

**POSTAL VOTES OR AUTHORIZING AND INSTRUCTING
COMPANY PROXIES**



**for the Annual General Meeting of Knorr-Bremse AG on 30 June 2020
(virtual Annual General Meeting)**

We kindly ask you to fill in this form and send it **together with your voting card or specifying your voting card number** directly to the following address by Monday, 29 May 2020, 24:00 hours (CEST) (time of receipt by the Company is decisive):

By post to: Knorr-Bremse AG
 c/o Link Market Services GmbH
 Landshuter Allee 10
 80637 Munich
 Germany

or by e-mail to:
inhaberaktien@linkmarketservices.de

or by fax to:
+49 (0) 89 210 27 289

Note:

In addition, it is also possible to send postal votes or to authorize and instruct the Company-appointed proxies bound by instructions (Company Proxies) via the access restricted AGM-Portal at ir.knorr-bremse.com/hv before and during the virtual Annual General Meeting, but such declarations must be received by the beginning of the voting at the latest. You will receive the access data required for the access restricted AGM-Portal with your voting card.

Postal vote or authorization of Company Proxies appointed by Knorr-Bremse AG

(Please complete and mark appropriate box)

First name	Name
Voting card no.	Number of shares

I/We exercise my/our voting right(s) to the virtual Annual General Meeting by **postal vote** as listed overleaf.

I/We authorize the **Company Proxies appointed by Knorr-Bremse AG**, Dr. Moritz Schuler and Andreas Spitzauer, both c/o Knorr-Bremse AG, each of them individually with the right to issue sub power of attorney, to represent me/us at the above-mentioned virtual Annual General Meeting with disclosure of my/our name in the list of participants and to exercise my/our voting right(s), or have such voting right(s) exercised, with the instructions included overleaf.

Place, Date

Signature/person issuing the declaration in accordance with section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*, BGB)

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Postal Vote or Vote instructions

Instructions relate to the proposals by the Management Board and/or Supervisory Board as published in the federal gazette.

Item on the agenda	Yes	No	Abst.
2. Appropriation of retained earnings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the acts of the members of the Executive Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the acts of the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the appointment of the auditor for the annual financial statements and the consolidated financial statements as well as the auditor for the review of the half-yearly financial report for fiscal 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on approval of the system of remuneration for the members of the Executive Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on confirmation of the remuneration and on the remuneration system for the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. By-election to the Supervisory Board			
8.a Dr. Thomas Enders, Tegernsee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.b Heinz Hermann Thiele, München	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.c Dr. Theodor Weimer, Wiesbaden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Amendment of the Articles of Association in section. 21 (1) sentence 2 (proof of share ownership)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In case the Company has received motions and election proposals proposed by shareholders that have to be made available until Monday, 15 June 2020, 24:00 hours (CEST), such motions and proposals are available at the Internet address ir.knorr-bremse.com/hv according to applicable law. There you will also find information on how to join counter-motions and election proposals.

	Yes	No	Abst.		Yes	No	Abst.
Motion / Election proposal A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Election proposal D	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion / Election proposal B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Election proposal E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion / Election proposal C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Election proposal F	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**INFORMATION ON POSTAL VOTES OR AUTHORIZING AND INSTRUCTING
COMPANY PROXIES**

In addition to the possibility of exercising your voting rights by postal vote, the Company is offering the option to authorize proxies appointed by Knorr-Bremse AG and bound by your instructions (Company Proxies), Dr. Moritz Schuler and Andreas Spitzauer, both c/o Knorr-Bremse AG. The Company Proxies, each of them being authorized individually, are entitled to vote on your behalf only if and to the extent you have given them specific instructions regarding the individual resolution proposals for the items on the agenda. The Company Proxies are bound by your instructions when voting on the motions as announced in the federal gazette. This also applies to proposals made later by the Management Board and/or the Supervisory Board in accordance with section 124 (3) of the German Stock Corporation Act (*Aktiengesetz*, AktG) or by shareholders in the case of section 124 (1) of the AktG or to proposals made available in accordance with sections 126 and 127 of the AktG.

You have the following possibilities for casting your vote by way of postal vote or per authorizing and instructing the above-mentioned Company Proxies using the form "Postal votes or Authorizing and Instructing Company Proxies" or using the access restricted AGM-Portal at ir.knorr-brems.com/hv.

Submitting Postal Votes or Authorization and Instructions to the Company Proxies of Knorr-Bremse AG by post, fax, e-mail or via AGM-Portal:

Please use the form "Postal votes or Authorizing and Instructing Company Proxies". With this form, you may cast your postal vote or authorize the above-mentioned proxies appointed by Knorr-Bremse AG and instruct them how your voting right(s) on the resolutions proposed by the management is/are to be exercised.

Please send (by post, fax or e-mail) your form "Postal votes or Authorizing and Instructing Company Proxies" together with your voting card or specifying your voting card number directly to the following address:

By post to:	Knorr-Bremse AG c/o Link Market Services GmbH Landshuter Allee 10 80637 Munich Germany	or by e-mail to: inhaberaktien@linkmarketservices.de
		or by fax to: +49 (0) 89 210 27 289

In addition, it is also possible to send the postal votes or to authorize and instruct the Company Proxies via the access restricted AGM-Portal at ir.knorr-brems.com/hv. You will receive the access data required for the access restricted AGM-Portal with your voting card.

Important information:

Please note that only shareholders who have registered in good time and who are entitled to participate and to vote are entitled to cast their votes by postal vote or granting authorization and issuing instructions for exercising their voting right(s) to the Company Proxies appointed by Knorr-Bremse AG. Please fill in and send the form to the Company together with your voting card or specifying your voting card number by 29 June 2020, 24:00 hours (CEST) (time of receipt by the Company). In addition, it is also possible to send the postal votes or to authorize and instruct the Company Proxies via the access restricted AGM-Portal at ir.knorr-brems.com/hv before and during the virtual Annual General Meeting, but such declarations must be received by the beginning of the voting at the latest.

If a vote is cast by postal vote or if the Company Proxies receive authorizations or instructions by several means of transmission (post, fax, e-mail or by using the access protected AGM-Portal), the most recently issued formally valid postal vote or the most recent authorization or instruction received shall be deemed binding irrespective of the means of transmission. If the Company receives divergent declarations via different transmission channels and it is not possible to determine which was last submitted, the declarations will be considered in the following order, whereby the earlier stated alternative will be decisive: (1) via AGM-Portal, (2) via e-mail, (3) via fax, (4) by mail..

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If votes are not properly filled in or not clearly given they will be treated as invalid under the corresponding agenda item. If instructions are not properly filled in or not clearly given, the Company Proxies, depending on the voting procedure, will either abstain or not participate in the voting for the respective agenda items.

In case proper counter-proposals regarding individual items of the agenda or nominations are filed with the Company, these will be made available without delay under ir.knorr-bremse.com/hv. A counter-motion which is aimed solely at the rejection of a proposed resolution may be supported by vote against the management's proposal. Please note that the Company Proxies are only entitled to vote on such motions and nominations and that postal voting is only possible on such proposals and nominations for which there are proposals of the Management Board and/or Supervisory Board according to section 124 (3) of the AktG or by shareholders in the case of section 124 (1) of the AktG or which are made available in accordance with sections 126, 127 of the AktG made public with this invitation or later.

The Company Proxies are bound to vote in accordance with your instructions. You cannot instruct the Company Proxies to raise an objection, file a motion, ask questions or submit a statement.

If separate votes are held on an agenda item instead of collective voting, the instructions given to the Company Proxies or the submitted postal vote will apply accordingly to each item of the separate votes.

Knorr-Bremse AG accepts in particular no responsibility or liability for the possibility of transmission by email or via the AGM-Portal, unless there is intent.

**If you have any questions please call our General Shareholders' Meeting hotline
under the phone number +49-89-210-27-220
Mondays to Fridays – except public holidays - between 9:00 hours and 17:00 hours (CEST)**