

# KION

## **Convocation of the Annual General Meeting** of KION GROUP AG on 28 May 2026



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20 years of KION



# KION GROUP AG

Frankfurt am Main

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Dear Shareholders,

You are invited to the

Annual General Meeting of KION GROUP AG,

to be held at

**10:00 on Thursday, 28 May 2026** (CEST, corresponds to 8:00 UTC),

in virtual format without the physical presence of shareholders or their proxies (with the exception of the proxies appointed by the Company) at the location of the Annual General Meeting.

# Agenda

## 1. **Presentation of the adopted annual financial statements, the approved consolidated financial statements, the summarized management report for KION GROUP AG and the Group, including the explanatory report on the information required pursuant to sections 289a, 315a of the German Commercial Code as well as the report of the Supervisory Board for the 2025 financial year**

The said documents have been published on the internet at

[www.kiongroup.com/agm](http://www.kiongroup.com/agm).

They will also be available at the Annual General Meeting and will be explained in greater detail at the Annual General Meeting.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. This means that the annual financial statements have been adopted. Therefore, no resolution is proposed for this agenda item.

## 2. **Resolution on the appropriation of the balance sheet profit for the 2025 financial year**

The Executive Board and the Supervisory Board propose that the balance sheet profit for the 2025 financial year in the amount of EUR 141,643,469.03 be appropriated as follows:

Payment of a dividend of EUR 0.62 per no-par value share carrying dividend rights	EUR 81,297,358.02
Appropriation to revenue reserves	EUR 60,000.000.00
Profit carried forward	EUR 346,111.01

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 2025 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 0.62 per no-par value share carrying dividend rights for the completed 2025 financial year will be put to the vote at the Annual General Meeting. In such a case, the profit carried forward will be amended accordingly.

Pursuant 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 2025 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 2025 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 2025 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 2025 financial year be ratified for this period.

### **5. Resolutions on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the 2026 financial year as well as the auditor for the review of the half-yearly financial statements and the auditor of the sustainability reporting**

#### **5.1 Auditor of the annual financial statements, auditor of the consolidated financial statements and auditor of the half-yearly financial statements**

The Supervisory Board proposes, based on a corresponding recommendation of the Audit Committee, that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the annual financial statements and as auditor of the consolidated financial statements for the 2026 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 2026 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 (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) was imposed on it.

## **5.2 Auditor of the sustainability reporting**

The Supervisory Board proposes, based on a corresponding recommendation of its Audit Committee, that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the sustainability report for the 2026 financial year.

The appointment as auditor of the sustainability report is made as a precautionary measure against the background of draft law of 3 September 2025, implementing Directive (EU) 2022/2464 amending Regulation (EU) No. 537/2014 and Directives 2004/109/EC, 2006/43/EC, and 2013/34/EU with regard to corporate sustainability reporting, as amended by Directive (EU) 2025/794 and Directive (EU) 2026/470, which must be transposed into national law.

## **6. Resolution on the approval of the remuneration report for the 2025 financial year**

The Executive Board and the Supervisory Board shall, pursuant to section 162 German Stock Corporation Act, prepare a remuneration report each year that must comply with specific requirements. The auditor must verify that the remuneration report includes all the information required by law and must issue an audit certificate on this. The remuneration report verified in this manner by the auditor must be submitted to the general meeting for approval pursuant to section 120a(4) German Stock Corporation Act. The decision of the general meeting on the approval of the remuneration report shall be understood as a recommendation.

Against this background, the Executive Board and the Supervisory Board propose to the Annual General Meeting to approve the remuneration report for the 2025 financial year, the remuneration report together with the auditor's certificate is published on the internet at

[www.kiongroup.com/agm](http://www.kiongroup.com/agm).

## **7. Resolution on the modification of the remuneration for the members of the Supervisory Board together with a corresponding revision of section 18 of the Articles of Association**

The Annual General Meeting of KION GROUP AG last resolved upon the remuneration of the members of the Supervisory Board on 27 May 2025. With the establishment of the Technology & Innovation Committee, an additional area of responsibility and duties has been created on 1 January 2026, for which appropriate remuneration is to be granted.

Supervisory Board members are to receive additional remuneration of EUR 15,000.00 for membership of the Technology & Innovation Committee and additional remuneration of EUR 25,000.00 for chairing the committee. In order to continue to ensure a market-driven and competitive level of remuneration, the previous rule, according to which a maximum of two committees could be remunerated additionally, is to be abolished. In addition, attendance fees are to be paid for each meeting held. The provision stipulating that only one attendance fee is paid for several face-to-face meetings on the same day is to be abolished.

The Executive Board and Supervisory Board are of the opinion that the suggested amount of remuneration and the structure of the remuneration for the Supervisory Board members are appropriate in view of the tasks of the Supervisory Board members and the situation of the Company, and that the Supervisory Board members receive remuneration in line with the market. In addition, appropriate remuneration in line with the market is necessary to attract highly qualified candidates who meet the requirements of the Supervisory Board's skills profile.

The adjusted remuneration system is available from the convocation of the Annual General Meeting onwards and also during the Annual General Meeting as annex to agenda item 7 on the internet at

[www.kiongroup.com/agm](http://www.kiongroup.com/agm).

The Executive Board and Supervisory Board therefore propose to resolve as follows:

The provisions regarding the remuneration of the members of the Supervisory Board in article 18(2) and (4) of the Articles of Association shall be amended and restated as follows, and the remuneration system for the members of the Supervisory Board, as accessible as annex to agenda item 7 on the internet at [www.kiongroup.com/agm](http://www.kiongroup.com/agm), shall be approved:

### **"18 Remuneration of the Supervisory Board**

(...)

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, nomination committee or technology & innovation 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, nomination committee or technology & innovation committee, Supervisory Board members shall receive an additional remuneration of each EUR 25,000.00. 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.

(...)

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. '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. No attendance fee shall be paid for participation in appointments not convened as a meeting and simply for the purpose of sharing information."

Otherwise, article 18 of the Articles of Association remains unchanged.

The proposed restatement of article 18(2) and (4) of the Articles of Association shall become effective upon registration in the commercial register and shall then apply retroactively as of 1 January 2026.

## **8. Supervisory Board Elections**

The members of the Supervisory Board Dr Alexander Dibelius, Kui Jiang and Dr Shaojun Sun have resigned from their positions as Supervisory Board members with effect from the end of the Annual General Meeting on 28 May 2026. Therefore, new elections of three Supervisory Board members representing the shareholders are required by the Annual General Meeting.

In accordance with sections 96(1), (2), 101(1) German Stock Corporation Act, section 7(1) sentence 1 no. 2 German Co-determination Act and section 9(1) of the Articles of Association of KION GROUP AG, the Supervisory Board is composed of each eight members to be elected by the general meeting and eight members to be elected by the employees and at least 30 % women and at least 30 % men. The minimum proportion of women and men must be fulfilled by the Supervisory Board as a whole in accordance with section 96(2) sentence 2 German Stock Corporation Act (so-called overall fulfillment), as the overall fulfillment was not objected to in accordance with section 96(2)

sentence 3 German Stock Corporation Act. The Supervisory Board must therefore be composed of at least five women and at least five men in total. The requirements would still be met if the proposed candidates were elected.

Based on a corresponding proposal by the Nomination Committee, the Supervisory Board proposes to be elected to the Supervisory Board:

### **8.1 Zhao Jin**

Place of residence: Weifang, People's Republic of China

Occupation: Vice General Manager, Weichai Holding Group Co., Ltd., Weifang, People's Republic of China and Chairman of the Board of Managers, Weichai Power (Luxembourg) Holding S.à.r.l, Luxembourg, Luxembourg

Membership in the following other statutory supervisory boards in Germany:

n/a

Membership in the following comparable domestic and foreign supervisory bodies of commercial enterprises:

- Chairman of the Supervisory Board, Société Internationale des Moteurs Baudouin, Cassis, France
- Member of the Board of Directors, Ferretti S.p.A., Forlì, Italy (non-executive)
- Chairman of the Board of Directors, Ferretti International Holding S.p.A., Milan, Italy
- Member of the Board of Directors, Power Solutions International Inc., Illinois, USA (non-executive)

### **8.2 Dr Ralf Krieger**

Place of residence: Leimen, Germany

Occupation: Independent Management Consultant

Membership in the following other statutory supervisory boards in Germany:

n/a

Membership in the following comparable domestic and foreign supervisory bodies of commercial enterprises:

n/a

### **8.3 Dr Decheng Wang**

Place of residence: Weifang, People's Republic of China

Occupation: Deputy Chairman of the Board of Directors, Weichai Holding Group Co., Ltd., Weifang, People's Republic of China and General Manager, Weichai Power Co., Ltd., Weifang, People's Republic of China

Membership in the following other statutory supervisory boards in Germany:

n/a

Membership in the following comparable domestic and foreign supervisory bodies of commercial enterprises:

- Member of the Board of Directors, Beiqi Foton Motor Co., Ltd., Beijing, People's Republic of China (non-executive)
- Member of the Board of Directors, Xi'an Cummins Engine Co., Ltd., Xi'an, People's Republic of China (non-executive)
- Chairman of the Board of Directors, Shaanxi Fast Gear Co., Ltd., Xi'an, People's Republic of China

The election shall take place with effect from the end of the Annual General Meeting on 28 May 2026 and for the following terms:

- For Zhao Jin - in accordance with article 9(4) of the Articles of Association, for the end of the term of Dr Shaojun Sun - until the end of the general meeting that resolves on the discharge of the Supervisory Board for the 2026 financial year,
- For Dr Ralf Krieger - in accordance with article 9(4) of the Articles of Association, for the end of the term of Dr Alexander Dibelius - until the end of the general meeting that resolves on the discharge of the Supervisory Board for the 2026 financial year and

- For Dr Decheng Wang - in accordance with article 9(4) of the Articles of Association, for the end of the term of Kui Jiang - until the end of the general meeting that resolves on the discharge of the Supervisory Board for the 2029 financial year.

The elections are to be held as individual elections.

The Supervisory Board's election proposals take into account the objectives resolved by the Supervisory Board for its composition and the diversity concept for the Supervisory Board and aim to fulfill the profile of skills and expertise developed by the Supervisory Board for the entire Board. The Supervisory Board has ensured that the candidates have sufficient time to perform their duties as members of the KION GROUP AG Supervisory Board.

In the opinion of the Supervisory Board, there are no personal or business relationships between the proposed candidates and the KION Group, the bodies of KION GROUP AG or the shareholders with a material interest in KION GROUP AG beyond the relationships mentioned below, the disclosure of which is recommended by Recommendation C.13 of the German Corporate Governance Code:

- Zhao Jin is Vice General Manager of Weichai Holding Group Co., Ltd., Weifang, People's Republic of China. Weichai Holding Group Co., Ltd. has a material holding in Weichai Power Co., Ltd., Weichai Power Co., Ltd. has a material indirect holding in KION GROUP AG.
- Dr Decheng Wang is Deputy Chairman of Weichai Holding Group Co. Ltd., Weifang, People's Republic of China and General Manager of Weichai Power Co., Ltd., Weifang, People's Republic of China. Weichai Holding Group Co., Ltd. has a material holding in Weichai Power Co., Ltd. Weichai Power Co., Ltd. has a material indirect holding in KION GROUP AG.

In the opinion of the shareholders' representatives, the proposed candidates are to be regarded as independent of the Company and the Executive Board.

CVs of the proposed candidates can be found on our Company's website at

[www.kiongroup.com/agm](http://www.kiongroup.com/agm).

# Further information and notes

## I. Total number of shares and voting rights

As at the date of the convocation of 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 73,876 own shares held by the Company as at the date of the convocation; pursuant to section 71b German Stock Corporation Act, the Company does not have any rights in respect of these own shares.

## II. Annual General Meeting without physical presence of shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting)

In exercising the authorization granted by the Company's Annual General Meeting on 17 May 2023, pursuant to article 19(6) of the Articles of Association, the Executive Board has decided to hold the Annual General Meeting as a virtual Annual General Meeting pursuant to section 118a German Stock Corporation Act without the physical presence of shareholders or their proxies (with the exception of the proxies appointed by the Company) at the location of the Annual General Meeting.

The Annual General Meeting will take place at the premises of SPARK Frankfurt Jung-hof Plaza at Junghofstraße 16, 60311 Frankfurt am Main. This is the location of the Annual General Meeting pursuant to section 121(3) sentence 1 German Stock Corporation Act. It is planned that the Supervisory Board members - as well as the Executive Board members, the chairman of the meeting, the notary appointed to take the minutes, and the proxies appointed by the Company - will attend the Annual General Meeting in person. The physical presence of shareholders and their proxies (with the exception of the proxies appointed by the Company) at the location of the Annual General Meeting is excluded.

No use shall be made of the option provided for in section 131(1a) sentence 1 German Stock Corporation Act (mandatory advance submission of questions). Shareholders and their representatives have full rights to speak, ask questions, and submit motions at the Annual General Meeting.

We ask you to pay particular attention to the following information, especially regarding the possibility of following the Annual General Meeting via video and audio, participating in the virtual Annual General Meeting, and exercising your voting rights, right to submit motions, right to submit comments, right to speak, right to information, and right to object.

### **III. Video and audio transmission, recording of the Annual General Meeting, speeches of the CEO and of the Chairman of the Supervisory Board**

The shareholders of the Company as well as the interested public can follow the opening of the virtual Annual General Meeting and the speeches of the Chairman of the Supervisory Board and the CEO live on the Internet at [www.kiongroup.com/agm](http://www.kiongroup.com/agm) on 28 May 2026, starting at 10:00 (CEST). A complete broadcast of the Annual General Meeting will only be available for registered shareholders via the InvestorPortal.

With the aim of enabling shareholders to prepare comprehensively for the exercise of their shareholder rights, the Company also plans to make the speeches of the Chairman of the Supervisory Board and the CEO available on a voluntary basis a few days before the Annual General Meeting on the Company's website at [www.kiongroup.com/agm](http://www.kiongroup.com/agm). We reserve the right to make changes on the day of the Annual General Meeting.

### **IV. Access to the InvestorPortal and online connection to the meeting**

The Company offers shareholders access to a password-protected shareholder portal at the Internet address [www.kiongroup.com/agm](http://www.kiongroup.com/agm) (hereinafter also referred to as the **"InvestorPortal"**).

Through the InvestorPortal, duly registered shareholders and their proxies can exercise various shareholder rights, including voting rights (either by online voting or by issuing a proxy and instructions to the Company's voting representatives). Details can be found in the following sections.

Duly registered shareholders or their proxies can connect to the virtual Annual General Meeting online via the InvestorPortal during the duration of the virtual Annual General Meeting on 28 May 2026. The video and audio transmission of the Annual General Meeting described in section III above is also available via this channel.

### **V. Requirements for attending the Annual General Meeting and exercising voting rights**

#### **1. Eligibility to attend**

Pursuant to article 20(1) of the Articles of Association, only those shareholders who have registered with the Company in a timely manner prior to the Annual General Meeting are entitled to attend the Annual General Meeting and to exercise their voting rights - either in person or by proxy. Notice of registration must be given in either German or English.

Shareholders must provide evidence of their right to attend the Annual General Meeting and to exercise their voting rights (article 20(2) of the Articles of Association). Evidence of their shareholding issued in text form by the custodian bank 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 close of business of the twenty-second day (local time at the Company's registered office) prior to the Annual General Meeting, i.e. to **24:00 on 6 May 2026** (CEST) ("record date").

Only persons who have furnished evidence of eligibility will be deemed to be shareholders of the Company for the purpose of attending the Annual General Meeting and exercising voting rights.

The notice of registration and evidence of eligibility must be received by the Company by no later than **24:00 on 21 May 2026** (CEST) either in text form

- at the address

KION GROUP AG  
c/o Computershare Operations Center  
80249 München  
Germany

or

- at the e-mail address

[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

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

Registration for the Annual General Meeting, the granting of proxy and instructions to proxies appointed by the Company, and the authorization of third parties may also be submitted via intermediaries in accordance with section 67c German Stock Corporation Act in accordance with SRD II in conjunction with the Implementing Regulation (EU 2018/1212) in ISO 20022 format (e.g. via SWIFT, CMDHDEMXXX). Registration via SWIFT requires authorization via the SWIFT Relationship Management Application (RMA).

Registrations via intermediaries pursuant to section 67c German Stock Corporation Act must also be received by the Company by **24:00 on 21 May 2026** (CEST). Changes to registrations, powers of attorney, and instructions issued via intermediaries in accordance with section 67c of the German Stock Corporation Act are still possible after this date and must be received by the Company by **24:00 on 27 May 2026** (CEST).

Once the registration and proof of eligibility have been received by the Company in due time, shareholders or their proxies will be sent a confirmation of registration for the Annual General Meeting. The confirmations of registration are merely organizational aids and are no prerequisite for participation in the Annual General Meeting and the exercise of voting rights. The confirmations of registration also include the individual access data for the InvestorPortal, which can be accessed at [www.kiongroup.com/agm](http://www.kiongroup.com/agm). Shareholders and their proxies can use the Investor-Portal to exercise their voting rights through proxies appointed by the Company (see "Procedure for voting by proxies appointed by the Company" below) or by online voting (see "Procedure for voting by online voting" below), as well as to grant or revoke powers of attorney.

## **2. Procedure for voting by proxy**

Shareholders who wish to exercise their voting rights 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 the address listed above for the registration by post (under V.1), or by e-mail at the e-mail address

[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

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

bb) directly to the proxy in text form (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](http://www.kiongroup.com/agm) with a form for the granting of proxy authorizations 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 the address listed above for the registration by post (under V.1) or by e-mail at the e-mail address

[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

or, subject to the requirements set out in section 67c German Stock Corporation Act, via intermediaries.

- b) Proxy authorizations can also be issued and withdrawn via the InvestorPortal using the procedure specified by the Company until the time specified by the chairman of the virtual Annual General Meeting on 28 May 2026. The possibility to withdraw proxy authorizations via the InvestorPortal also applies to proxy authorizations issued or evidenced by post, e-mail or, subject to the requirements set out in section 67c German Stock Corporation Act, by way of transmission through intermediaries. Proxy authorizations issued via the InvestorPortal can also be withdrawn by post, e-mail or by way of transmission through intermediaries, subject to the requirements under lit. a).
- 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 withdrawal 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 InvestorPortal, they must receive the respective access data sent with the registration confirmation from the principal.
- e) Please refer your proxies to the information on data protection which is set out in section VIII below.

### 3. Procedure for voting by proxies appointed by the Company

Shareholders may also cast their votes by proxies appointed by the Company. The following should be noted in this regard:

- a) Proxies appointed by the Company may only vote in respect of agenda items for which they have received express instructions on how to exercise the voting right. Proxies appointed by the Company are obliged to vote according to the instructions given to them. They cannot be instructed or authorized to exercise other shareholder rights.
- b) Proxy authorizations and instructions to proxies appointed by the Company may be issued, amended or withdrawn vis-à-vis the Company in text form, using the address listed above (under V.1) for the registration **by post** or **by e-mail** at the e-mail address

anmeldestelle@computershare.de

by **24:00 on 27 May 2026** (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.

- c) Subject to the requirements set out in section 67c German Stock Corporation Act, authorizations and instructions to proxies appointed by the Company may also be issued, amended or withdrawn vis-à-vis the Company by way of transmission through intermediaries by **24:00 on 27 May 2026** (CEST). The time at which the proxy authorization or instruction, amendment or withdrawal is received by the Company will be decisive.
- d) Until the time specified by the chairman of the virtual Annual General Meeting on 8 May 2026, authorizations and instructions can be issued to proxies appointed by the Company and authorizations and instructions already issued to proxies appointed by the Company can be amended or withdrawn via the InvestorPortal using the procedure specified by the Company. The possibility to amend and to withdraw proxy authorizations and instructions also applies to proxy authorizations and instructions to proxies appointed by the Company issued on time by post, e-mail or, subject to the requirements of section 67c German Stock Corporation Act, by way of transmission through intermediaries. Proxy authorizations and instructions to proxies appointed by the Company issued via the InvestorPortal can also be amended or withdrawn by post, e-mail or in accordance with section 67c of the German Stock Corporation Act by way

of transmission through intermediaries, subject to the requirements under lit. b) and c).

#### **4. Procedure for voting by online voting**

Shareholders who have registered in accordance with the rules may cast their votes by online communication means without attending the Annual General Meeting (online voting).

The option of online voting, as well as its amendment and revocation, is available until the time specified by the chairman of the meeting at the virtual Annual General Meeting on 28 May 2026, and is carried out using the access data via the Company's InvestorPortal at [www.kiongroup.com/agm](http://www.kiongroup.com/agm).

#### **5. Supplementary provisions on the exercise of voting rights**

If the Company receives differing declarations for the exercise of voting rights for the same shareholding via different transmission channels, these declarations will be taken into account in the following order: (1) via the InvestorPortal, (2) in accordance with section 67c(1) and (2) sentence 3 German Stock Corporation Act, (3) by e-mail, (4) by letter.

If an individual vote is taken on an agenda item without this having been announced in advance of the Annual General Meeting, any instruction previously given to the proxies appointed by the Company to exercise voting rights on this agenda item as a whole or any vote cast by online voting on this agenda item as a whole shall also be deemed to be a corresponding instruction or corresponding vote for each item of the associated individual vote, unless it is changed or revoked.

Similarly, an instruction given to the proxies appointed by the Company to exercise voting rights on the resolution proposed by the Executive Board and the Supervisory Board on agenda item 2 of the Annual General Meeting (resolution on the appropriation of results) or an online vote cast on this proposed resolution shall also apply to a proposed resolution by the Executive Board and the Supervisory Board that is put to the vote at the Annual General Meeting in a correspondingly adjusted form as a result of a change in the number of shares entitled to dividends, unless the instruction or vote is changed or revoked.

## 6. Further information on voting

The planned votes on agenda items 2 to 5 and 7 to 8 are binding, while the planned vote on agenda item 6 is of a recommendatory nature within the meaning of table 3 of the annex to the Implementing Regulation (EU) 2018/1212. It is possible to vote yes (approval), no (rejection), or abstain.

In accordance with legal requirements, voters may request confirmation from the Company within one month of the date of the Annual General Meeting as to whether and how their vote was counted. To request confirmation of the vote count via the InvestorPortal provided on the KION Group website ([www.kiongroup.com/agm](http://www.kiongroup.com/agm)), you will need the personal access data printed on your registration confirmation.

## VI. Shareholders' rights

In the run-up to and during the Annual General Meeting the shareholders will, inter alia, have the following rights. For further details, please see the Company's website at [www.kiongroup.com/agm](http://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

Subject to the requirements set out in section 126a of the German Civil Code, requests for an additional agenda item within the meaning of section 122(2) German Stock Corporation Act may also be transmitted to the Company in electronic form to the e-mail address [HV2026@kiongroup.com](mailto:HV2026@kiongroup.com).

A request for an additional agenda item must be received by the Company at least 30 days prior to the meeting, i.e. by no later than **24:00 on 27 April 2026** (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](http://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 13 May 2026** (CEST),

- at the address

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

or

- at the e-mail address

HV2026@kiongroup.com.

Counter-motions sent to a different address need not be made available.

In all cases in which a counter-motion has been submitted, the time at which the counter-motion is received by the Company will be decisive.

Shareholders' counter-motions that are to be made available will be made available together with the shareholders' names and, if applicable, the grounds for the counter-motions as well as any statements by the Executive Board and the Supervisory Board in this regard on the Company's website at [www.kiongroup.com/agm](http://www.kiongroup.com/agm).

The Company may decide not to make a counter-motion and, if applicable, the grounds for it available if the conditions of section 126(2) German Stock Corporation Act have been met. The grounds on which the Company may do so are listed on its website at [www.kiongroup.com/agm](http://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 of auditors. 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.

Counter-motions and candidate nominations from shareholders that must be made available pursuant to section 126 or section 127 German Stock Corporation Act are deemed to have been submitted at the time of disclosure pursuant to sections 126(4) and 127 sentence 1 German Stock Corporation Act.

In addition, counter-motions and candidate nominations as well as other motions may also be submitted during the virtual Annual General Meeting by means of video communication via the InvestorPortal.

Motions by shareholders relating to the rejection of the proposals from the Executive Board or the Supervisory Board can be supported by voting "no" on the relevant agenda item via the InvestorPortal at [www.kiongroup.com/agm](http://www.kiongroup.com/agm).

Motions and election proposals from shareholders that do not relate to the rejection of proposals from the Executive Board or the Supervisory Board are marked with a capital letter. Shareholders or their proxies can vote on such motions and election proposals by casting their vote via the InvestorPortal at [www.kiongroup.com/agm](http://www.kiongroup.com/agm) behind the relevant motion, which is marked with a capital letter for "Yes," "No," or "Abstain."

The right of the chairman of the meeting to have the proposals from the Executive Board and the Supervisory Board voted on first remains unaffected by this. If the proposals from the Executive Board and the Supervisory Board are accepted by the necessary majority, any counter-motions or (deviating) candidate nominations are deemed to have been settled.

### 3. Right to submit comments

Shareholders who have duly registered for the Annual General Meeting or their proxies have the right to submit comments on the items on the agenda by electronic means in text form no later than five days before the meeting, not including the day of receipt and the day of the Annual General Meeting, i.e. by **24:00 on 22 May 2026** (CEST), by means of electronic communication in text form.

Comments may not exceed 10,000 characters (including spaces) and must be sent exclusively in electronic form as a PDF file by e-mail to the following address: HV2026@kiongroup.com. No other form of transmission is permitted. Comments may be submitted in either German or English, but they will not be translated.

The Company will make comments received in good time available on the KION Group website ([www.kiongroup.com/agm](http://www.kiongroup.com/agm)) no later than four days before the meeting, i.e. by **24:00 on 23 May 2026** (CEST), disclosing the name of the submitting shareholder or their proxy.

Comments submitted late or by means other than the above-mentioned e-mail address will not be made available. Comments received will not be published if one of the grounds for exclusion pursuant to section 130a(3) sentence 4 German Stock Corporation Act in conjunction with section 126(2) sentence 1 nos. 1, 3, and 6 German Stock Corporation Act applies.

Motions, candidate nominations, questions, or objections to resolutions of the Annual General Meeting contained in the submitted comments will not be considered. These may only be submitted, made, or declared in the manner described separately in this invitation.

### 4. Right to speak

The right to speak is granted to duly registered shareholders (or their proxies) who are connected electronically by means of video communication. Motions and candidate nominations pursuant to section 118a (1) sentence 2 no. 3 German Stock Corporation Act and requests for information pursuant to section 131(1) German Stock Corporation Act may be included in the speech.

Shareholders (or their proxies) who wish to participate in a speech electronically may only register for this speech using the corresponding function in the Investor-Portal at [www.kiongroup.com/agm](http://www.kiongroup.com/agm). Shareholders will receive the necessary access data by post after proper registration in the registration confirmation. The chairman of the meeting will provide further details on the procedure for requesting the floor and being granted the right to speak during the Annual General Meeting.

The Company will conduct a technical function test prior to the speech. If the functionality of the video communication between the shareholder and the Company cannot be guaranteed during the meeting, the Company reserves the right to reject the speech. The minimum technical requirements for a live video connection are therefore an Internet-enabled device with a camera and microphone and a stable Internet connection.

## **5. Right to be provided with information**

Pursuant to section 131(1) German Stock Corporation Act, each shareholder is to be provided on request with information on the Company's affairs at the Annual General Meeting by the Executive Board, provided that such information is needed by a shareholder to properly assess a specific agenda item and provided that the Executive Board is not entitled to refuse to provide such information. The Executive Board's duty to provide information also extends to the Company's legal and business relationships with its affiliated enterprises. The duty to provide information also covers the situation of the KION Group and enterprises included in the consolidated financial statements of the KION Group. The circumstances in which the Executive Board is entitled to refuse to provide information are listed on the Company's website at [www.kiongroup.com/agm](http://www.kiongroup.com/agm).

It is intended that the chairman of the Annual General Meeting will determine, in accordance with section 131(1f) German Stock Corporation Act, that the right to information at the Annual General Meeting may only be exercised by means of video communication. During the virtual Annual General Meeting, shareholders (or their proxies) who are connected to the Annual General Meeting electronically will be guaranteed the opportunity to submit their requests pursuant to section 131(4) sentence 1 German Stock Corporation Act via electronic communication through the InvestorPortal at [www.kiongroup.com/agm](http://www.kiongroup.com/agm) during the Annual General Meeting.

No other means of submitting questions by electronic or other means of communication is provided for either before or during the Annual General Meeting.

## **6. Right of objection**

Shareholders (or their proxies) who have registered properly and are connected electronically have the option of declaring their objection to resolutions of the Annual General Meeting during the meeting by means of electronic communication for recording by the notary. Such objections may be declared via the InvestorPortal at [www.kiongroup.com/agm](http://www.kiongroup.com/agm) from the opening of the virtual Annual General Meeting until the closing of the Annual General Meeting by the chairman of the meeting. The notary has authorized the Company to receive objections and receives them electronically via the InvestorPortal.

## **VII. Information and documents relating to the Annual General Meeting; website**

This convocation to the 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, shareholders' motions as well as additional notes on shareholders' rights will be available on the Company's website ([www.kiongroup.com/agm](http://www.kiongroup.com/agm)) from the day on which the Annual General Meeting is convened.

The voting results will also be available at this internet address after the Annual General Meeting has ended.

## **VIII. Information on data protection**

In preparing and conducting the Annual General Meeting, KION GROUP AG, as the controller, processes the personal data of its shareholders and their proxies in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant laws. Details on the handling of this personal data and on the corresponding rights of shareholders and their proxies in accordance with the GDPR can be found at [www.kiongroup.com/en/Service/Privacy-Statement/](http://www.kiongroup.com/en/Service/Privacy-Statement/).

Frankfurt am Main, April 2026

KION GROUP AG

The Executive Board



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