



Notice of  
**Annual General Meeting**  
on Wednesday, 5 June 2019

**Investment** in the **future**

 **KRONES**



# Notice of Annual General Meeting

KRONES Aktiengesellschaft Neutraubling

German securities identification code (WKN): 633500

ISIN: DE0006335003

Our shareholders are hereby cordially invited to attend the 39<sup>th</sup> annual general meeting, to be held on Wednesday, 5 June 2019, at 2:00pm, in the Stadthalle Neutraubling, Regensburger Strasse 9, 93073 Neutraubling, Germany. (Doors open at 1:00 pm).

## I. Agenda

1. **Presentation of the ratified annual financial statements for the period ended 31 December 2018 and the approved consolidated financial statements for the period ended 31 December 2018 together with the management reports for KRONES Aktiengesellschaft (hereinafter “KRONES AG”) and the KRONES Group for the financial year 2018, the Executive Board’s proposal for the appropriation of retained earnings, the report of the Supervisory Board on the financial year 2018, and the Executive Board’s explanatory report on the disclosures pursuant to Sections 289 (4) and 315a (1) of the German Commercial Code (HGB).**

The aforesaid documents are available for inspection at the business premises of KRONES AG (Böhmerwaldstrasse 5, 93073 Neutraubling, Germany) and online at [www.krones.com](http://www.krones.com) (Company – Investor Relations – Annual General Meeting 2019) and will also be available to shareholders for inspection during the annual general meeting. Copies of the documents will also be mailed to shareholders on request.

In accordance with the applicable provisions of the law, no resolution on agenda item 1 is proposed or possible because the Supervisory Board has already approved the annual and consolidated financial statements and the annual financial statements are thereby ratified under Section 172 of the German Stock Corporation Act (AktG). Shareholders will vote on the Executive Board’s proposal for the appropriation of retained earnings under agenda item 2. For the remaining documents listed under agenda item 1, the law simply requires that shareholders be given an opportunity to inspect the documents for their information and does not provide for a resolution by the annual general meeting.

2. **Resolution on the appropriation of retained earnings for the financial year 2018**

The Executive Board and the Supervisory Board propose that the retained earnings of €351,071,419.13 for the financial year 2018 be used as follows:

	€
Dividend of €1.70 per ordinary share entitled to dividends	53,708,222.40
Amount brought forward to new account	297,363,196.73
Retained earnings	351,071,419.13

Pursuant to Section 58 (4) sentence 2 of the German Stock Corporation Act (AktG), the entitlement to dividends falls due on 11 June 2019.

3. **Resolution to ratify the acts of the members of the Executive Board in the financial year 2018**

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board in the financial year 2018 be ratified.

**4. Resolution to ratify the acts of the members of the Supervisory Board in the financial year 2018**

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in the financial year 2018 be ratified.

**5. Resolution on the appointment of the independent auditor for the annual financial statements and the consolidated financial statements for the financial year 2019**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that [Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart] be appointed as the independent auditor for the annual financial statements and the consolidated financial statements for the financial year 2019.

In preparing this recommendation, the Audit Committee conducted a selection procedure organised in accordance with Article 16 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). Following this selection procedure, the Audit Committee recommended to the Supervisory Board, in accordance with Article 16 (2) of the EU Audit Regulation, that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, or Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be appointed as the independent auditor for the annual financial statements and the consolidated financial statements, giving preference to [Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart].

The Audit Committee declared that its recommendation had not been improperly influenced by third parties and that no clause restricting its choice within the meaning of Article 16 (6) of the EU Audit Regulation had been imposed on it.

## II. Further details and instructions for the meeting

### 1. Total number of shares and voting rights

The company's share capital at the time of this notice convening the annual general meeting amounts to EUR 40,000,000.00. It is divided into 31,593,072 ordinary shares. Each share entitles its holder to one vote in the annual general meeting. The company holds no treasury shares. Thus, at the time of the convening of the annual general meeting, the 31,593,072 ordinary shares yield a total of 31,593,072 votes.

### 2. Requirements for attending the annual general meeting and for exercising voting rights

Only those shareholders who have registered with the company on time in text form in German or English prior to the general meeting and provided evidence of their shareholding on time are entitled to participate in and exercise the right to make counterproposals and vote in the general meeting. Special verification of the shareholding in text form (pursuant to Section 126 of the German Civil Code (BGB), issued in German or English by the institution with which the account is held, shall constitute sufficient evidence of the shareholding. The evidence of shareholding must refer to the start of the day 15 May 2019 (midnight 00:00 CEST) ("record date").

Evidence of shareholding and registration must be received by the company no later than the end of the day 29 May 2019 (midnight 24:00 CEST) at the following address:

KRONES Aktiengesellschaft  
c/o C-HV AG  
Gewerbepark 10  
92289 Ursensollen, Germany

or

Fax: +49 9628 92 99-871

or

E-mail: hv@anmeldestelle.net

Admission tickets will be sent to eligible attendees after they register.

### 3. Significance of the record date

The record date is the date that determines whether shareholders are entitled to attend and vote in the annual general meeting. With respect to attendance of the annual general meeting and the exercise of voting rights, only those individuals will be deemed to be shareholders of the company who owned the share at the record date and have submitted evidence hereto by the noted deadline. Changes in share ownership after this time have no significance here. Shareholders who did not own any shares on the record date, but only purchased them afterward, may only attend and exercise voting rights in the annual general meeting if they have been granted proxy authorisation by the seller

of the shares. Shareholders who have properly registered and submitted proof of their shareholdings are still entitled to attend and exercise voting rights in the annual general meeting even if they sell their shares after the record date. The record date has no impact on the ability to sell shares and is not a relevant date for any dividend entitlement.

#### 4. Procedure for voting by proxy

Shareholders who are unable to or do not wish to attend the annual general meeting themselves may have their rights within the annual general meeting exercised by proxy, e.g. by a bank, a shareholders' association, or another person of their choosing. If the shareholder authorises more than one person, the company may reject one or more of them.

Granting, revocation, and evidence of proxy authorisation must be submitted to the company in text form (pursuant to Section 126b of the German Civil Code (BGB)). Banks and institutions or companies treated as equivalents under Section 135 (10) in conjunction with Section 125 (5) of the German Stock Corporation Act (AktG) or shareholders' associations or persons within the meaning of Section 135 (8) of the German Stock Corporation Act (AktG), may stipulate different requirements with respect to their own appointment as proxies. It is up to shareholders to inquire about such possible different requirements.

A form for granting proxy authorisation is printed on the back of the admission ticket that is sent to shareholders who register on time and in due form as described above. The form for granting proxy authorisation is also available for download on the company's website at [www.krones.com](http://www.krones.com) (Company – Investor Relations – Annual General Meeting 2019). It can also be requested from the company by mail, fax, or e-mail as follows:

KRONES Aktiengesellschaft  
Investor Relations  
Böhmerwaldstrasse 5  
93073 Neutraubling, Germany

or

Fax: +49 9401 70-3786

or

E-mail: [hv2019@krones.com](mailto:hv2019@krones.com)

Proxy authorisation can be granted to the proxy directly or granted or substantiated in communication with the company.

If proxy authorisation is to be granted, revoked, or substantiated with the proxy directly, notification can be communicated to the company through one of the contact options cited above.

If proxy authorisation is to be declared or substantiated in communication with the company, we request that notification be communicated in due time (by midnight 24:00 CEST, the end of the day 4 June 2019) through one of the contact options cited above. Granting, revocation, and evidence of proxy authorisation directly with the proxy or its revocation can also be communicated to the company on the day of the annual general meeting at check-in.

Even if rights are to be exercised by proxy, the shareholder must still register and provide proof of their shareholdings in proper form and on time in accordance with the terms stated above. The above does not affect the shareholder's right to appoint a proxy after having registered and provided proof of shareholdings – as long as the deadline for appointing a proxy is met.

#### 5. Voting by proxies appointed by the company

We offer our shareholders the possibility to delegate their voting authority to proxies appointed by the company, who then vote solely in accordance with the respective shareholder's instructions. These company-appointed proxies must be given instructions on how the votes are to be cast on each item in addition to proxy authorisation. They cannot vote in accordance with their own discretion but rather must vote solely on the basis of the shareholder's instructions. If no specific instructions are given or if the instructions given are contradictory or unclear, the company-appointed proxy will abstain from voting on the corresponding item. The same applies to unexpected proposals brought up during the meeting. If the components of an agenda item are to be voted on individually without notification in advance of the annual general meeting, instructions that were given for the agenda item in question will be deemed to apply as instructions for each component that is voted on individually. Please note that the company-appointed proxies will not accept requests to speak, ask questions, submit counterproposals, or make statements either before or during the annual general meeting and – with the exception of exercising voting rights – will not exercise any other shareholder rights.

The authorisation of and voting instructions for company-appointed proxies must be given in text form (pursuant to Section 126b of the German Civil Code (BGB)). The same applies to changes to or revocation of proxy authorisation or voting instructions. The related documents containing the proxy authorisation and instruction form for company-appointed proxies and relevant information will be sent to shareholders along with the admission ticket. These documents are also available for download on the company's website at [www.krones.com](http://www.krones.com) (Company – Investor Relations – Annual General Meeting 2019). They can also be requested from the company by mail, fax, or e-mail as follows:

KRONES Aktiengesellschaft  
Investor Relations  
Böhmerwaldstrasse 5  
93073 Neutraubling, Germany



or

Fax: +49 9401 70-3786

or

E-mail: hv2019@krones.com

We kindly request that shareholders return the completed proxy authorisation form and voting instructions to the above address, fax, or e-mail address in a timely manner, no later than midnight 24:00 CEST, the end of the day 4 June 2019. Authorisation of and voting instructions for company-appointed proxies may also be granted on the day of the annual general meeting at check-in.

If company-appointed proxies are granted proxy authorisation they must be given instructions on how the votes are to be cast on each item. Without such instructions, the proxy authorisation is not valid. Even if rights are to be exercised by a company-appointed proxy, the shareholder must still register and provide proof of their shareholdings in proper form and on time in accordance with the terms stated above.

**6. Shareholder rights pursuant to Sections 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Act (AktG)**

Shareholders' rights before and during the annual general meeting include the following pursuant to Sections 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Act (AktG). Additional information on these is also available on the company's website at [www.krones.com](http://www.krones.com) (Company – Investor Relations – Annual General Meeting 2019).

***Requests for additional agenda items pursuant to Section 122 (2) of the German Stock Corporation Act (AktG)***

Pursuant to Section 122 (2) of the German Stock Corporation Act (AktG), shareholders jointly representing at least one-twentieth of the share capital or an amount of the share capital corresponding to at least EUR 500,000.00 may request that items be placed on the agenda of the annual general meeting and published.

The petitioners must furnish evidence that they have been the holders of the shares for at least 90 days prior to receipt of the request and that they will continue to hold the shares until the time at which the Executive Board takes a decision on the request, whereby the period of shareholding shall be calculated on the basis of Section 70 of the German Stock Corporation Act (AktG). The day of receipt of the request shall not be counted. Shifting of dates from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (BGB) shall not be applied analogously.

Each request for a new agenda item must be accompanied by an explanation or a formal resolution proposal.

The request must be addressed to the Executive Board of KRONES AG in writing and must be received by the company at least 30 days prior to the annual general meeting (that is, no later than midnight 24:00 CEST, the end of the day 5 May 2019). Please send requests to the following address:

KRONES Aktiengesellschaft  
Executive Board (Vorstand)  
Böhmerwaldstrasse 5  
93073 Neutraubling, Germany

New agenda items that are required to be made public will, without undue delay upon receipt, be published in the German Federal Gazette (Bundesanzeiger) and submitted to those media for publication which may be presumed to disseminate the information throughout the European Union if they have not already been included in this notice. They will also be made available on the company's website at [www.krones.com](http://www.krones.com) (Company – Investor Relations – Annual General Meeting 2019) and communicated to shareholders pursuant to Section 125 (1) sentence 3 of the German Stock Corporation Act (AktG).

***Counterproposals and election nominations by shareholders pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act (AktG)***

Every shareholder has the right to submit to the company counterproposals to proposals put forward by the Executive Board and/or the Supervisory Board relating to certain agenda items pursuant to Section 126 (1) of the German Stock Corporation Act (AktG) and to make election nominations pursuant to Section 127 of the German Stock Corporation Act (AktG). Counterproposals must be accompanied by a statement of grounds. No explanation is required for election nominations. Counterproposals and election nominations must be sent to the following address, fax, or e-mail address:

KRONES Aktiengesellschaft  
Investor Relations  
Böhmerwaldstrasse 5  
93073 Neutraubling, Germany

or

Fax: +49 9401 70-3786

or

E-mail: [hv2019@krones.com](mailto:hv2019@krones.com)

No consideration will be given to counterproposals or election nominations sent to other addresses.

Counterproposals with their statement of grounds and shareholder-submitted election nominations that are received at the above address, fax, or email address on time, that is, by midnight 24:00 CEST, the end of the day 21 May 2019 and that must be made available will be posted, together with the shareholders' names and any statements of grounds and any additional information required under Section 127 sentence 4 of the German Stock Corporation Act (AktG), on the company's website at [www.krones.com](http://www.krones.com) (Company – Investor Relations – Annual General Meeting 2019) without undue delay upon receipt. Management's comments, if any, will also be published on the above website.

The company may opt not to publish a counterproposal and its statement of grounds or an election nomination if the prerequisites under Section 126 (2) sentence 1 (in conjunction with Section 127 sentence 1) of the German Stock Corporation Act (AktG) are met. The statement of grounds for a counterproposal or election nomination need not be published if its total length exceeds 5,000 characters. Pursuant to Section 127 sentence 3 of the German Stock Corporation Act (AktG), the executive board need not communicate nominations if they do not contain the information required by Section 124 (3) sentence 4 and Section 125 (1) sentence 5 of the German Stock Corporation Act (AktG).

We would like to point out that counterproposals and election nominations will only be given consideration at the annual general meeting if they are made or submitted at the annual general meeting itself – even if they have been sent to the company before the meeting. The above does not affect the right of every shareholder to submit counterproposals to the various agenda items or election nominations during the annual general meeting without having transmitted them to the company beforehand.

***Shareholders' right to information under Section 131 (1) of the German Stock Corporation Act (AktG)***

Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG), every shareholder or authorised representative present at the annual general meeting shall, upon request, be given information from the Executive Board on matters concerning the company to the extent that such information is necessary in order to properly evaluate the agenda item under discussion. The duty to provide information also extends to the company's legal and business relations with affiliated companies and to the position of the group and the companies included in the consolidated financial statements. The Executive Board may decline to respond to individual questions on the grounds stated under Section 131 (3) of the German Stock Corporation Act (AktG).

In order to facilitate proper response, we kindly request that shareholders and their authorised representatives wanting to pose questions at the annual general meeting send their questions to the above address, fax, or email address as early as possible before the meeting. Submitting questions in advance is not a formal requirement. Shareholders' rights to information are unaffected by this request.

## 7. Information (documentation) on the company's website

The following information is available on the company's website at [www.krones.com](http://www.krones.com) (Company – Investor Relations – Annual General Meeting 2019):

- The content of this notice convening the annual general meeting
- An explanation of why no resolution is to be made on agenda item 1
- The documentation that must be made available to the annual general meeting
- The annual report of the company for the financial year 2018, which includes a description of the remuneration system for Executive Board members
- The total number of shares and voting rights at the time of this notice convening the annual general meeting
- The forms that can be used to grant proxy authorisation for the annual general meeting or to authorise a company-appointed proxy, who shall then be bound by the shareholder's instructions, and for giving those instructions
- Further information on the shareholder rights mentioned above (to request amendments to the agenda, to make counterproposals and/or election nominations, to obtain information).

## 8. Data privacy information for shareholders and authorised representatives

In its capacity as a data “controller” as defined under Article 4 number 7 of the General Data Protection Regulation (GDPR), KRONES AG processes personal data (name, address, e-mail address, number of shares, share class, type of ownership of shares, and admission ticket number as well as, if applicable, name and address of the authorised representative to which each shareholder has granted proxy) on the basis of the data protection legislation applicable in Germany in order to allow shareholders and their authorised representatives to exercise their rights at the annual general meeting. KRONES AG is represented by the members of its Executive Board: Christoph Klenk, Michael Andersen, Thomas Ricker, Markus Tischer, and Ralf Goldbrunner. The company can be reached at:

KRONES Aktiengesellschaft  
 Böhmerwaldstrasse 5  
 93073 Neutraubling, Germany  
 Phone: +49 9401 70-0  
 Fax: +49 9401 70-2488  
 E-mail: [info@krones.com](mailto:info@krones.com)

If you do not disclose this personal data yourself when you register for the annual general meeting, your custodian bank will furnish KRONES AG with this data. Your personal data is processed solely for the purposes of enabling you to take part in the annual general meeting and only to the extent required to achieve this purpose. The legal basis for processing the data is Article 6 (1) (c) of the GDPR. KRONES AG stores this personal data only as long as it is necessary to accomplish the purpose indicated above or as long as the company is entitled or required to store personal data under the law. Data collected in connection with the annual general meeting is usually retained for up to three years.

The service providers whose services the company uses to organise the annual general meeting receive from the company only that personal data which they require to perform the designated services and process this data solely in accordance with the company's instructions.

In addition, personal data may be shared with shareholders and their authorised representatives (proxies) and third parties in connection with the annual general meeting and in keeping with the provisions of the law. In particular, the name, place of residence, and number and type of shares held of shareholders and authorised representatives (proxies) who attend the annual general meeting will be published in the list of participants, which is prepared in accordance with Section 129 (1) sentence 2 AktG. This information can be seen by other shareholders and attendees during the annual general meeting and by shareholders for up to two years following the annual general meeting in accordance with Section 129 (4) AktG. With respect to personal data transmitted to third parties relating to an announcement of shareholder requests for amendments to the agenda, counterproposals, and election nominations, please see Section II. 6.

You have the following rights with respect to the processing of your personal data: You may ask KRONES AG under Article 15 GDPR for information on what personal data it stores, ask for this data to be corrected in accordance with Article 16 GDPR or deleted in accordance with Article 17 GDPR, restrict the processing of your personal data in accordance with Article 18 GDPR, and request that certain personal data is transferred to you or a third party whom you nominate (right to data portability) in accordance with Article 20 GDPR.

Shareholder can exercise this right with respect to the company by way of the following:

KRONES Aktiengesellschaft  
Data protection officer  
Böhmerwaldstrasse 5  
93073 Neutraubling, Germany

or

Fax: +49 9401 70-3786

or

E-mail: [data.protection@krones.com](mailto:data.protection@krones.com)

In addition, Article 77 GDPR gives you the right to lodge a complaint with the competent data protection authority of the state or country in which you have your residence or permanent abode or in the state of Bavaria, where the company has its registered offices.

You can reach our data protection officer at:

KRONES Aktiengesellschaft  
Data protection officer  
Böhmerwaldstrasse 5  
93073 Neutraubling, Germany

or

Fax: +49 9401 70-3786

or

E-mail: [data.protection@krones.com](mailto:data.protection@krones.com)

Neutraubling, April 2019

KRONES Aktiengesellschaft

The Executive Board

KRONES AG  
Annual Meneral Meeting  
on 5 June 2019

Stadthalle Neutraubling  
Regensburger Strasse 9  
93073 Neutraubling  
Germany

If you arrive with your  
own car, please enter in  
your navigation device  
"Birkenallee" or  
"Hotel am See".

Coming from  
Barbing or the A3



Coming from  
Obertraubling

KRONES AG  
Corporate Communications  
Böhmerwaldstrasse 5  
93073 Neutraubling  
Germany

Phone + 49 9401 70-1744  
E-mail [hv2018@krones.com](mailto:hv2018@krones.com)  
Internet [www.krones.com](http://www.krones.com)

This version of the Notice of Annual General Meeting, prepared for the convenience of English-speaking readers, is a translation of the German original. For the purposes of interpretation the German text shall prevail.