the KION Group seeks to achieve a growth that exceeds that of the global materials handling market in both, the Industrial Truck & Services and the Supply Chain Solutions area.
- **Profitability:** KION Group seeks to continue to distinguish itself by achieving high profitability compared with other companies in the sector and consistently improving its adjusted EBIT margin to a double-digit level.
- **Efficient capital investment:** The KION Group works continuously on optimising the return on the capital employed (ROCE). Not only the increase in results, but also the management of the assets and the efficient capital investment reflect this approach.
- **Resilience:** Moreover, a resilient business model is to ensure profitability through the various market cycles. Increased diversification by region and customer sector contributes to this objective, as well as the expansion of the service business and a further optimisation of the production network.

The sustainability strategy is also a key element of the KION Group's strategic focus. The KION Group's strategic goals for profitable growth support its contribution to greater sustainability at an economic, social and environmental level.

In order to promote the sustained achievement of these strategic objectives, a remuneration system has been introduced in the Company which links in a comprehensible manner the short and long-term remuneration of the Executive Board members to the identified drivers for the realisation of the strategy. This will in particular be effected through the selection of both financial and non-financial targets which contribute to the corporate strategy of the KION Group. The appropriateness of these targets will be ascertained by the newly established remuneration committee of the Supervisory Board on a rotating basis in a transparent procedure, adopted by the Supervisory Board and described in the remuneration report.

30% of the one-year KION GROUP AG Short Term Incentive Plan ("**STI Plan**" or "**Short Term Incentive**" or "**STI**") is linked to the economic performance target adjusted EBIT margin and 30% is linked to free cash flow, while 20% is linked to revenue. In addition, 20% is linked to the achievements in environment, social and governance targets ("**ESG Targets**").

In order to ensure that the remuneration of the Executive Board members is linked to the long-term and sustainable development of KION GROUP AG, the long-term variable remuneration constitutes a significant part of the total remuneration. The long-term variable remuneration is granted in the form of a performance share plan with a three-year performance period, the KION GROUP AG performance share plan (“**Performance Share Plan**” or “**Long Term Incentive**” or “**LTI**”). The economic performance targets are, weighted at 40% each, the performance of the relative total shareholder return (“**TSR**”) of the KION GROUP AG share (“**KION Share**”) as compared to the MDAX as a financial, market-oriented assessment basis and the return on capital employed (“**ROCE**”) as a financial, internal assessment basis. The Performance Share Plan is linked at 20% to ESG Targets. These performance targets in connection with the development of the share price and the dividends paid out ensure that the incentives have a long-term effect.

The Supervisory Board is also entitled, when assessing the individual performance of the Executive Board members, to adjust the preliminary payout amount calculated under the overall target achievement level reached under the STI Plan and the Performance Share Plan downward or upward with an individual multiplier between 0.7 and 1.3. In order to determine this individual multiplier, the Supervisory Board agrees with the individual Executive Board members on the individual targets for both the STI and the LTI. These individual targets are derived from the main operative and strategic fields of action. Measureable key target achievement indicators or qualitative requirements are agreed for each target. The individual targets in the LTI are based on the collective performance of all the members of the Executive Board.

The remuneration system for the members of the Executive Board is clear and understandable. It complies with the requirements of the German Stock Corporation Act in the version of the Act Implementing the Second Shareholders’ Rights Directive of 12 December 2019 (ARUG II; Federal Law Gazette Part I 2019, no. 50 of 19 December 2019) and takes into account the recommendations of the German Corporate Governance Code (GCGC) in the version that came into force on 20 March 2020.

The new remuneration system applies as from 1 January 2021 to all Executive Board members with whom a new service agreement is concluded or whose service agreement is extended or comes into effect after the Supervisory Board’s resolution of 17 December 2020. The new remuneration system likewise applies in principle as from 1 January 2021 to Executive Board members already appointed prior to the Supervisory Board’s resolution of 17 December 2020. This applies in particular to the variable remuneration. Until their contract has been extended, however, the following exceptions apply: the Penalty and Clawback provisions are implemented in the event of a contract extension. For the Maximum Remuneration, the existing regulations shall apply until the contract has been extended, rather than the Maximum Remuneration provided for in this remuneration system, which will also take the fringe benefits and the service cost of the company pension into account.

B. Details of the remuneration system

I. Remuneration components

1. Overview of the remuneration components and their relative share in the remuneration

The Executive Board members’ remuneration comprises fixed and variable components. The monthly salary payments (“**Fixed Salary**”), fringe benefits and company pension

essentially form the fixed components of the Executive Board members' remuneration. The variable components are the Short Term Incentive with a one-year performance period and the Performance Share Plan with a three-year performance period. Moreover, the remuneration system provides for an obligation on the part of the Executive Board members to acquire and hold shares. The remuneration of the Executive Board members will be described in detail in the remuneration report after the end of a financial year. In particular, the financial, non-financial and individual target values, target achievement curves, as well as the respective target achievement will be included in this report.

Remuneration component	Assessment basis / parameters
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Fixed remuneration components

Fixed Salary	In principle at the end of each month
Fringe benefits	In particular: <ul style="list-style-type: none"> - company car also for private use, driver pool - accident insurance - one annual medical check-up
Company pension	Generally: <ul style="list-style-type: none"> - old-age, disability and surviving dependants' pension - generally upon reaching the standard retirement age under the statutory pension insurance - contribution-based pension scheme, bearing interest according to the applicable statutory guaranteed interest rate for the life insurance industry - annual pension contribution as agreed Alternatively: <ul style="list-style-type: none"> - annual pension payment

Variable remuneration components

One-year variable remuneration (Short Term Incentive/ STI)	Type of plan: STI Plan Limitation: 200% of the target amount Performance criteria: <ul style="list-style-type: none"> - Revenue (20%), - Adjusted EBIT margin (30%) - Free cash flow (30%) - ESG Targets (20%) - Individual performance (multiplier 0.7-1.3 based on the achievement of individually agreed targets) Performance period: Financial year Payment: In cash with the next possible salary statement following approval of the annual financial statements
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Remuneration component	Assessment basis / parameters	
Multi-year variable remuneration (Performance Share Plan/LTI)	Type of plan: Limitation: Performance criterion: Performance period: Payment:	Performance Share Plan 200% of the grant value – Relative TSR as compared to MDAX (40%) – ROCE (40%) – ESG Targets (20%) – Individual performance (multiplier 0.7-1.3 based on the achievement of individually agreed collective targets) Three financial years, future-oriented In cash with the next possible salary statement which, following approval of the annual financial statements, follows the end of the performance period
Other benefits		
Special remuneration	If applicable, based on a separate agreement with the Executive Board member	
Benefits that are temporary for new Executive Board members	<ul style="list-style-type: none"> – If applicable, payments to compensate for demonstrably forfeited variable remuneration or other disadvantages – If applicable, benefits in connection with a relocation – If applicable, guarantee of a 100% target achievement for the Short Term Incentive in the first financial year in the case of a mid-year entry 	
Miscellaneous		
Obligation to acquire and hold shares (Share Ownership Guideline)	<ul style="list-style-type: none"> – 100% of the Fixed Salary – Four-year development phase 	
Penalty and Clawback	<ul style="list-style-type: none"> – For variable remuneration components – In cases of breach of duty/subsequent amendment of the corporate result – At most three years after payment 	

Based on the remuneration system, the Supervisory Board sets a specific target total remuneration for every Executive Board member that is commensurate with the duties and performance of the Executive Board member and the situation of the Company and does not exceed the usual remuneration without special reasons. The target total remuneration is made up of the sum of the remuneration com-

ponents relevant for the total remuneration. These remuneration components are the Fixed Salary, Short Term Incentive, Performance Share Plan, fringe benefits and company pension. Target achievement of 100% is taken as a basis for the Short Term Incentive and the Performance Share Plan. The fixed and variable remuneration components are shown below as percentages of the target total remuneration.

	Fixed remuneration (essentially: Fixed Salary + fringe benefits + company pension)	Variable remuneration	
		Short Term Incentive	Performance Share Plan
Chairman of the Executive Board	40-50%	15-25%	30-40%
Executive Board members	35-45%	15-25%	35-50%

The said percentages may differ slightly in exceptional cases, for example due to the granting of a special remuneration which is agreed upon separately in an individual case or benefits that are temporary to new Executive Board members pursuant to section 4 or for Executive Board members working abroad, based on the additionally assumed taxes, social security contributions and fringe benefits or due to changes in the costs of the contractually promised fringe benefits and company pension and for any new appointments.

2. Fixed remuneration components

2.1 Fixed salary

The Executive Board members receive an annual Fixed Salary that is generally paid in twelve equal instalments at the end of each month. In derogation from this, Executive Board members working abroad receive payments at different intervals if this is in line with the circumstances there. Currently, Mr Dandashly receives his annual Fixed Salary, in accordance with the payroll customary in the US, in equal instalments every 14 days.

2.2 Company pension

KION GROUP AG in principle grants the Executive Board members an old-age, disability and surviving dependents' pension. The agreed pension benefits are generally paid once the Executive Board member has reached the standard retirement age under the statutory pension insurance. These benefits may be claimed from the age of 62 on. The annual pension contribution is individually agreed with the Executive Board members. Interest is paid on the pension account at the prevailing statutory guaranteed return rate for the life insurance industry (applicable maximum interest rate for the calculation of the actuarial reserves of life insurers pursuant to section 2(1) of the German Regulation on the Principles Underlying the Calculation of the Premium Reserve Ordinance (Deck-RV). If higher interest is generated by investing the pension account, it will be credited to the pension account when an insured event occurs (surplus). In the event of disability or death while the Executive Board member has an active service contract, the contributions that would have been made up to the age of 60 are added to the pension account, although only a maximum of ten annual contributions will be added. When an insured event occurs, the pension is paid as a lump sum or, following a written request, in ten annual instalments.

Alternatively, KION GROUP AG can agree on a fixed annual pension payment that is paid out once a year to the Executive Board members in addition to their fixed remuneration. These Executive Board members can use the pension payment to manage their pension independently. In this case, no additional payments will be made to the company pension of KION GROUP AG in principle.

KION GROUP AG can also agree with Executive Board members that the existing commitments from previous contractual relations will be maintained. If such a continuation of a commitment is agreed, the pension arrangement is reported transparently in the remuneration report. A defined benefit pension commitment is currently being continued with Mr. Riske.

2.3 Fringe benefits

KION GROUP AG in principle makes a company car available to each Executive Board member, also for private use. Alternatively, KION GROUP AG can agree with Executive Board members on a fixed monthly allowance which they can use to finance a vehicle (car allowance). The Executive Board members can, for the company car provided to them, make use of a driver from the driver pool. The Executive Board members additionally receive typical fringe benefits such as allowances towards health, nursing and pension insurance, accident insurance and an annual medical check-up.

In special cases, in particular in connection with an assignment or delegation abroad, the Supervisory Board is authorized to grant Executive Board members additional benefits such as reimbursements for higher tax burdens or social security charges, compensation for exchange rate fluctuations, or additional costs for trips or accommodation, as well as insurances. KION GROUP AG reports such additional benefits in the remuneration report. Currently, Mr Quek and Mr Dandashly receive such additional benefits due to their work abroad.

3. Variable remuneration components

The variable remuneration components will be described in detail below. It will be explained how the fulfilment of the performance criteria and the amounts disbursed as part of the variable remuneration are connected. It will also be explained in what form and when Executive Board members will have the granted variable remuneration amounts at their disposal.

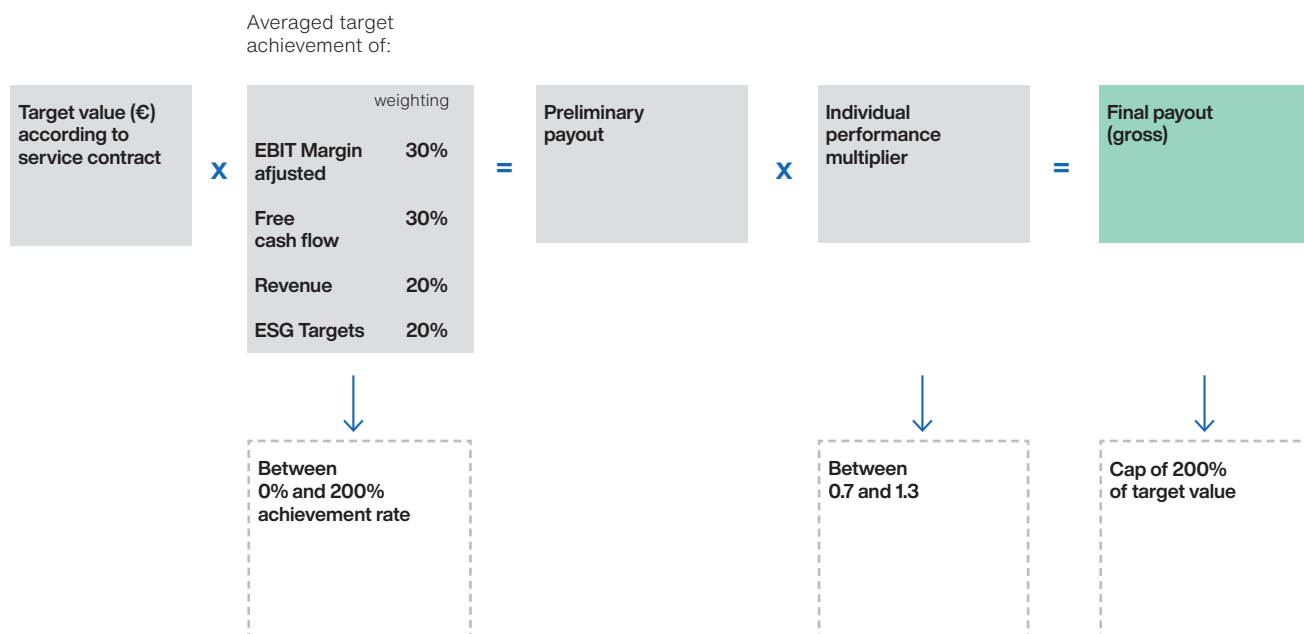
3.1 Short Term Incentive (STI)

The Short Term Incentive is a performance-related bonus with a one-year performance period. The performance period is the respective financial year. Target achievement is assessed based on two factors. The first is how the financial assessment bases develop, namely revenue, adjusted EBIT margin, and free cash flow. Secondly, the Short Term Incentive depends on the non-financial assessment bases that reflect the development of environment, social and governance goals (“**ESG Targets**”).

The assessment bases are weighted as follows: adjusted EBIT margin and free cash flow each at 30%, revenue and ESG Targets each at 20%. The Supervisory Board is authorized to weight the assessment bases differently for future financial years at its reasonable discretion. If the weighting differs, this will be disclosed and substantiated in the remuneration report.

The final payout of the Short Term Incentive is obtained by multiplying the target value in euro agreed upon in the service agreement by the weighted arithmetic mean of the target achievements of the financial and non-financial assessment bases. This product is then multiplied by the individual performance multiplier. The maximum disburseable amount is 200% of the target value (“cap”).

The target values and respective target achievements of the financial assessment bases, the ESG Targets and the individual performance multiplier criteria are published in the remuneration report for the respective financial year.



3.1.1 Financial assessment bases

The financial assessment bases consist in the following indicators:

- “Revenue” refers to realization of revenues. Sales revenue covers the counter-performance to be expected from customers for transfer of goods and services (transaction price) as well as rent and leasing revenue (without VAT) after discounts and price reductions.
- The “Earnings before Interest and Taxes Margin” (EBIT margin) is used on an adjusted basis. The adjusted EBIT margin indicates the ratio between the adjusted EBIT and sales revenue of the financial year. With the adjusted EBIT, the EBIT (Earnings before Interest and Taxes Margin) is adjusted for company-specific effects of purchase price allocations, as well as non-recurring items and special effects.
- “Free cash flow” refers to the sum of cash flow from current business and cash flow from investment activities.

These indicators are ascertained for the KION Group on the basis of the KION GROUP AG’s IFRS consolidated annual financial statement.

The Supervisory Board derives the target values for the financial assessment bases from the planning for the financial year. It determines these at the start of the financial year and then notifies the Executive Board members thereof. For this purpose, the Supervisory Board sets a corridor delimited by a value for 0% target achievement (mini-

imum) and a value for 200% target achievement (maximum), and providing for a 100% target achievement (target value). Values lying between the minimum and maximum are interpolated linearly.

The target achievement curve can be illustrated as follows:



3.1.2 Non-financial assessment bases

The non-financial assessment bases are linked to ESG Targets.

The Supervisory Board determines for each financial year two ESG Targets of equal weight from the topics “compliance”, “sustainability & environment”, “customer focus”, “employer attractiveness” and “work safety & health”. The specific targets, the target value (100% target achievement) and the minimum value (0% target achievement) and the maximum value (200% target achievement) are set each year in the grant letter.

Achievement of the ESG Targets is calculated as follows:

Achievement of ESG Targets =

achievement of 1st ESG Target x 50% + achievement of 2nd ESG Target x 50%

3.1.3 Calculation of the preliminary payout amount

The preliminary payout amount is calculated by multiplying the target value agreed upon with the Executive Board members in the service agreement in euro by the overall target achievement level of the financial and non-financial assessment bases.

The overall target achievement level corresponds to the arithmetic mean, rounded off to two decimal places, of the target achievement level of the financial and the non-financial assessment bases:

Overall target achievement =

Target achievement revenue x 20% + target achievement adjusted EBIT margin x 30% + target achievement free cash flow x 30 % + target achievement ESG Targets x 20%

3.1.4 Individual performance multiplier

With the use of an individual performance multiplier, the Supervisory Board also takes the individual performance of the Executive Board member into account along with the financial and non-financial assessment bases. At the beginning of each financial year, the Supervisory Board therefore agrees on the criteria and targets for the evaluation of the individual performance and informs the Executive Board member thereof in the grant letter. The individual performance is in particular evaluated according to the criteria of “strategy development & implementation”, “market penetration & development”, “innovation”, “operative efficiency” and “supplier relationships”.

After the expiry of the financial year, the Supervisory Board sets an individual performance multiplier for each Executive Board member on the basis of the target achievement of the individual targets. The performance multiplier can lie between 0.7 and 1.3.

In the event of unusual developments with regard to the multiplier, the Supervisory Board is authorized to adjust the individual performance multiplier reasonably according to its discretion.

3.1.5 Calculation of the final payout amount

The final payout amount of the Short Term Incentive is calculated for each Executive Board member by multiplying the preliminary payout amount by the individual performance multiplier. The final payout amount of the Short Term Incentive is capped at 200% of the target value.

The payout amount so calculated is due for payment after the approval of the consolidated annual financial statements of the KION Group for the relevant financial year and paid out with the next possible salary statement.

In the case of a mid-year commencement or end of the service relationship in the course of a financial year or if the appointment of the Executive Board member is revoked by the Supervisory Board prior to the end of a financial year, the payout amount will be reduced pro rata temporis. In the case of a mid-year entry, the Supervisory Board is authorized to guarantee the Executive Board member the STI for the relevant financial year with a 100% target achievement.

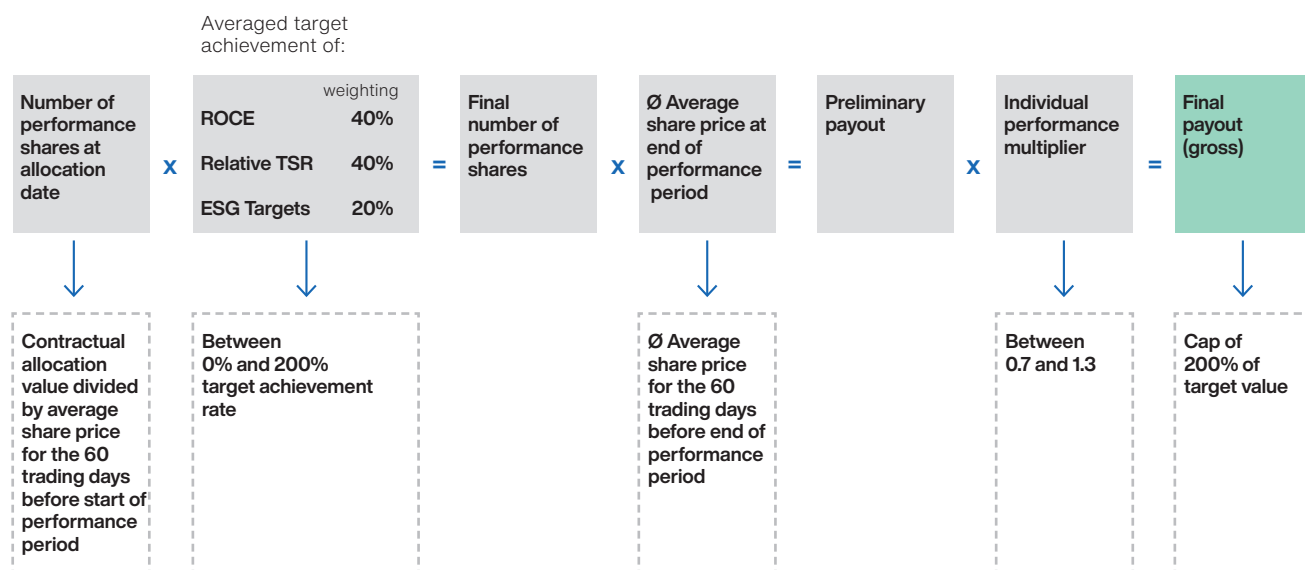
If the Executive Board member is not entitled to remuneration for the entire financial year even though the service relationship still continues (e.g. if the service relationship is suspended or if the recipient is unable to work but has no claim for continued payment of his remuneration), the payout amount will be reduced by 1/12 for each full month in which no entitlement for remuneration exists. If the service relationship is terminated by the Company for cause pursuant to section 626(1) German Civil Code, the claim for the Short Term Incentive will be forfeited without replacement.

If the service agreement terminates due to the Executive Board member's death or inability to work, the Short Term Incentive to be paid will be calculated pro rata temporis for the time up to the termination of the service agreement and disbursed without delay after the termination of the service agreement. In that case, the target achievement and calculation of the Short Term Incentive to be disbursed will be determined according to the Supervisory Board's reasonably exercised discretion.

3.2 Performance Share Plan (LTI)

The multi-year variable remuneration is granted for each financial year in the form of a Performance Share Plan with a three-year performance period. The performance period commences at the beginning of 1 January of each year and ends at the expiry of 31 Decembers of the second year following the financial year.

Both financial and non-financial assessment bases are decisive for the target achievement of the Performance Share Plan. The financial assessment bases are, each weighted at 40%, the performance of the total shareholder return (“**TSR**”) of the KION Share as compared to the MDAX and the return on capital employed (“**ROCE**”). ESG Targets are taken into account at 20% as the non-financial assessment basis. Additionally, the individual performance is taken into account with an individual performance multiplier.



At the beginning of each financial year, the Executive Board members are conditionally allocated a number of Performance Shares, i.e. virtual shares for the financial year. The number is determined by dividing the grant value for the multi-year variable remuneration in euro as stipulated in the service agreement by the arithmetic mean of the Xetra closing price of the KION Share (securities identification number: KGX888) on the Frankfurt stock exchange (or a successor system that replaces it) over the last 60 trading days prior to the beginning of the performance period.

The Supervisory Board issues an offer in the grant letter which states, among other things, the contractually granted grant value in euro and the resultant number of conditionally allocated virtual shares, as well as the financial, non-financial and individual assessment bases, including the defined target ranges and target achievement curves for the plan tranche and sets a time period for the acceptance of the offer. If the Executive Board members do not accept the offer within the stated time period, the offer will be forfeited.

The target values and respective target achievements of the financial assessment bases, the ESG Targets and the individual performance multiplier criteria are published in the remuneration report after the performance period.

3.2.1 Financial assessment bases

The financial assessment bases are the following:

- The relative Total Shareholder Return (“**TSR**”) of the KION Share as compared to the MDAX. The TSR designates the shareholder return and is a measure used for the further development of the company for its shareholders in comparison to alternative investments over a time period, taking into account both the dividends accrued in this period and share price increases and subscription rights. The relative TSR of the KION Share as compared to the MDAX, i.e. the deviation of the TSR of the KION Share from the changes of the MDAX in percentage points, is ascertained for the end of the performance period according to the following method: the deviation is calculated by subtracting the KION TSR, expressed as a percentage, from the dividend-adjusted performance of the MDAX expressed as a percentage. For rounding off purposes, the arithmetic mean of the closing price over 60 trading days prior to the beginning and up to the end of the performance period is taken as the decisive share price.
- The Return on Capital Employed (“**ROCE**”) describes the total return on capital. It is the ratio of adjusted EBIT and capital employed on the balance sheet date. The ROCE is an indicator for measuring the profitability and efficiency of the capital employed. The ROCE is measured as the average ROCE during the performance period.

The ROCE is ascertained for the KION Group on the basis of the KION GROUP AG’s IFRS consolidated annual financial statement. Extraordinary developments (e.g. as a result of sales or acquisitions) can be taken into account in this calculation.

The following applies for the target achievement, of the relative TSR:

The minimum threshold is 0% outperformance (= equal performance) and corresponds to a 50% target achievement. The target value is an outperformance of 6.67% and corresponds to a 100% target achievement. The maximum threshold is an outperformance of 20% and corresponds to a 200% target achievement. Performance below the minimum threshold corresponds to a 0% target achievement. For performance between the minimum threshold and the target value, linear interpolation will be used to determine the level of target achievement between 50% and 100%. For performance between the target value and the maximum threshold, linear interpolation will be used to determine the level of target achievement between 100% and 200%. Performance above the maximum threshold corresponds to a 200% target achievement.

The following applies for the target achievement of the ROCE:

The minimum threshold is 70% of the budget target. If a value lower than or equal to the minimum threshold is achieved, this corresponds to a 0% target achievement. If a value is achieved that corresponds to the budget target, this corresponds to a 100% target achievement. The maximum threshold is 130% of the budget target and corresponds to a 200% target achievement. For values between the minimum threshold and the budget target, linear interpolation will be used to determine the level of target achievement between 0% and 100%. For values between the budget target and the maximum threshold, linear interpolation will be used to determine the level of target achievement between 100% and 200%. Values above the maximum threshold correspond to a 200% target achievement.

Target achievement	External measurement basis: relative TSR (weighting of 40%)	Internal measurement basis: ROCE (weighting of 40%)
0%	Outperformance < 0%	70% budgeted figure
50%	Outperformance of 0%	85% budgeted figure
100%	Outperformance of 6,67%	Budgeted figure
200%	Outperformance of 20%	130% of budgeted figure

For future financial years, the Supervisory Board is authorized to weigh the financial assessment bases against each other or in relation to the non-financial assessment bases differently and determine a different target ranges for the ROCE or the relative TSR.

3.2.2 Non-financial assessment bases

The non-financial assessment bases are linked to ESG Targets.

The Supervisory Board determines for each financial year two ESG Targets of equal weight on the basis of the criteria “compliance”, “sustainability & environment”, “customer focus”, “employer attractiveness” and “work safety & health”. The specific targets, the target value (100% target achievement) and the minimum value (0% target achievement) and the maximum value (200% target achievement) are set each year in the grant letter.

Achievement of the ESG Targets is calculated as follows:

Achievement of ESG Targets =

achievement of 1st ESG Target x 50% + achievement of 2nd ESG Target x 50%

3.2.3 Calculation of the final number of Performance Shares

The final number of Performance Shares is ascertained by multiplying the number of Performance Shares conditionally allocated to the Executive Board member by the overall target achievement level of the financial and non-financial targets.

The overall target achievement level is derived from the weighted arithmetic mean of the target achievements of the relative TSR of the KION Share, the ROCE and the ESG Targets according to the following formula:

Overall target achievement =

target achievement of relative TSR x 40% + target achievement ROCE x 40%
+ target achievement ESG Targets x 20%

3.2.4 Calculation of the preliminary payout amount

The preliminary payout amount of the Performance Share Plans is calculated for each Executive Board member by multiplying the final amount of the Performance Shares by the final share price. This final share price is the arithmetic mean of the Xetra closing price of the KION Share on the Frankfurt stock exchange (or a successor system that replaces it) over the last 60 trading days prior to the end of the performance period.

3.2.5 Individual performance multiplier

With the use of an individual performance multiplier, the Supervisory Board also takes the individual performance of the Executive Board member into account along with the financial and non-financial assessment bases. At the beginning of each financial year, the Supervisory Board therefore determines the collective targets for the evaluation of the individual performance for all of the Executive Board members, which differ from the individual targets for the Short Term Incentive, and informs the Executive Board member thereof in the grant letter. The individual performance is in particular evaluated according to the criteria of “strategy development & implementation”, “market penetration & development”, “innovation”, “operative efficiency” and “supplier relationships”.

After the expiry of the performance period, the Supervisory Board sets an individual performance multiplier for each Executive Board member on the basis of the target achievement of the individual targets. The performance multiplier can lie between 0.7 and 1.3.

In the event of unusual developments with regard to the multiplier, the Supervisory Board is authorized to adjust the individual performance multiplier reasonably according to its discretion.

3.2.6 Calculation of the final payout amount

The final payout amount of the Performance Share Plan is calculated for each Executive Board member by multiplying the preliminary payout amount by the individual performance multiplier. The final payout amount of the Performance Share Plan is capped at 200% of the grant value.

The payout amount so calculated is due for payment after the approval of the annual financial statements of KION GROUP AG for the last financial year of the performance period and paid out with the next possible salary statement.

In the event that the service agreement does not commence until after the beginning of the performance period or ends before the end of the performance period or the appointment of the Executive Board member is revoked by the Supervisory Board before the end of the performance period, the payout amount will be reduced pro rata temporis. If the service relationship is terminated by the Company for cause pursuant to section 626(1) German Civil Code, the Performance Shares will be forfeited without compensation.

If the service agreement terminates due to the Executive Board member's death or inability to work, the Long Term Incentive to be paid will be calculated pro rata temporis for the time up to the termination of the service agreement and disbursed without delay after the termination of the service agreement. In that case, the target achievement and calculation of the Long Term Incentive to be disbursed will be determined according to the Supervisory Board's reasonably exercised discretion.

3.2.7 Adjustments to plan due to capital measures

For cases in which capital changes result in a decrease or increase of the value of shares in the Company (e.g. capital splits or reverse), the number of the conditionally allocated Performance Shares or the final number of the Performance Shares is adjusted accordingly, depending on the plan state. Capital increases with exclusion of warrants of

shareholders or share buy backs at market price, given this purchase is not significant according to the Supervisory Board, do not have an impact on the number of the conditionally allocated Performance Shares or the final number of the Performance Shares.

3.3 Penalty and Clawback provision for the variable remuneration

In the case of a relevant misconduct on the part of the Executive Board member during the financial year for which the variable remuneration is granted, the Supervisory Board may reduce the payout amount in part or completely to zero according to its reasonable discretion (“**Penalty**”). A relevant misconduct can lie in a violation of material duties of due care pursuant to section 93 German Stock Corporation Act, of a material obligation under the service agreement or of other material principles of action of the Company, e.g. based on the code of conduct or compliance guidelines.

Subject to the same prerequisites, the Company is entitled to demand recovery of the payout amount of the variable remuneration for the financial year in which the violation took place, in part or in whole according to its reasonable discretion (“**Clawback**”).

Independent of a misconduct or fault of the Executive Board member, the Company is entitled in its reasonable discretion to demand the repayment of variable remuneration components if, due to a subsequent amendment of an erroneously posted corporate result, the variable remuneration would have been lower. If multiple consolidated annual financial statements are involved, the claim for repayment will exist with regard to the variable remuneration disbursed for each of the financial years involved.

Repayment claims generally refer to the gross amount. Insofar as the Executive Board member cannot assert the repayment sum in a tax-deductible manner, i.e. the tax already paid on the variable remuneration cannot be compensated, the claim for recovery will be reduced accordingly.

The claim for repayment of variable remuneration components is excluded if more than three years have elapsed since the disbursement of the variable remuneration component, unless the Supervisory Board informed the Executive Board member in writing before the period expired that a possible reduction or recovery or the need for a correction of the consolidated annual financial statements is being examined and under what specific circumstances this is the case.

4. Obligation to acquire and hold shares

Along with the Performance Share Plan, the obligation to acquire and hold shares (**Share Ownership Guideline “SOG”**) is a further material component of the remuneration system for the Executive Board with the objective of promoting the long-term and sustainable development of the Company.

The Executive Board members are obliged to hold a minimum shareholding in KION GROUP AG in the amount of 100% of the annual Fixed Salary for the duration of their appointment as Executive Board members. The relevant number of shares is determined on the basis of the price of the share in KION GROUP AG on the last 60 trading days prior to the day of the commencement of the service agreement (arithmetic mean of the Xetra closing price). The obligation to hold shares in their full amount applies at the latest after four years have elapsed since the onset of this obligation. The shares may be built up proportionately in the first four years. 25% of the shares must be held at the latest twelve months after the onset of the obligation to hold shares, 50% as of the

end of the second year and 75% as of the end of the third year. The Executive Board members may not dispose of the shares up to the end of their appointment. In individual cases, the Supervisory Board can use its reasonable discretion to depart from the provisions of the obligation to hold shares, taking into account the individual circumstances concerned (e.g. on account of restrictions on the acquisition of shares as a result of contractual, internal company, or statutory provisions).

5. Other benefits

The Supervisory Board is entitled to additionally grant Executive Board members an appropriate special remuneration. To this end, the Supervisory Board will conclude an individual agreement with the Executive Board member in advance, in which the Supervisory Board lays down the performance criteria for the special remuneration. A prerequisite for such a special remuneration is outstanding and exceptional performance on the part of the Executive Board member and the special remuneration is therefore, in the opinion of the Supervisory Board, in the interest of the Company and will benefit the Company in future. After the end of the financial year in which the assessment period for the special remuneration ends, the Supervisory Board determines the amount of the special remuneration to be granted depending on the target achievement level. The total earnings of the individual Executive Board members must, taking the special payment into account, be in due proportion to the Company's situation.

The Supervisory Board is also entitled to grant new members of the Executive Board benefits on a temporary basis. These benefits may, for example, be payments to compensate for demonstrably forfeited variable remuneration at a former employer or other disadvantages, as well as benefits in connection with relocation.

II. Maximum remuneration

The amount of the total remuneration granted for a financial year is capped ("**Maximum Remuneration**"). The total remuneration generally comprises the Fixed Salary paid out for the respective financial year, the service cost of the company pension, the fringe benefits granted, the variable remuneration granted for the respective financial year (Short Term Incentive and Performance Share Plan) independent of the time of their payment, as well as a possible special remuneration granted for the respective financial year.

Should the Supervisory Board grant new members of the Executive Board benefits that are temporary pursuant to section B.I.5, these benefits will also be taken into account as part of the Maximum Remuneration for the financial year for which they were granted.

The Maximum Remuneration for the Chairman of the Executive Board is EUR 8,243,000 gross, for Ms Groth EUR 4,882,000 gross, for Dr Böhm and Dr Puhl (appointed as of 1 July 2021 as successor of Dr Böhm) EUR 4,343,000 gross, for Mr Krininger EUR 4,852,000 gross, for Mr Dandashly EUR 5,387,000 gross and for Mr Quek EUR 4,842,000 gross. If a new Executive Board member is appointed, the Maximum Remuneration will be determined within the same framework as the current ordinary member of the Executive Board, but at a maximum EUR 5,300,000 gross.

Should the remuneration exceed the Maximum Remuneration, it will be reduced accordingly.

Irrespective of the Maximum Remuneration set, the payout amounts for the Short Term Incentive and Performance Share Plan are moreover capped at 200% of the respective target value or grant value.

III. Remuneration-related legal transactions

1. Terms of remuneration-related legal transactions

Executive Board members who are appointed for the first time are generally appointed for a period of three years. The term of office for members who are reappointed is five years maximum.

If the Executive Board member's appointment ends by mutual consent, by revocation pursuant to section 84(3) German Stock Corporation Act or by the member resigning from office, the Company is entitled to terminate the service agreement giving notice as stipulated in section 622(2) German Civil Code. The right to terminate the service agreement pursuant to section 626 German Civil Code is not affected.

2. Compensation for loss of office

If the service agreement ends because the Company has terminated it in the event of termination of the appointment by mutual consent or through revocation of the appointment or in the event of the member's resignation, the Executive Board members have a claim to a severance payment amounting to the benefits due for the remaining term of the service agreement, but not in excess of two years' remuneration (cap on severance). There is no claim to a severance payment where the service agreement is terminated for cause or in the event of the Executive Board member resigning without having due cause to do so.

The annual income relevant for calculating the severance amount is made up of the Fixed Salary and the variable remuneration components based on target achievement of 100% for the last full financial year before the service agreement ends. Benefits in kind and other fringe benefits are not taken into account when calculating the severance amount.

3. Post-contractual non-compete covenant

The Company may agree a post-contractual non-compete covenant for a maximum of two years with members of the Executive Board. For the period of any post-contractual non-compete covenant, the Executive Board members are entitled to compensation for observing it. Other Executive Board member income as well as any severance payment paid by the Company is set off against the compensation for observing the post-contractual non-compete covenant.

IV. Taking account of employees' remuneration and employment conditions when determining the remuneration system

The Supervisory Board regularly reviews the Executive Board's remuneration. In judging whether the remuneration is reasonable, the Supervisory Board considers both KION GROUP AG's market environment (horizontal comparison in relation to Executive Board members' remuneration) as well as the Company's internal remuneration structure (vertical comparison).

The Supervisory Board takes employees' remuneration and employment conditions into account when structuring the Executive Board remuneration in many respects. For one thing, in determining the individual remuneration amounts for the Executive Board, the relationship of the Executive Board remuneration to that of the higher-level management and the workforce, in particular also how they develop over time. The higher-level management comprises all executives below the Executive Board. The workforce comprises the employees who are covered by collective bargaining agreements, as well as those who are not. On the other hand, the Company's objective is for the financial and non-financial targets that are applicable for the variable remuneration of the Executive Board to apply equally for the executives. This ensures uniform control and incentive effects in the Company. In the event of significant shifts in the ratios between the compensation of the Executive Board and the peer groups, the Supervisory Board examines the causes and reserves the right to react if necessary in the absence of objective reasons. Beyond that, concerns of the employees will flow into the payment of the variable remuneration of the Executive Board, since employer attractiveness, as well as work safety and health, are stipulated as criteria within the framework of the ESG Targets.

V. Procedures for determining, implementing and reviewing the remuneration system

The Supervisory Board will adopt a clear and understandable remuneration system for the Executive Board members. The remuneration committee is responsible for preparing the Supervisory Board's resolutions on all matters concerning the remuneration of Executive Board members. This includes the remuneration system, which is regularly reviewed. The Supervisory Board reviews the remuneration system at its due discretion, but at least every four years. The Supervisory Board conducts a market comparison and takes into consideration in particular any changes in the corporate environment, the overall economic situation, and the Company's strategy, changes and trends with respect to the national and international corporate governance standards and the development of the remuneration and employment conditions of the workers pursuant to B.IV. If required, the Supervisory Board will call upon external compensation experts and other advisors. In doing so, the Supervisory Board will pay attention to the independence of the external compensation expert and advisors of the Executive Board and of the Company and will take precautions to avoid conflicts of interest.

The Supervisory Board submits the remuneration system resolved by it to the Annual General Meeting for approval in the case of any material amendment, however at least every four years. If the Annual General Meeting does not approve the submitted remuneration system, the Supervisory Board submits a reviewed remuneration system to the Annual General Meeting for approval, by no later than the following Annual General Meeting.

By taking suitable measures, the Supervisory Board ensures that possible conflicts of interest on the part of the members of the Supervisory Board participating in the consultations and decisions on the remuneration system are avoided and if necessary, resolved. Every Supervisory Board member is obliged to disclose conflicts of interest to the Chairman of the Supervisory Board. The Chairman of the Supervisory Board must disclose any conflicts of interest concerning himself to the Chairman of the Audit Committee. Decisions are made on how to deal with an existing conflict of interest on a case-by-case basis. In particular, a possibility to be considered is that a Supervisory Board member affected by a conflict of interest will not participate in a meeting or individual consultations and decisions of the Supervisory Board or of a committee.

The Supervisory Board may temporarily depart from the remuneration system (procedure and regulations on the structure of the remuneration) and its individual components as well as from the terms and conditions of individual remuneration components or introduce new remuneration components, if this is necessary in the interest of the long-term well-being of KION GROUP AG. The Supervisory Board reserves the right to make such deviations in particular in exceptional circumstances, such as an economic or corporate crisis. In the event of an economic crisis, the Supervisory Board can in particular deviate from the remuneration structure of the target remuneration, the performance targets and methods of assessing the variable remuneration, as well as from the performance periods and payment dates of the variable remuneration.

Annex to agenda item 7 – Remuneration system for the members of the Supervisory Board

I. Contribution of the remuneration to the promotion of the business strategy and the long-term development of KION GROUP AG

The Supervisory Board remuneration takes into account, both in terms of structure and amount, the requirements of the office of a member of the Supervisory Board of KION GROUP AG, in particular the time involved as well as the responsibility associated with it. The remuneration is in line with the market and the amount – also in comparison to the remuneration of the meannexmembers of the Supervisory Boards of comparable listed companies in Germany – is commensurate with the tasks of the members of the Supervisory Board and the situation of KION GROUP AG. The remuneration makes it possible to recruit suitable and qualified candidates for the office of Supervisory Board member. As such, the Supervisory Board remuneration contributes to the Supervisory Board as a whole being able to properly and competently perform its duties of monitoring and advising the Executive Board. Limiting the remuneration to a fixed remuneration also takes these tasks of the Supervisory Board into account. This limitation provides the incentive for the members of the Supervisory Board, when performing their tasks to monitor and to advise the Executive Board, to adequately question the management by the Executive Board without primarily being oriented towards the development of operational indicators. Together with the Executive Board, the Supervisory Board thereby promotes the business strategy as well as the long-term development of KION GROUP AG. Paying only a fixed remuneration is moreover in line with suggestion G.18 sentence 1 of the German Corporate Governance Code.

II. Remuneration components

The remuneration of Supervisory Board members consists of a fixed remuneration and the attendance fee.

The fixed annual remuneration of the Supervisory Board members is EUR 165,000 for the chairman of the Supervisory Board, EUR 110,000 for the deputy chairman of the Supervisory Board and EUR 55,000 for every other member of the Supervisory Board.

Members of the audit committee additionally receive remuneration of EUR 15,000, the deputy chairman of the audit committee EUR 30,000 and the chairman of the audit committee EUR 45,000. As consideration for the membership in the executive committee, Supervisory Board members receive additional remuneration of EUR 8,000, and as consideration for chairing the executive committee, Supervisory Board members receive additional remuneration of EUR 16,000. This means that the remuneration of the members of the Supervisory Board is also in line with recommendation G.17 of the German Corporate Governance Code according to which appropriate account is to be

taken of the larger time commitment of the chairman and the deputy chairman of the Supervisory Board as well as of the chairman and the members of committees. Supervisory Board members who were not members or did not act as chair or deputy chair of the Supervisory Board or a committee during a full financial year receive the fixed annual remuneration on a pro rata temporis basis in the amount of one-twelfth for each commenced month of their function.

The members of the Supervisory Board receive an attendance fee of EUR 1,500 per meeting day for each participation in a physical meeting of the Supervisory Board and its committees. Should there be several meetings on a single day, the attendance fee is paid only once. In addition, the members of the Supervisory Board are included in D&O insurance taken out by KION GROUP AG. The members of the Supervisory Board also receive the value-added tax payable on their earnings.

III. Procedures for determining, implementing and reviewing the remuneration system

The general meeting determines the Supervisory Board remuneration on a recommendation of the Executive Board and of the Supervisory Board in the Articles of Association or by resolution. The current Supervisory Board remuneration is laid down in article 18 of the Articles of Association of KION GROUP AG.

The general meeting resolves on the Supervisory Board remuneration at least every four years. In this regard, a resolution that confirms the existing remuneration is also permissible. In preparation for the resolution of the general meeting, the Executive Board and the Supervisory Board each review whether the Supervisory Board remuneration, in particular in terms of amount and structure, continues to be in the interest of KION GROUP AG and is appropriate. If necessary, the Executive Board and the Supervisory Board will propose an appropriate adjustment of the remuneration to the general meeting.

Report of the Executive Board on agenda item 8

The Company is authorized, by resolution of the Annual General Meeting of 12 May 2016, to acquire own shares up to a total of 10% of the share capital and to use them for any legally permissible purpose. This authorization will run until the end of 11 May 2021 and will therefore expire shortly after the Annual General Meeting on 11 May 2021. The Executive Board and the Supervisory Board believe it reasonable to allow the Company, in accordance with usual corporate practice, to acquire and use own shares in the future as well pursuant to section 71(1) no. 8 German Stock Corporation Act. Agenda item 8 therefore contains the proposal to cancel the existing authorization for the acquisition and use of own shares and to grant a new authorization.

Based on the proposed authorization, the Supervisory Board shall have the possibility of issuing own shares to Executive Board members as part of the Executive Board remuneration.

1. Acquisition of own shares

With the new authorization for the acquisition and use of own shares, the Company will – for five years, i.e. on or before 10 May 2026 – be able to acquire own shares up to a total of 10% of the share capital at the time of the adoption of the resolution or – if this value is lower – at the time at which the authorization is exercised. This will allow the Company to make use of the legal framework for such authorizations. Based on the proposed authorization, the Company can, by itself or via companies dependent on it or in which the Company holds a majority of the shares or via third parties acting on its or their account, acquire own shares by means of a purchase over the stock exchange or by way of a public purchase offer.

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

2. Use of own shares

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

a) Redemption of shares

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

b) Sale of shares for cash consideration

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

The concept of dilution protection for the shareholders is taken into account by the fact that the shares may only be sold at a price that does not fall significantly below the relevant stock exchange price. The final sale price for the own shares is determined shortly before the sale. Taking into account the respective relevant market conditions, the Executive Board will endeavour to keep any markdown of the stock exchange price as low as possible. It is generally possible for interested shareholders to maintain their participation quota by acquiring additional shares in the market.

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

c) Sale of shares for non-cash consideration

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

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

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

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

e) Use for remuneration or employee share schemes

It shall be possible for the acquired own shares to be used by the Executive Board also in connection with share-based remuneration or employee share schemes of the Company, or of companies that are dependent on the Company or in which the Company holds a majority of the shares, and issued to persons who are or were in an employment or service relationship with the Company or a company that is dependent on the Company or in which the Company holds a majority of the shares. It could be in the interest of the Company and its shareholders to issue employee shares since this could promote the employees' identification with the Company and, in so doing, help increase the corporate value as well as encourage a sense of responsibility. In order to be able to offer the employees the chance to purchase own shares, the shareholders' acquisition rights to these shares must be excluded. When determining the purchase price to be paid by the employees, an appropriate reduction based on the company's success – which is customary for employee shares – can be granted. The authorization also makes it possible to provide employees with shares free of charge; the Executive Board will only make limited use – if any – of this possibility, for example as part of an employee participation programme. In order to protect the shareholders from a dilution of their shareholding, the total amount of the own shares used for these purposes, combined with the own shares used pursuant to agenda item 8 lit. b) ee) for issuance to members of the Executive Board of KION GROUP AG as part of the Executive Board remuneration, may not exceed a pro rata amount of 5% of the share capital, either when this authorization comes into effect or when it is exercised.

f) Use for the Executive Board remuneration

Finally, the resolution proposal includes an authorization of the Supervisory Board to issue the own shares that are acquired on the basis of this authorization, under exclusion of acquisition rights of the shareholders, to members of the Executive Board of KION GROUP AG as part of the Executive Board remuneration. In particular, they can be offered for acquisition, committed or transferred to members of the Executive Board of KION GROUP AG. The details of the remuneration for the members of the Executive Board will be established by the Supervisory Board taking into account the provisions under German stock corporation law as well as the recommendations and suggestions of the German Corporate Governance Code, as amended. In order to be able to use own shares for the purposes of Executive Board remuneration, the shareholders' acquisition rights to these shares must be excluded. In order to protect the shareholders from a dilution of their holding, the total amount of the own shares used for these purposes combined with the own shares used pursuant to agenda item 8 lit. b) dd) (5) for remuneration or employee share schemes of the Company or of companies that are dependent on the Company or in which the Company holds a majority of the shares may not exceed a pro rata amount of 5% of the share capital, either when this authorization comes into effect or when it is exercised.

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

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

4. Further information

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

Further information and notes

I. Total number of shares and voting rights

As at the date of the invitation to the Annual General Meeting, the share capital of the Company amounts to EUR 131,198,647.00 and is divided into 131,198,647 no-par value shares, each of which grants one vote. This total number includes 112.177 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 and 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 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 or evidence pursuant to section 67c(3) German Stock Corporation Act (in each case “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 20 April 2021** (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 4 May 2021** (CEST) either in text form

- at the address

KION GROUP AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany or
- at the fax number

+49 (0) 89.889 690 655 or
- at the e-mail address

KION@better-orange.de

or by transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act. Please note that there may currently be unforeseen delays with the transmission of the notice of registration through intermediaries, since not all intermediaries have as yet provided guarantees regarding the electronic systems and precautions required for this. This also applies in particular to the transmission of postal votes (see IV.1.c.) and of proxy authorizations and instructions to Company proxies appointed by the Company (see IV.3.e.) by intermediaries.

In particular due to the current circumstances in connection with the coronavirus pandemic, postal deliveries may be delayed. 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, shareholders 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 or their proxies also have the right to submit questions via the Online Service before the virtual Annual General Meeting (see “Right to submit questions” below) and the option to object to resolutions of the virtual Annual General Meeting (see “Option 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 register in good time and evidence of eligibility must be received by the Company in good time in one of the ways 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 one of the ways 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, (ii) via the Online Service or (iii) by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act.

- a) For postal votes **by post**, please use the postal vote form on the AGM ticket. Postal votes cast by post must be received by the Company by no later than **18:00 on 10 May 2021** (CEST) at the address

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

This also applies to changes to or withdrawals of postal votes cast by post.

- 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.

- c) Subject to the requirements set out in section 67c German Stock Corporation Act, postal votes may also be transmitted to the Company through intermediaries by **18:00 on 10 May 2021** (CEST). The time at which the postal vote is received by the Company will be decisive. This also applies to changes to or withdrawals of postal votes cast by way of transmission through intermediaries.
- d) 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 or, subject to the requirements set out in section 67c German Stock Corporation Act, by way of transmission through intermediaries.
- e) 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.
- f) If declarations on the casting, changing or withdrawal of postal votes are received by the Company via more than one of the possible channels (i) post, (ii) Online Service and (iii) – subject to the requirements set out in section 67c German Stock Corporation Act – intermediaries, the declaration received most recently and on time will be binding.
- g) 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, will be considered to revoke postal votes already cast.
- h) 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.
- i) 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 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 either
 - aa) to the Company in text form using one of the addresses listed above for the registration by post, fax, or e-mail (under II.1) or by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act, or

- bb) directly in text form to the proxy (in such a case, evidence of the proxy authorization must be submitted to the Company in text form or by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act).

The same applies to the withdrawal of the proxy authorization. The Company will provide the shareholders at the Company's website www.kiongroup.com/agm with a form for the granting of proxy authorizations to third parties vis-à-vis the Company.

Shareholders and their proxies may submit evidence of the authorization or withdrawal thereof in text form to the Company at one of the addresses listed above for the registration by post, fax, or e-mail (under II.1) or, subject to the requirements set out in section 67c German Stock Corporation Act, via intermediaries.

- b) Proxy authorisations can also be issued and withdrawn **via the Online Service up to the start of vote counting** at the virtual Annual General Meeting using the procedure specified by the Company. The possibility to withdraw proxy authorisations via the Online Service also applies to proxy authorisations issued or evidenced by post, fax or e-mail or, subject to the requirements set out in section 67c German Stock Corporation Act, by way of transmission through intermediaries.
- c) 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.
- d) In order for proxies to use the Online Service, they must receive the respective access data. Following the determination by the granter of the proxy, the proxy will receive his own access data from the Company either by post or by e-mail. A postal address of the proxy can be provided for the granting of the proxy authorization by declaration to the Company, using the form provided by the Company, and if the Online Service is used for the granting of the proxy authorization, either a postal address or an e-mail address of the proxy can be provided. If the granter of the proxy authorization does not provide a postal address or e-mail address of the proxy, the access data will be sent to the proxy by post to the address of the granter of the proxy authorization. When providing a postal address, please take the normal processing and postal delivery times into account for the transmission of the access data.
- e) 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.
- f) 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 withdrawn vis-à-vis the Company in text form, using one of the addresses listed above (under II.1) for the registration **by post, fax, or e-mail**, by **18:00 on 10 May 2021** (CEST). In all these cases, the time at which the proxy authorization or instruction, amendment or withdrawal 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) Subject to the requirements set out in section 67c German Stock Corporation Act, authorizations and instructions to Company proxies may also be issued, amended or withdrawn vis-à-vis the Company by way of transmission through intermediaries by **18:00 on 10 May 2021** (CEST). The time at which the proxy authorization or instruction, amendment or withdrawal is received by the Company will be decisive.
- f) 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, e-mail or, subject to the requirements set out in section 67c German Stock Corporation Act, by way of transmission through intermediaries.
- g) 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 authorize and instruct the Company proxies electronically or the corresponding forms upon request.

- h) 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 (i) post, (ii) fax, (iii) e-mail, (iv) the Company's Online Service on the Internet and (v) – subject to the requirements set out in section 67c German Stock Corporation Act – intermediaries, the declaration received most recently and on time will be binding.
- i) Authorization of the Company proxies appointed by the Company will not preclude voting by post. Votes cast by post will be considered to withdraw prior proxy authorizations and instructions to Company proxies appointed by the Company.
- j) 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.
- k) 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, for granting a proxy authorization to a third party vis-à-vis the Company and issuing proxy authorizations and instructions to Company proxies is also 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 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

It 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). 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 26 April 2021** (CEST),

- at the following address

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

- at the following fax number

+49 (0) 69.201 101 012 or

- at 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.

Otherwise addressed counter-motions 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.

Motions or candidate nominations by shareholders that are to be made available pursuant to section 126 or section 127 German Stock Corporation 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.

3. Right to submit questions under section 1(2) no. 3 COVID-19 Measures Act

Shareholders or their proxies, with the exception of Company proxies appointed by the Company, have the right under section 1(2) no. 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 Online Service by no later than **24:00 on 9 May 2021** (CEST). 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. Option to object under section 1(2) no. 4 COVID-19 Measures Act

Pursuant to section 1(2) no. 4 COVID-19 Measures 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 option 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 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) lit. c) General Data Protection Regulation (GDPR) and section 67e(1) German Stock Corporation Act.

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. An automated decision making (e.g. profiling) does not take place. 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 asking a question and better assess that question. The legal basis for this data processing is article 6(1) lit. f) GDPR and section 67e(1) German Stock Corporation Act.

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. Should the Company become aware that a shareholder is no longer a shareholder of the Company, his personal data will generally be retained for no more than twelve months after this becomes known to the Company 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 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 and section 76e(4) German Stock Corporation Act. The shareholders and 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 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, March 2021

KION GROUP AG

The Executive Board

KION GROUP AG
Investor Relations
Thea-Rasche-Straße 8
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