



Annual General Meeting of Knorr-Bremse AG

Speech given by the Chairman of the Supervisory Board
Dr. Reinhard Ploss

Munich, April 30, 2025

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The spoken word on the day of the Annual General Meeting shall prevail

Ladies and gentlemen,
my dear shareholders and proxies,

On behalf of Knorr-Bremse, I wish to extend you a very warm welcome to our 2025 Annual General Meeting.

We are very happy that you are once again participating in our Annual General Meeting via our Internet portal this year. We will be pleased to answer any questions you have today – as you have come to expect from us. Let us now take a look at the results and successes of the past fiscal year and our current projects.

As the Chairman of the Supervisory Board, it is my privilege to hereby **open** this year's Annual General Meeting of Knorr-Bremse AG and chair it in accordance with the Articles of Association.

Before we start the official part of our meeting, please allow me a few words beforehand.

First, I would like to express my gratitude for the trusting and purposeful working relationship on our two most important corporate bodies: The joint, intensive commitment of the Executive Board and Supervisory Board is a **key factor** in Knorr-Bremse AG's **success**. A big thank you for that to the ladies and gentlemen on the Executive Board and Supervisory Board!

Dear shareholders,

I would now like to inform you about some personnel changes on the two boards.

On July 1, 2024, **Mr. Thomas Mittmann** succeeded **Mr. Michael Jell** as an employee representative on the Supervisory Board of Knorr-Bremse AG. Mr. Jell had been a member of the Supervisory Board since 2014 and retired from it on June 30, 2024 for personal reasons. In January 2025, **Ms. Manuela Deseive** succeeded **Ms. Sylvia Walter**, who stepped down as an employee representative at the end of 2024 having reached retirement age.

On the shareholder side, **Dr. Theodor Weimer** is stepping down from the Supervisory Board at his own request with effect from this Annual General Meeting. Dr. Weimer has been its Deputy Chairman since March 2021. He has greatly enriched the Supervisory Board of Knorr-Bremse AG with his exceptional dedication and valuable international experience. On behalf of the whole Supervisory Board and our company's workforce, I would like to thank Dr. Weimer for the extraordinary commitment and willingness with which he contributed his extensive, international experience for the benefit of our company in challenging times. All of us have always greatly appreciated the excellent working relationship and the valuable exchange of ideas with him over the past years.

Mr. Stephan Sturm is standing for election as his successor at this Annual General Meeting. Mr. Sturm was CEO of the medical technology manufacturer Fresenius and served on the Supervisory Board of Deutsche Lufthansa between 2015 and 2021, most recently as Chairman of its Audit Committee. For two years, he has headed the Heinz Hermann Thiele Family Trust, which holds 59% of the shares in Knorr-Bremse. We regard Stephan Sturm's candidacy as a clear commitment by the anchor shareholder to Knorr-Bremse AG. It is also an important signal as regards the stability and further development of our company. If elected,

Mr. Stephan Sturm would join Ms. Julia Thiele-Schürhoff as the second representative of the Family Trust on Knorr-Bremse AG's Supervisory Board.

I would now like to invite Mr. Sturm to take the floor and introduce himself briefly.

Thank you, Mr. Sturm, for introducing yourself. It is my firm conviction that Mr. Sturm will excellently complement and enrich the Supervisory Board with his many years of extensive management experience.

Dear shareholders,

There were no personnel changes on the Executive Board of Knorr-Bremse AG. Nevertheless, I would like to take this opportunity to mention an important decision we recently made: On January 31 of this year, the Supervisory Board extended the contract of Chief Executive Officer Marc Llistosella, **ahead of time and unan-
imously**, by a further five years effective January 1, 2026.

On behalf of the entire Supervisory Board, I am delighted that Marc Llistosella will continue to shape the future of the company as CEO in the coming years. I feel confident that together we can add further chapters to Knorr-Bremse's success story.

By extending his contract before it expires, the Supervisory Board is strengthening continuity and stability on Knorr-Bremse's Executive Board and, in particular, recognizing the **team performance** and successes of **BOOST**, the Knorr-Bremse Operational Optimization Strategy and Transformation **strategy program**. Marc Llistosella as CEO has implemented the strategy program together with his Executive Board team. In this way, he has guided Knorr-Bremse AG toward profitable, sustainable growth with entrepreneurial foresight. And he is resolutely pursuing our common goal of successfully developing the company as a global market and

technology leader.

The success story of Knorr-Bremse has a long tradition: Our company has prevailed on international markets for many years thanks to its ability to adapt and permanently evolve – and is celebrating its 120th anniversary in 2025. We want to mark this **exceptional anniversary** this summer under the motto “One World – One KB.” As part of this, we wish to honor our employees around the world as well as two extraordinary trailblazers of our company: its **innovative founder Georg Knorr**, whose ideas now enable millions of people to travel safely by rail and road every day; and the **entrepreneur Heinz Hermann Thiele**, who shaped Knorr-Bremse for decades and made it one of Germany’s most successful industrial companies and the global market leader for braking systems.

Dear shareholders,

On behalf of the entire Supervisory Board, I would like to congratulate the shareholders and all Knorr-Bremse employees on this **success story**. Thank you for supporting your company. We have grown steadily, have constantly reoriented ourselves, and always look ahead. That is the secret of our strength. Our company stands for **transformation and continuous progress**. This inspires us and gives us the power to think in innovative ways and act boldly. And it reinforces our desire to become a little better every day, even in challenging times like these. That is precisely why our company – Knorr-Bremse AG – has been around for 120 years.

However, we are aware that past successes are no guarantee of future ones. That is why we are doing all we can to achieve our ambitious goals, even in the face of the ongoing challenging geopolitical situation. CEO Marc Llistosella and CFO Frank Weber will soon provide you with more details about that.

Dear shareholders,

Knorr-Bremse AG once again demonstrated its **tremendous resilience** in a challenging global environment in 2024, closing the fiscal year with strong results. This success reinforces the entire Supervisory Board's conviction that Knorr-Bremse is on the right track. I promise you: We will stick to this path, with an innovative mindset and bold action. The Boost program is a prime example of this.

However, the very good business results for 2024 are also due in particular to the work of our employees around the world. They are systematically implementing our BOOST strategy program. I would like to thank the entire team of Knorr-Bremse AG for this support: You can be proud of what you have achieved!

It goes without saying that you, dear shareholders, are also part of the Knorr-Bremse AG team.

You back our company's orientation. And you give us the freedom we need to make long-term decisions: thanks to your trust in our company, our strategy, and our entire team.

I wish to express my great thanks to you for that. We take your trust as motivation to keep on improving our company and increasing its value. And as a mandate to continue guiding our company toward a successful future.

Dear shareholders,

You have invested your money in Knorr-Bremse AG. We want that investment to pay off. And we want you, our shareholders, to share appropriately in the success of your company in the past fiscal year 2024.

The Executive Board and Supervisory Board therefore propose to the General

Meeting that a dividend of € **1.75** per share be paid. This represents an increase of **7%** over the previous year. The increase in the payout ratio to around 60% this year takes account of the fact that certain one-time effects impacted our consolidated net income. The shareholders will thus receive a dividend that reflects the company's very good operational performance and, excluding the non-recurring effects, reflects the long-term dividend policy of a payout ratio of 40% to 50%.

Dear shareholders,

Let's now move on to the official part of this year's Annual General Meeting.

The Executive Board has again decided to hold today's Annual General Meeting as a **virtual meeting**, which means that the shareholders and their proxies are not physically present at the meeting venue.

The basis for this decision is the positive experience that we had with the virtual format in past years and the authorization in our Articles of Association that was passed by a large majority at the 2023 Annual General Meeting. Just like last year, you, our shareholders, will again have the opportunity to participate **actively** in the Annual General Meeting and exercise the **shareholder rights** to be exercised at such meetings. You can also exercise all your rights to ask questions, receive answers, and propose motions at this virtual meeting, and without any extra effort for traveling to and from the meeting – which makes it **efficient** and **resource-friendly**.

Using the Online Service, our registered shareholders and their proxies can follow the livestreamed Annual General Meeting **from start to finish**. In addition, we will broadcast the **entire Annual General Meeting** for the interested public over the internet, just as we did last year. My introductory remarks and the speeches by Mr. Llistosella and Mr. Weber will also be recorded and will be

subsequently available on the company's website. Please note that if you are currently following the public broadcast of the Annual General Meeting, you must **log in** to the Online Service to be able to exercise your shareholder rights, especially to speak and exercise your voting rights.

You can find the Online Service in the Investor Relations section of our website under "Annual General Meeting 2025". You received the personal access credentials required to log in to the Online Service with your registration confirmation. Proxies should use the access credentials sent to them.

You can exercise your voting right by submitting your electronic vote through the Online Service or e-mailing it to the address provided in the notice convening the meeting. The same channels can be used to issue authorization and instructions to the company-nominated proxies. Corresponding statements must have been received by the time I will specify later on during the voting. Other votes may **no** longer be submitted at this time.

I will give you plenty of notice as to what time we will close the voting.

Ladies and gentlemen,

We carefully checked the technical arrangements for the live broadcast of today's Annual General Meeting, the Online Service, and the video sharing for shareholders and shareholder representatives together with the service providers we engaged. The **notary public** who is here today was given a detailed explanation of the technology and **independently** gained a comprehensive understanding of the transmission of the Annual General Meeting, the functions of the Online Service, and the technical arrangements.

In the event of any **technical problems**, please check your internet connection and make sure your browser is up to date. Please be patient if the broadcast here

from Munich is unexpectedly interrupted. We will get it up and running again as soon as possible. Should a technical malfunction occur, we will provide you with further information via the Online Service or in the section of our website dedicated to the Annual General Meeting. There you can also find a hotline number to contact.

A stenographic transcript of the entire Annual General Meeting will not be prepared. Only questions asked by shareholders and shareholder representatives will be recorded so that answers can be prepared.

Please note that it is **not permitted** to make a **recording** of this event.

This brings me to some more **formalities**:

I wish to extend a warm welcome to notary public **Professor Hartmut Wicke**, who is seated right next to me here on the podium.

All members of the **Executive Board** are present – our CEO Marc Llistosella and – from left to right as you see them – **Bernd Spies, Dr. Nicolas Lange, Frank Markus Weber**, and **Dr. Claudia Mayfeld**.

Joining me in person from the **Supervisory Board** is my deputy **Franz-Josef Birkeneder**, who is also up here on the podium. All other Supervisory Board members are connected virtually and are following the live stream of the Annual General Meeting.

I would also like to welcome the two company-nominated **proxies, Dr. Moritz Schuler** and **Andreas Spitzauer**, both of whom are here in person. As explained in the notice convening the meeting, these proxies exercise voting rights exclusively on the basis of the authorization and instructions issued.

The Annual General Meeting was convened in good time and in due form through the **notice published** in the German Federal Gazette on March 20, 2025. Since that day, and also today, the notice convening the Annual General Meeting and the other documents to be submitted are available on the company's website as well. They are available here in the meeting room, too.

The **list of participants** will be continuously updated up until the Annual General Meeting has ended. It can be viewed via the Online Service and is also available for inspection here in the meeting room. I will later announce what **percentage of the share capital** was **represented** at the meeting.

Ladies and gentlemen,

Allow me to explain a few more things about the **sequence of events** at today's virtual Annual General Meeting:

As in the case of an AGM with physical attendance, shareholders who have duly registered and their proxies have **full rights to ask questions, receive information and propose motions**. As stated in the notice convening the Annual General Meeting, I hereby declare that rights to receive information shall be exercised exclusively by video link using the Online Service. The same goes for rights to ask questions and propose motions. We made a conscious decision not to allow shareholders to submit questions in advance.

Shareholders and their proxies can already submit a **request to speak** using the *Wortmeldung* button in the Online Service.

A "Motion/nomination" (*Antrag/Wahlvorschlag*) button is also provided to give notice of a **motion** or a **request for information** in accordance with Section 131 (4) of the German Stock Corporation Act.

Please provide a **telephone number** in the corresponding text box so that we can contact you in the event that any technical problems occur. Please also provide keywords for the topics you would like to discuss so that I can decide when to give you the floor.

Using the Online Service you can also test whether your camera and microphone work with your internet browser. Please take the opportunity to do so now.

During the **general debate**, I will call on the speakers in blocks and ask them to join us in our virtual waiting room. There, a member of staff will briefly make sure that the video link to you is working.

Following this functional check and after I have given you the floor, a live audiovisual connection will be established so that you can speak at the Annual General Meeting, ask questions or propose motions.

A **live connection** requires a functioning video link between the shareholder and the company. If this is not working, we will unfortunately have to reject your contribution or end it prematurely if the connection is lost while you are speaking. Recommendations for the optimal functioning of the video link are provided in the section of our website dedicated to the Annual General Meeting. There you will also find a summary of the **FAQs on the Annual General Meeting**, including the telephone numbers to contact if technical problems arise.

In advance of the AGM, shareholders had the opportunity to submit **comments** on the items on the agenda by e-mail. Use was not made of this option.

Once the general debate has ended, I will explain the **voting procedure**. You

will then have time to exercise your voting rights by means of electronic absentee voting using the Online Service or by sending an e-mail to the address stated in the notice convening the meeting, or to grant, amend or revoke authorization and instructions to the company-nominated proxies. In fact, you can **already** do this.

I will ascertain and announce the results of voting once they have been determined.

Objections to resolutions of the Annual General Meeting can be raised via the Online Service up until the end of the meeting and will be included in the notary's minutes of the meeting. The Online Service can also be used to request that **questions** be **included** in the notarized minutes of the meeting as not answered or not sufficiently answered in accordance with Section 131 (5) of the German Stock Corporation Act.

That ends my comments about the procedure. Thank you for following our virtual Annual General Meeting today. I look forward to the exchange of views via the live video link and to a lively general debate.

Ladies and gentlemen and shareholders,

It is now time to turn to the agenda for the day, for which I will call **every** item.

The agenda for the day has **nine items**. The relevant texts for them are the motions as published in the meeting invitation in the Federal Gazette. The full text of the agenda has been published in the Federal Gazette and made available to download on the company's website, and so I now deem the agenda and motions as being known by the attendees.

The company has not received any counterproposals to the motions of the Executive Board and Supervisory Board.

Agenda item 1 concerns the presentation of the adopted annual financial statements and approved consolidated financial statements as well as the combined management report for Knorr-Bremse AG and the Group for the 2024 fiscal year as well as the report of the Supervisory Board for the 2024 fiscal year.

The annual and consolidated financial statements as well as the combined management report for Knorr-Bremse AG and the Group for the 2024 fiscal year were audited by KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, and each awarded an unqualified auditor's opinion.

The Supervisory Board has audited and approved the annual and consolidated financial statements in accordance with section 171 of the German Stock Corporation Act. This means that the annual financial statements of Knorr-Bremse AG for the 2024 fiscal year have been adopted. A resolution regarding agenda item 1 is therefore not required.

The **proposal for appropriating net profit** that has been approved by the Supervisory Board includes the distribution of a dividend of € 1.75 per share and the carryforward of the remaining net profit. The value of the dividend is an increase of 11 cents on the previous year. By raising the dividend, the company is maintaining its continuous **dividend policy** even in a challenging macroeconomic environment. Today's Annual General Meeting will see a vote on the proposal for appropriating net profit as well as on the **Compensation Report**, the preparation of which was decided by the Executive Board and Supervisory Board during the balance sheet meeting.

My dear shareholders,

Before I give the floor to the Executive Board, I would like to report on the Supervisory Board's work in the past and the current fiscal year. I will concentrate on the key points for this. You can find the detailed report of the Supervisory Board on the past fiscal year starting on page 12 of our 2024 Annual Report, which is also available on our company's homepage.

In the 2024 fiscal year, the Supervisory Board of Knorr-Bremse AG continued to fulfill its duties pursuant to the law, the Articles of Association, and the rules of procedure with great care. The Supervisory Board had intensive discussions with the Executive Board regarding the transactions that were significant to the company and was directly involved in all decisions that were of fundamental significance to the company.

The Supervisory Board advised the Executive Board on the leadership of the company, ongoing acquisition projects, and the realization of company sales. As regards acquisitions, this primarily concerned the purchase of Alstom's signaling technology business, and, in relation to divestments, the sale of Kiepe Electric in the Rail Division RVS and the sale of R.H. Sheppard, Safety Direct, and GT Emission Systems in the Commercial Vehicle Systems Division CVS.

As Chairman of the Supervisory Board, I was also given information by the Executive Board about the current business conditions and significant transactions during regular business reviews outside of the Supervisory Board meetings. Furthermore, I held talks with important investors on key topics and issues relating to the Supervisory Board.

The attendance rate at full meetings of the Supervisory Board was **again higher** than in 2024, which demonstrates the great personal commitment of all members

of the Supervisory Board.

During the reporting period, the Supervisory Board held six meetings, all of which were held in person. However, where justified, members were always able to participate virtually. This option was also available for meetings of the Strategy and Audit Committees.

My dear shareholders,

I would now like to explain the main substantive focuses of the work done by the Supervisory Board during the 2024 fiscal year.

- At its meeting to approve the annual financial statements on March 20 and 21, 2024, the Supervisory Board discussed with the auditor the annual and consolidated financial statements for the 2023 fiscal year and the outcomes of the audit. The Supervisory Board approved the consolidated financial statements and endorsed the Executive Board's proposal for appropriating net profit for the 2023 fiscal year.
- At its extraordinary meeting on April 15, 2024, the Supervisory Board gave its approval to the attractive acquisition of Alstom's signaling technology business in North America. This move into the highly attractive control, command, and signaling (CCS) segment makes Knorr-Bremse's Rail Division the leader in the CCS market in the US. In addition, this acquisition gives us new prospects for profitable growth, technological competence, and future digital business models.
- The two-day strategy meeting on July 4 and 5, 2024, focused on the strategic alignment of the two Group divisions and their core innovation projects, as well as long-term financial planning. The Executive Board's

BOOST program was also once again at the heart of the discussions. BOOST aims to ensure sustainable, profitable growth and achieve a specific profitability target by the 2026 fiscal year. The Supervisory Board regularly reviews the individual measures and status of implementation of BOOST. That includes, in particular, the consistent optimization of the product portfolio, the reduction of structural costs, the expansion of the lucrative aftermarket business, and growth opportunities – including outside of the current core business.

- At its meeting on October 10, 2024, the Supervisory Board visited the two Hungarian production sites in Kecskemét and Budapest. At this event, the Executive Board reported on the current status of implementation of the strategy program, the planned streamlining of the portfolio, and the integration of the acquired signaling technology business.

You can now watch a **short film** about this Supervisory Board meeting and the inspection of the two production sites in Kecskemét and Budapest.

- At its final meeting of the year on December 11, 2024, the Supervisory Board approved the annual and financial planning for 2025 and the medium-term planning for the Group and its divisions from 2026 to 2029. The Supervisory Board also adopted the remuneration targets for the Executive Board for the 2025 fiscal year. In conclusion, the Executive Board explained the status of the ongoing and completed company sales: As a result of completion of the sale of Kiepe Electric, Safety Direct, GT Emission Systems and R.H. Sheppard alone, more than 60% of the revenue volume targeted for sale by the end of 2026 had already been achieved.

My dear shareholders,

I would now like to report to you briefly on the work of the Audit Committee in the 2024 fiscal year as well as the current year, as well as the work of the Supervisory Board this current year.

The Supervisory Board and the Audit Committee ensured that the annual and consolidated financial statements and further financial statements for the 2024 fiscal year met the applicable requirements.

- The Audit Committee, led by its chairwoman Ms. Kathrin Dahnke, met for a total of six meetings during the 2024 reporting period. The committee members focused in particular on the preliminary consolidated figures for the fiscal year, on the financial reporting of the quarterly and half-year results, on the KPMG AG audit reports, on the dependent company report, on the sustainability report, and on the Executive Board's proposal for appropriating the net profit.
- During the current fiscal year, the Audit Committee conducted an initial check of the preliminary business figures at its meeting on February 19, 2025. At its next meeting on March 14, 2025, it then carried out a comprehensive examination of the full documentation for the 2024 fiscal year. The auditor appointed at the Annual General Meeting, KPMG AG Wirtschaftsprüfungsgesellschaft Munich, audited the annual financial statements of Knorr-Bremse AG as prepared by the Executive Board in accordance with the accounting provisions of the German Commercial Code, the combined management report of Knorr-Bremse AG, and the consolidated financial statements for the 2024 fiscal year prepared according to IFRS and awarded them an unqualified opinion.

- After their own examination, the members of the Audit Committee agreed with the assessment of the Executive Board regarding the status of Knorr-Bremse AG and the Knorr-Bremse Group. The Audit Committee did not find any form of vulnerability in the risk management system, internal control system, internal audit system, or compliance management system of Knorr-Bremse AG.
- The committee's chairwoman Kathrin Dahnke reported at the Supervisory Board meeting on March 20, 2025, on the aforementioned reports, the Executive Board's proposal for the appropriation of net profit, and the auditor's reports. These documents reports were available to all members of the Supervisory Board in a timely fashion or were displayed for their perusal at the meeting on March 20.
- After the Executive Board presented the annual and consolidated financial statements and other financial reporting to the Supervisory Board at this meeting, the Supervisory Board held detailed discussions regarding the suggestion for appropriating the net profit and seconded the Executive Board's proposal to distribute a dividend of **€ 1.75** for each share with dividend rights for the 2024 fiscal year.
- After our own audit of the annual financial statements, consolidated financial statements, and combined management report, we – as the Supervisory Board – do not have any cause to raise objections, for which reason we agreed with the Executive Board's assessment of the position of Knorr-Bremse AG and the Knorr-Bremse Group. The Supervisory Board approved the annual and consolidated financial statements for the 2024 fiscal year in line with the recommendation of the Audit Committee. The annual financial statements of Knorr-Bremse AG were therefore adopted.

My dear shareholders,

The past fiscal year 2024 again came with major challenges: for Knorr-Bremse AG, for the management, and for the workforce, and I am sure for you personally. Despite all these uncertainties, our company turned in another **strong operational performance** in the 2024 fiscal year and achieved – or even surpassed – its ambitious targets.

This great success has not only proven once again how resilient our business model is. It also impressively demonstrated the strengths of our Knorr-Bremse team: how **motivated and capable** the more than 30,000 people who do great work at over 100 locations and in 30 countries are. Together, they contribute Knorr-Bremse's concentrated expertise to road and rail. I would like to take this opportunity to thank the entire Executive Board, the managers, and all employees for that!

We also extend our gratitude to you, our shareholders: You support our strategy and give us the freedom we need so that your company can continue on its successful trajectory – long-term, sustainably and profitably.

I explicitly also wish to thank my colleagues on the Supervisory Board, Executive Committee, Audit Committee, and Strategy Committee for the intensive and productive cooperation. We will continue to oversee the Executive Board constructively in the future.

On a personal note, I would like to conclude by emphasizing the open and trusting attitude that I have consistently encountered in my discussions with the workforce. The many positive interactions and insights into our corporate culture bolster my confidence that Knorr-Bremse will continue to develop successfully now and down

the road. Clear goals, compelling implementation expertise, the willingness to question what came before, try new things and learn from these are the right recipe for this.

That brings me to the end of my speech today. I now ask the Executive Board to give its report on the business situation and the strategic outlook. Thank you for your attention.