

Remuneration system for the members of the Supervisory Board

The Executive Board and Supervisory Board propose that the remuneration regulations for the members of the Supervisory Board pursuant to Article 18 of the Articles of Association and the remuneration system for the members of the Supervisory Board be amended as follows:

Description of the 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 members 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. As part of the preparations for the new remuneration system, a benchmark analysis was commissioned from an external consultant. 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 the attendance fee and reimbursement of expenses.

The fixed annual remuneration of the Supervisory Board members is EUR 205,000 for the chairman of the Supervisory Board, EUR 135,000 for the deputy chairman of the Supervisory Board and EUR 70,000 for every other member of the Supervisory Board.

Members of the audit committee additionally receive remuneration of EUR 25,000, the deputy chairman of the audit committee EUR 45,000 and the chairman of the audit committee EUR 70,000. As consideration for the membership in the executive committee, remuneration committee or nomination committee Supervisory Board members receive additional remuneration of each EUR 15,000, and as consideration for chairing the executive committee, remuneration committee or nomination committee Supervisory Board members receive additional remuneration of EUR 25,000. If a member is a member of more than two committees, only the two most highly remunerated functions are remunerated.

The additional remuneration for committee memberships requires the committee to have held at least one meeting in the financial year in question.

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.

IV. Proposed revision of section 18 of the Articles of Association KION GROUP AG

§ 18 Remuneration of the Supervisory Board

- 1. Each member of the supervisory board shall receive a fixed annual remuneration of EUR 70,000.00 as well as compensation for his expenses. The chairman of the supervisory board shall receive EUR 205,000.00 p.a., and the deputy chairman shall receive EUR 135,000.00 p.a.*
- 2. As consideration for the membership in the audit committee, supervisory board members shall receive an additional remuneration of EUR 25,000.00, as consideration for acting as deputy chairman of the audit committee, supervisory board members shall receive an additional remuneration of EUR 45,000.00, and as consideration for chairing the audit committee, supervisory board members shall receive an additional remuneration of EUR 70,000.00. As consideration for the membership in the executive committee, remuneration committee or nomination committee supervisory board members shall receive an additional remuneration of each EUR 15,000.00, and as consideration for chairing the executive committee, remuneration committee or nomination committee Supervisory Board members shall receive an additional*

remuneration of each EUR 25,000.00, whereby only the activities in two committees are additionally remunerated. If a member is a member of more than two committees, only the two most highly remunerated functions are remunerated. 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.*