

KION

Notes on shareholders' rights

The convocation of the Annual General Meeting already contains information on the rights of the shareholders. The remarks hereinafter subserve further annotation.

1. Right to put items on the agenda pursuant to section 122(2) of the German Stock Corporation Act (Aktiengesetz)

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.

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 and notified to the shareholders.

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

Section 122 Convening at the request of a minority (excerpt)

- (1) *A general meeting shall be convened if shareholders having an aggregate shareholding amounting to one twentieth of the registered share capital file a written request for such meeting to be held, stating the purpose and the reasons therefor; such request shall be directed to the executive board. The articles of association may link the right to request that the general meeting be convened to another form and to a lesser share in the registered share capital. The applicants must prove that they have owned the shares for at least 90 days prior to the date of receipt of the request and that they hold the shares until the executive board decides on the request. Section 121 (7) shall apply mutatis mutandis.*

- (2) *In the same way, shareholders with an aggregate shareholding of one twentieth of the registered share capital or the proportionate amount of EUR 500,000 may request that items are put on the agenda and are announced as items on the agenda. Each new item shall be accompanied by a statement of reasons or a draft resolution. The request pursuant to sentence 1 must be received by the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the date of receipt shall not be included in the calculation.*

Section 121 General provisions (excerpt)

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

Section 70 Calculation of the period of share ownership

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

2. Counter-motions and candidate nominations pursuant to section 118a(1) sentence 2 no. 3 in conjunction with section 126 and section 127 of the German Stock Corporation Act

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.

The Company may decide not to make a counter-motion and, if applicable, the grounds for it available if the conditions of section 126(2) German Stock Corporation Act have been met.

These provisions apply, pursuant to section 127 German Stock Corporation Act, analogously to a shareholder's nomination for the election of a member of the Supervisory Board or 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/aggm.

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/aggm 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.

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

Section 118a Virtual shareholders' meeting (excerpt)

- (1) *The articles of association may allow for, or authorize the managing board to allow for, the shareholders' meeting to be held without the shareholders or their proxies being physically present at the place where the meeting is held (virtual shareholders' meeting). If a virtual shareholders' meeting is held, the following conditions must be met:*
 3. *shareholders connected electronically to the meeting shall be granted the right to submit motions and nominations at the meeting by means of video communication*

Section 126 Motions by shareholders (excerpt)

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

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

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

- (3) *If several shareholders file a countermotion in respect of the same resolution, the executive board may combine the countermotions and grounds.*
- (4) *In the case of a virtual shareholders' meeting, motions to be made available in accordance with section 126(1) to (3) shall be deemed to have been submitted at the time they are made available. The company shall enable voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the requirements for exercising voting rights stipulated by law or in the articles of association. If the shareholder who has submitted the motion is not duly authorized to do so and, if notification of attendance is required, has not given due notification of attendance at the shareholders' meeting, the motion does not have to be dealt with at the shareholders' meeting.*

Section 127 Nominations by shareholders

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

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

Section 124 Announcement of requests for amendment, proposals for resolution (excerpt)

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

Section 125 Information for shareholders and supervisory board members (excerpt)

- (1) *At least 21 days prior to the date of the general meeting, the executive board of a company that has not exclusively issued registered shares shall notify the following persons of the convening of the general meeting:*
- 1. to the intermediaries, who hold shares in the company in custody,*
 - 2. to shareholders and intermediaries that have requested such notice, and*
 - 3. shareholder associations that have requested such notice or have exercised voting rights for shareholders in the previous general meeting.*

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

Section 130a Right to submit statements and right to speak at virtual shareholders' meetings (excerpt)

- (5) *Motions and nominations in accordance with section 118a(1) sentence 2 no. 3, requests for information in accordance with section 131(1), follow-up questions in accordance with section 131(1d) and further questions in accordance with section 131(1e) may be part of the speech.*

3. Right to submit comments pursuant to section 118a(1) sentence 2 no. 6 in conjunction with section 130a(1) to (4) of the German Stock Corporation Act

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) 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 abovementioned 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.

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

Section 118a Virtual shareholders' meeting (excerpt)

- (1) *The articles of association may allow for, or authorize the managing board to allow for, the shareholders' meeting to be held without the shareholders or their proxies being physically present at the place where the meeting is held (virtual shareholders' meeting). If a virtual shareholders' meeting is held, the following conditions must be met:*
 6. *shareholders are granted the right to submit statements in accordance with section 130a(1) to (4) by means of electronic communication*

Section 130a Right to submit statements and right to speak at virtual shareholders' meetings (excerpt)

- (1) *In the case of a virtual shareholders' meeting, shareholders have the right to submit statements on the items on the agenda prior to the meeting by means of electronic communication using the address designated for this purpose in the notice of the shareholders' meeting. The right may be confined to shareholders who have given due notification of attendance at the meeting. The length of the statements may be reasonably restricted in the notice of the shareholders' meeting.*
- (2) *Statements shall be submitted by no later than five days prior to the meeting.*
- (3) *The submitted statements shall be made available to all shareholders by no later than four days prior to the meeting. Availability of the statements may be confined to shareholders who have given due notification of attendance at the meeting. In the case of stock exchange listed companies, they shall be made available via the website of the company; in the case of section 130a(3) sentence 2, they may also be made available via the website of a third party. Section 126(2) sentence 1 no. 1, 3 and 6 shall apply mutatis mutandis.*
- (4) *Section 121(7) shall apply to calculation of the deadlines specified in section 130a(2) and (3) sentence 1 of the German Stock Corporation Act*

4. Right to speak pursuant to section 118a(1) sentence 2 no.7 in conjunction with section 130a(5) and (6) of the German Stock Corporation Act

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 InvestorPortal at 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.

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

Section 118a Virtual shareholders' meeting (excerpt)

- (1) *The articles of association may allow for, or authorize the managing board to allow for, the shareholders' meeting to be held without the shareholders or their proxies being physically present at the place where the meeting is held (virtual shareholders' meeting). If a virtual shareholders' meeting is held, the following conditions must be met:*
 7. *shareholders connected electronically to the meeting shall be granted a right to speak at the meeting by means of video communication in accordance with section 130a(5) and (6)*

Section 130a Right to submit statements and right to speak at virtual shareholders' meetings (excerpt)

- (5) *Shareholders who are connected to the meeting electronically shall be given a right to speak at the meeting by means of video communication. The form of video communication offered by the company shall be used for speeches. Motions and nominations in accordance with section 118a(1) sentence 2 no. 3, requests for information in accordance with section 131(1), follow-up questions in accordance with section 131(1d) and further questions in accordance with section 131(1e) may be part of the speech. Section 131(2) sentence 2 shall apply mutatis mutandis.*
- (6) *In the notice of the shareholders' meeting, the company may reserve the right to examine the working order of video communication between the shareholder and the company at the meeting and prior to the speech and to reject the speech if the working order of video communication is not ensured.*

5. Right to be provided with information pursuant to section 118a(1) sentence 2 no.4 in conjunction with section 131(1), (1f), (4) and (5) of the German Stock Corporation Act

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.

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 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.

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

Section 118a Virtual shareholders' meeting (excerpt)

- (1) *The articles of association may allow for, or authorize the managing board to allow for, the shareholders' meeting to be held without the shareholders or their proxies being physically present at the place where the meeting is held (virtual shareholders' meeting). If a virtual shareholders' meeting is held, the following conditions must be met:*
 4. *shareholders shall be granted a right to obtain information in accordance with section 131 by means of video communication*

Section 131 Shareholder's right to request information (excerpt)

- (1) *Each shareholder shall upon request be given information from the executive board in the general meeting regarding the company's affairs to the extent required to allow a proper assessment of the items on the agenda. The obligation to provide information shall also extend to the legal and business relationships between the company and an affiliated enterprise. If a company makes use of the simplifications pursuant to section 266(1), sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting dealing with the annual financial statements in the form they would take if these simplifications were not applied. The obligation on the part the executive board of a parent enterprise (section 290(1) and (2) of the German Commercial Code) to provide information in the general meeting in which the consolidated financial statements and consolidated management report are presented shall also extend to the situation of the group of companies and the enterprises included in the consolidated financial statements.*

(1a) – (1e)...

- (1f) *The chairman of the meeting may stipulate that the right to obtain information in accordance with section 131 (1), the right to ask follow-up questions in accordance with section 131 (1d) and the right to ask questions in accordance with section 131 (1e) at the shareholders' meeting may be exercised solely by means of video communication.*
- (2) *The information shall comply with the principles of conscientious and true accounting. The articles of association or the rules of procedure pursuant to section 129 may authorize the chairman of the meeting to restrict the rights of the shareholders to ask questions and to speak to an adequate period of time and to regulate other details.*
- (3) *The executive board may refuse a request for information*
1. *insofar as according to sound business judgment the providing of such information is likely to cause not inconsiderable damage to the company or an affiliated enterprise;*
 2. *insofar as it pertains to tax valuations or the amount of individual taxes;*
 3. *concerning the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the general meeting formally approves the annual financial statements;*
 4. *concerning the accounting and evaluation methods, provided that the details given in the notes concerning such methods are sufficient to give an accurate portrayal of the situation regarding the assets, finances and profits of the company within the meaning of section 264(2) of the German Commercial Code; this shall not apply if the general meeting formally approves the annual financial statements;*
 5. *insofar as the executive board would make itself liable to prosecution by giving such information;*
 6. *insofar as, in the case of a credit institution, a financial services institute or a securities institute, there is no requirement for information concerning the accounting and valuation methods used and set-offs made to be given in the annual financial statements, management report, consolidated financial statement or consolidated management report;*
 7. *insofar as the information is continuously accessible on the website of the company from the seventh day prior to the general meeting through and during the general meeting.*

Information may not be denied for any other reason.

- (4) *If a shareholder has been given information outside of the general meeting as a result of him being a shareholder, such information shall be given to any other shareholder in the general meeting upon request, even if such information is not necessary for a proper assessment of the item on the agenda. ... The executive board may not refuse to give the information pursuant to section 131(3), sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary (section 290(1) and (2) of the German Commercial Code), a joint venture (section 310(1) of the German Commercial Code) or an associated enterprise (section 311(1) of the German Commercial Code) provides the information to a parent*

enterprise (section 290(1) and (2) of the German Commercial Code) for the purpose of the inclusion of the company in the parent enterprise's consolidated annual financial statements and the information is required for this purpose.

- (5) *If information is denied a shareholder, such shareholder may request that his question and the ground given for the refusal of the information be recorded in the minutes of the proceedings. ...*

The chairman of the general meeting is authorized to adopt various measures of order and control at the general meeting. This also includes the restriction of the right to speak and ask questions. The underlying provisions of the Articles of Association of KION GROUP AG read as follows:

§ 22 of the Articles of Association of KION GROUP AG (excerpt)

- (2) *The chairman of the meeting shall chair the proceedings and determine the order of the items to be dealt with and of the votings, which order may diverge from the agenda as announced in the notice of the meeting. Further, the chairman of the meeting shall determine the form, procedure and further details of the voting and may also determine that several votings be combined in one voting procedure.*
- (3) *The chairman of the meeting may appropriately limit the shareholders' right to speak and to ask questions. In particular, the chairman of the meeting may determine, at the beginning or during the general meeting, a reasonable time schedule for the course of the meeting, for the discussions regarding the individual items of the agenda and for the time to speak and to ask questions either generally or for an individual speaker.*

6. Right of objection pursuant to section 118a(1) sentence 2 no. 8 in conjunction with section 245 of the German Stock Corporation Act

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 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.

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

Section 118a Virtual shareholders' meeting (excerpt)

- (1) *The articles of association may allow for, or authorize the managing board to allow for, the shareholders' meeting to be held without the shareholders or their proxies being physically present at the place where the meeting is held (virtual shareholders' meeting). If a virtual shareholders' meeting is held, the following conditions must be met:*
8. *shareholders connected electronically to the meeting shareholders shall be granted the right to declare objections to a resolution of the shareholders' meeting by means of electronic communication,*

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Section 245 Authority to bring an action for avoidance (excerpt)

The following shall have authority to bring an action for avoidance:

- 1. Any shareholder attending the shareholders' meeting, provided he/she has already acquired the shares prior to the agenda having been published by notice and provided he/she raised an objection concerning the resolution and had it recorded in the minutes;*

In the case of a virtual shareholders' meeting, all shareholders connected to the meeting electronically shall be deemed to be in attendance within the meaning of sentence 1 number 1.