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Notice of annual shareholders' meeting
on 13 June 2012

 KRONES

Notice of annual shareholders' meeting

KRONES Aktiengesellschaft Neutraubling

German securities identification code (WKN): 633 500

ISIN: DE0006335003

Our shareholders are hereby cordially invited to attend the 32nd annual shareholders' meeting, to be held on Wednesday, 13 June 2012 at 2:00pm, in the Stadthalle Neutraubling, Regensburger Strasse 9, 93073 Neutraubling, Germany. (Doors open at 1:00 pm).

1. **Presentation of the ratified annual financial statements and the approved consolidated financial statements together with the management reports for KRONES Aktiengesellschaft (hereinafter »KRONES AG«) and the KRONES Group for the financial year 2011, the Executive Board's proposal for the appropriation of retained earnings, the report of the Supervisory Board on the financial year 2011, and the explanatory report on the disclosures pursuant to §§ 289 (4) and 315 (4) 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 (»Investor relations« – »Annual shareholders' meeting«) and will also be available to shareholders for inspection during the annual shareholders' 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 this agenda item 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. 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 this agenda item, 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 shareholders' meeting.

2. **Resolution on the appropriation of retained earnings**

The Executive Board and the Supervisory Board propose that the retained earnings of €23,204,187.63 for the financial year 2011 be appropriated as follows:

Dividend of €0.60	
per ordinary share entitled to dividends	€18,100,590.60
Amount brought forward to new account	€5,103,597.03
Retained earnings	€23,204,187.63

This proposal for the appropriation of retained earnings takes into account the fact that the treasury shares held directly or indirectly by the company are not entitled to dividends pursuant to § 71b of the German Stock Corporation Act (AktG).

3. **Resolution to ratify the acts of the members of the Executive Board in the financial year 2011**

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board in the financial year 2011 be ratified.

4. Resolution to ratify the acts of the members of the Supervisory Board in the financial year 2011

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in the financial year 2011 be ratified.

5. Supervisory Board elections

The Supervisory Board is composed in accordance with § 8 (1) of the articles of association, §§ 96 (1) and 101 (1) of the German Stock Corporation Act (AktG) and §§ 1 (1) and 7 (1) sentence 1 no. 1 of the Codetermination Act (MitbestG).

Pursuant to § 8 (2) of the articles of association, the members of the Supervisory Board shall be elected for a period that ends at the close of the annual shareholders' meeting that resolves on the ratification of the acts of the Board for the fourth fiscal year following the start of their term in office. The financial year that is underway at the start of the term in office shall not be included in this calculation. Members may be reelected.

Pursuant to § 8 (4) of the articles of association, if a member of the Supervisory Board leaves before the end of his or her term, the person shall be replaced by election of a member to the Supervisory Board whose term shall extend only to the end of the term of the member who has left. Accordingly, the term of Supervisory Board member Petra Schadeberg-Herrmann, who was elected on 15 June 2011 to replace Prof. Dr. Kohnhäuser (who stepped down from the Supervisory Board before the end of his term) ends at the close of the annual shareholders' meeting that is the subject of this notice in accordance with § 8 (4) of the articles of association.

The Supervisory Board proposes that

- Ms. Petra Schadeberg-Herrmann, managing partner at Krombacher Finance GmbH, Schawei GmbH, Diversum Holding GmbH & Co. KG, residing in Kreuztal-Krombach, Germany,

be reelected as a member of the Supervisory Board representing the shareholders for the maximum permissible term in office.

Petra Schadeberg-Herrmann is a member of the following statutory supervisory board or comparable monitoring body in Germany:

- Member of the advisory board of HSBC Trinkhaus & Burkhardt AG, Düsseldorf.

The annual shareholders' meeting is not bound by the above nominations.

6. Resolution on the appointment of the independent auditor for the financial year 2012

The Supervisory Board proposes that KPMG Bayerische Treuhandgesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Regensburg branch office be appointed as the independent auditor for the financial year 2012.

Total number of shares and voting rights

The company's share capital at the time that this notice convening the annual shareholders' meeting was made public in the Federal Gazette (Bundesanzeiger) amounted to €40,000,000.00. It is divided into 31,593,072 ordinary shares. Each share entitles its holder to one vote in the annual shareholders' meeting. The company holds 1,425,421 treasury shares, which do not carry voting rights pursuant to § 71b of the German Stock Corporation Act (AktG). Thus, at the time of the convening of the annual shareholders' meeting, the 31,593,072 ordinary shares yield a total of 30,167,651 votes.

Requirements for attending the annual shareholders' meeting and for exercising voting rights; the »record date« pursuant to § 123 (3) sentence 3 of the German Stock Corporation Act (AktG) and its significance

Only those shareholders who register with the company in text form in German or English and provide evidence of their shareholding prior to the annual shareholders' meeting are entitled to attend and exercise voting rights in the annual shareholders' meeting. Special verification of the shareholding in text form, 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 23 May 2012 (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 6 June 2012 (midnight 24:00 CEST) at the following address:

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

or

Fax: +49 9628 9299871

or

E-mail: hv@anmeldestelle.net

The record date is the date that determines whether shareholders are entitled to attend and vote in the annual shareholders' meeting. With respect to attendance of the annual shareholders' meeting or 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 shareholders' meeting if they have been granted proxy authorisation by the seller of the shares or obtained such authorisation. Shareholders who have properly registered and submitted proof of their shareholdings are still entitled to attend and exercise voting rights in the annual shareholders' 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.

Procedure for voting by proxy

Shareholders may have their voting rights 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. Banks and persons or institutions treated as equivalents under § 135 (8) of the German Stock Corporation Act (AktG) or under § 135 (10) of the German Stock Corporation Act in conjunction with § 125 (5) of the German Stock Corporation Act, such as shareholders' associations, may stipulate different requirements with respect to their own appointment as proxies.

In addition, we offer our shareholders the option of delegating their voting authority to company-appointed proxies, who are then bound by the shareholder's instructions (hereinafter simply »company-appointed proxies«). The authorisation of and voting instructions for company-appointed proxies must be given in text form.

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 documents containing the proxy authorisation and instruction form for company-appointed proxies along with relevant information will also be sent along with the admission ticket to shareholders who register on time and in due form as described above.

The form for granting proxy authorisation and the authorisation and instruction forms for company-appointed proxies are also available for download on the company's website at www.krones.com (»Investor Relations« – »Annual shareholders' meeting«). They can also be requested from the company by mail, fax, or e-mail as follows:

KRONES Aktiengesellschaft
Investor Relations
Böhmerwaldstr. 5
93073 Neutraubling, Germany

or

Fax: +49 9401 703786

or

E-mail: hv2012@krones.com

Evidence of proxy authorisation as well as the authorisation and instruction form for company-appointed proxies can also be sent to the above address, fax, or e-mail address.

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. Company-appointed proxies are obliged to vote in line with the instructions given.

Shareholders' rights

Shareholders' rights before and during the annual shareholders' meeting include the following pursuant to § 122 (2), § 126 (1), § 127, and § 131 (1) of the German Stock Corporation Act (AktG). Additional explanations regarding shareholders' rights can be found on the company's website at www.krones.com (»Investor relations« – »Annual shareholders' meeting«).

■ Proposal of additional agenda items

Pursuant to § 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 €500,000.00 may request that items be placed on the agenda and published. Each request for a new agenda item must be accompanied by supporting information or a formal resolution proposal. Shareholders making such requests must provide evidence that they have owned the minimum amount of shares for at least three months prior to the date of the annual shareholders' meeting. Calculation of this time period shall be in accordance with § 70 of the German Stock Corporation Act.

The request must be received by the company in writing at least 30 days prior to the annual shareholders' meeting (that is, no later than midnight 24:00 CEST, the end of the day 13 May 2012) at the following address:

KRONES Aktiengesellschaft
The Executive Board (Vorstand)
Böhmerwaldstr. 5
93073 Neutraubling, Germany

New agenda items that are required to be made public are published without undue delay upon receipt 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. In addition, they are published on the company's website at www.krones.com (»Investor relations« – »Annual shareholders' meeting«).

■ Counterproposals and election nominations by shareholders

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 § 126 (1) of the German Stock Corporation Act (AktG) and to make nominations for the election of members of the Supervisory Board and of the auditor pursuant to § 127 of the German Stock Corporation Act. Counterproposals must be accompanied by supporting information. No supporting information is required for election nominations. Counterproposals and election nominations must be sent to the address below:

KRONES Aktiengesellschaft
 Investor Relations
 Böhmerwaldstr. 5
 93073 Neutraubling, Germany

or

Fax: +49 9401 703786

or

E-mail: hv2012@krones.com

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

Counterproposals and election nominations that are received at this address by midnight 24:00 CEST, the end of the day 29 May 2012 and that are to be made available will be posted, together with the shareholders' names and any supporting information, on the company's website at www.krones.com («Investor relations» – »Annual shareholders' meeting«) without undue delay upon receipt. Management's comments, if any, on the counterproposals and election nominations will also be published at the above website.

The company may opt not to publish a counterproposal and its supporting information if the prerequisites under § 126 (2) of the German Stock Corporation Act (AktG) are met. For instance, supporting information for a counterproposal need not be published if its total length is more than 5,000 characters.

We would like to point out that counterproposals and election nominations will only be given consideration at the annual shareholders' meeting if they are made or submitted orally at the annual shareholders' meeting – 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 shareholders' meeting without having transmitted them to the company beforehand.

■ Shareholders' right to information

Every shareholder present at the annual shareholders' 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 § 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 shareholders' meeting send their questions to the above 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.

Information (documentation) on the company's website

The following information is available on the company's website at www.krones.com in the »Annual shareholders' meeting« section under the »Investor relations« link:

- The content of this notice convening the annual shareholders' meeting
- The documentation that must be made available to the annual shareholders' meeting
- The annual report of the company for the financial year 2011, which includes a description of the compensation system for Executive Board members
- The total number of shares and voting rights at the time of this notice convening the annual shareholders' meeting
- The forms that can be used to grant proxy authorisation for the annual shareholders' 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).

Neutraubling, April 2012

KRONES Aktiengesellschaft

The Executive Board



KRONES AG
Annual shareholders' meeting
on 13 June 2012

Stadthalle Neutraubling
Regensburger Strasse 9
93073 Neutraubling
Germany

Parking

KRONES AG
Corporate Communications
Böhmerwaldstrasse 5
93073 Neutraubling
Germany

Phone + 49 9401 70-1744
Fax + 49 9401 70-3786
E-mail hv2012@krones.com
Internet www.krones.com

This version of the Notice of Shareholders' 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.