

## 2022 Annual General Meeting of Knorr-Bremse AG on 24 May 2022

### Information on the shareholders rights pursuant to Sec. 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (Aktiengesetz, "AktG")

in accordance with Secs. 122 (2), 126 (1), 127 and 131 (1) AktG in conjunction with Sec. 1 (2) sentence 1 no. 3, sentence 2 COVID 19 Mitigation Act

#### 1 Annual General Meeting held as virtual general meeting

With the approval of the Supervisory Board, the Executive Board of Knorr-Bremse AG has decided due to the ongoing COVID-19 pandemic to hold the Annual General Meeting as a virtual meeting without the shareholders or their authorized representatives being physically present. Physical participation by shareholders or their authorized representatives is therefore excluded. The legal basis for holding a virtual Annual General Meeting is the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID 19 Pandemic of 27 March 2020 (German Federal Law Gazette Part I no. 14 2020, p. 570), last extended by the Act on the Establishment of a Special Fund „Reconstruction Assistance 2021“ („Aufbauhilfe 2021“) and the Temporary Suspension of the Insolvency Filing Obligation Due to Heavy Rainfall and Floods in July 2021 and the Amendment of Other Laws (German Federal Law Gazette Part I 2021, p. 4147) of 10 September 2021 („COVID-19 Mitigation Act“).

For properly registered shareholders, the Annual General Meeting will be broadcast in a live audio and video stream via the online AGM Portal ([ir.knorr-bremse.com/agm](http://ir.knorr-bremse.com/agm)) on Tuesday, 24 May 2022, at 10:00 (CEST). The live broadcast does not enable participation in the Annual General Meeting within the meaning of Sec. 118 (1) sentence 2 AktG.

The notice convening the Annual General Meeting already contains information within the meaning of Sec. 122 (2), Secs. 126 (1) and 127 and Sec. 131 (1) AktG and Sec. 1 of the COVID-19 Mitigation Act. The following information is provided for more detailed explanation.

#### 2 Motion to add items to the agenda pursuant to Sec. 122 (2) AktG

Sec. 122 (2) AktG entitles shareholders whose combined shareholdings reach one twentieth of the share capital or the nominal amount of EUR 500,000.00 (corresponding to 500,000 shares) to request that items be added to the agenda and published. Each new item must be accompanied by a statement of reasons or a resolution proposal.

The motion must be sent in writing to the Executive Board of Knorr-Bremse AG and must be received by the company no later than Saturday, 23 April 2022, 24:00 hrs. (CEST).

Please send such motions to the following address:

To the Executive Board (Vorstand) of Knorr-Bremse AG  
Moosacher Straße 80  
80809 Munich

Shareholders requesting to have an item added to the agenda must provide proof that they have held the shares for at least 90 days prior to receipt of the motion and that they will hold the shares until a decision on the motion has been made by the Executive Board. For the purpose of calculating the shareholding period, Sec. 70 AktG applies. The day of receipt of the motion will not be counted. Please note that a postponement from a Sunday, Saturday or holiday to a previous or subsequent working is not possible. Secs. 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) are not to be applied mutatis mutandis.

Additions to the agenda that are to be published will be published in the German Federal Gazette (Bundesanzeiger) without undue delay after receipt of the motion unless they have already been published together with the invitation to the Annual General Meeting. These motions will additionally be published on the internet at [ir.knorr-bremse.com/agm](http://ir.knorr-bremse.com/agm) and communicated to the shareholders in accordance with Sec. 125 (1) sentence 3 AktG.

Motions by shareholders duly authorized and registered for the Annual General Meeting which are submitted together with requests for additional agenda items that are to be published under such additional agenda items will be treated as if they had been submitted at the Annual General Meeting.

The provisions of the German Stock Corporation Act underlying these shareholders rights are as follows:

#### Sec. 122 Convening a Meeting at the Request of a Minority

- (1) <sup>1</sup>A general meeting shall be convened if shareholders whose holdings amount in the aggregate to one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the executive board. <sup>2</sup>The articles of association may provide that the right to require a general meeting to be convened shall be linked to a different form or to a lower portion of the share capital. <sup>3</sup>The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the request and that they will continue to hold the shares until the decision of the executive board regarding their request is made. <sup>4</sup>Sec. 121(7) shall apply correspondingly.
- (2) <sup>1</sup>Equally, shareholders whose holdings amount in the aggregate to one-twentieth of the share capital or a proportionate interest of EUR 500,000.00 may request items to be placed on the agenda and published. <sup>2</sup>Each new item must be accompanied by an explanatory statement or by a draft proposal. <sup>3</sup>Requests within the meaning of sentence 1 must be received by the company at least 24 days, and, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included.
- (3) <sup>1</sup>If such a request is not complied with, the court may authorize the shareholders who made the request to convene a general meeting or publish the item concerned. <sup>2</sup>At the same time, the court may appoint the chair of the meeting. <sup>3</sup>The notice of the meeting or the publication must refer to the authorization. <sup>4</sup>An appeal may be brought against the ruling. <sup>5</sup>The applicants have to prove that they will continue to hold the shares until the decision of the court is made.
- (4) The company shall bear the costs of the general meeting and, in the case of subsection (3), the court costs as well if the court has approved of the application.

#### Sec. 121 General Provisions (excerpt)

- (7) <sup>1</sup>In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. <sup>2</sup>Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. <sup>3</sup>Secs. 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied analogously. <sup>4</sup>In case of unlisted companies, the articles of association may provide for a different calculation of the deadline.

#### Sec. 70 Calculating the Shareholding Period

<sup>1</sup>If the exercise of rights from a share depends on the shareholder having held the share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities institution, or an enterprise operating in accordance with Sec. 53 (1) sentence 1 or Sec. 53b (1) sentence 1 or (7) of the German Banking Act (Kreditwesengesetz) shall be considered equivalent to ownership. <sup>2</sup>The period during which the share was owned by a predecessor in title shall be attributed to the shareholder, provided that the latter has acquired the share without consideration, from the latter's fiduciary, as the universal successor, on the liquidation of a community, or on a transfer of assets in accordance with Sec. 13 of the German Insurance Supervision Act (Versicherungsaufsichtsgesetz) or Sec. 14 of the German Building and Loan Associations Act (Gesetz über Bausparkassen).

### 3 Shareholder counter-motions and election proposals pursuant to Sec. 126 (1) and Sec. 127 AktG

In addition, shareholders may submit to the company counter-motions to Executive Board and/or Supervisory Board proposals relating to specific agenda items and proposals for the election of Supervisory Board members or independent auditors.

Pursuant to Sec. 126 (1) AktG, motions of shareholders, including the shareholder's name, the statement of reasons for the motion and any comments of the management, are to be made available to the persons entitled to notification referred to in Sec. 125 (1) to (3) AktG subject to the conditions set forth therein, provided that the shareholder has sent to the address below a counter-motion against a proposal of the Executive Board and/or the Supervisory Board with respect to a specific agenda item, including a statement of reasons for the counter-motion, no later than 14 days prior to the Annual General Meeting. For the purpose of calculating the above time period, the day of receipt and the day of the Annual General Meeting will not be counted. Thus, the last permissible day of receipt is Monday, 9 May 2022, 24:00 hrs. (CEST). A counter-motion need not be made available if one of the exclusion criteria pursuant to Sec. 126 (2) AktG is met. Moreover, the statement of reasons need not be made available if it exceeds a total of 5,000 characters.

No statement of reasons needs to be provided for election proposals made by shareholders pursuant to Sec. 127 AktG. Election proposals will be made available only if they include the name, profession exercised and place of residence of the nominee and, in the case of an election of Supervisory Board members, information on their membership on other legally required German supervisory boards (cf. Sec. 127 sentence 3 in conjunction with Sec. 124 (3) sentence 4 and Sec. 125 (1) sentence 5 AktG. Pursuant to Sec. 127 sentence 1 AktG in conjunction with Sec. 126 (2) AktG, there are further conditions subject to which election proposals need not be made available via the website. In all other respects, the requirements and provisions for making motions available apply mutatis mutandis.

Any shareholder motions (including statements of reasons therefor) or election proposals pursuant to Sec. 126 (1) and Sec. 127 AktG must be sent exclusively to

Knorr-Bremse AG  
Investor Relations  
Moosacher Str. 80  
80809 Munich, Germany

or by email to: [investor.relations@knorr-bremse.com](mailto:investor.relations@knorr-bremse.com).

Any motions and election proposals submitted by shareholders which are to be made available (along with the shareholder's name and – in the case of motions – the statement of reasons) will be made available online at [ir.knorr-bremse.com/agm](http://ir.knorr-bremse.com/agm) after their receipt. Any comments by the management will also be made available on the above website.

Counter-motions and election proposals by shareholders which are to be made available pursuant to Sec. 126 AktG or Sec. 127 AktG will be deemed as having been submitted during the Annual General Meeting if the shareholder submitting the motion or election proposal is duly authorized and has registered for the Annual General Meeting (Sec. 1 (2) sentence 3 of the COVID-19 Mitigation Act).

The provisions of the German Stock Corporation Act underlying these shareholders rights, which also specify the conditions under which counter-motions and election proposals need not be made available, are as follows:

#### Sec. 126 Proposals by Shareholders

(1) <sup>1</sup>Proposals by shareholders including the shareholder's name, a statement of grounds, and any statement by the management shall be made available to the persons entitled to receive them under Sec. 125(1) to (3) subject to the conditions stated therein if at least 14 days prior to the meeting the shareholder submits to the company, at the address provided in the notice of the meeting, a counter-motion to a proposal by the executive board and supervisory board concerning a specific item on the agenda, and a statement of grounds. <sup>2</sup>The day of receipt shall not be included. <sup>3</sup>In the case of listed companies, access shall be provided via the company's website. <sup>4</sup>Sec. 125(3) shall apply correspondingly.

(2) <sup>1</sup>A counter-motion and its statement of grounds need not be made available:

1. to the extent the executive board would incur criminal liability by making it available;
2. if the counter-motion would result in a resolution of the general meeting that would be unlawful or in breach of the articles of association;
3. if the statement of reasons contains statements which are obviously false or misleading in material respects or which are defamatory;

4. if the same counter-motion by the shareholder based on the same issue has already been made available in accordance with Sec. 125 in relation to a general meeting of the company;
5. if the same countermotion by the shareholder based on an essentially identical statement of reasons has already been made available in accordance with Sec. 125 to at least two general meetings of the company within the past five years and if at the general meeting, less than one-twentieth of the share capital represented has voted in favor of it;
6. if the shareholder indicates that he/she will neither attend nor be represented at the general meeting; or
7. if the shareholder has failed to bring or cause to be brought on his/her behalf a counter-motion submitted by him/her at two general meetings within the past two years.

<sup>2</sup>The statement of reasons also need not be made available if it exceeds a total of 5,000 characters.

- (3) If several shareholders make counter-motions for resolution with respect to the same issue, the executive board may consolidate these counter-motions and their statements of reasons.

#### Sec. 127 Election proposals by Shareholders

<sup>1</sup>Sec. 126 shall apply correspondingly to a proposal by a shareholder for the election of members of the supervisory board or auditors of the financial statements. <sup>2</sup>The election proposal need not be accompanied by a statement of reasons. <sup>3</sup>The executive board also need not make the election proposal available if it does not contain the information required in accordance with Sec. 124 (3) sentence 4 and Sec. 125 (1) sentence 5. <sup>4</sup>The executive board shall add the following information to any proposal by a shareholder for the election of supervisory board members of listed companies to which the German Codetermination Act (Mitbestimmungsgesetz), the German Coal, Iron and Steel Codetermination Act (Montan-Mitbestimmungsgesetz) or the German Supplemental Act on Codetermination (Mitbestimmungsergänzungsgesetz) applies:

1. reference to the requirements of Sec. 96 (2),
2. information whether the joint fulfillment has been vetoed against in accordance with Sec. 96 (2) sentence 3, and
3. information on how many positions in the supervisory board at least have to be filled by women and men, respectively, in order to comply with the minimum representation requirement pursuant to section 96 (2) sentence 1.

#### Sec. 124 Publication of Motions to add items; Proposals for Resolutions (excerpt)

- (3) <sup>1</sup>In the notice of the meeting, the executive board and the supervisory board - and in case of a resolution pursuant to Sec. 120a (1) sentence 1, the election of the supervisory board members and auditors only the supervisory board - shall make proposals for a resolution in respect of each item on the agenda to be resolved by the general meeting. <sup>2</sup>In the case of companies which are capital-market oriented corporations within the meaning of Sec. 264d of the German Commercial Code (Handelsgesetzbuch), CRR-credit institutions within the meaning of Sec. 1 (3d) sentence 1 German Banking Act (Gesetz über das Kreditwesen), with exception of institutes within the meaning of Sec. 2 (1) no. 1 and 2 German Banking Act (Gesetz über das Kreditwesen), or insurance companies within the meaning of Art. 2 (1) of regulation 91/674 EWG, the proposal by the supervisory board for the election of the auditor of the financial statements shall be based on the recommendation of the audit committee. <sup>3</sup>Sentence 1 shall not apply if the general meeting is required to comply with election proposals of supervisory board members in accordance with Sec. 6 of the German Coal, Iron and Steel Codetermination Act (Montan-Mitbestimmungsgesetz) or if the issue to be resolved was placed on the agenda at the request of a minority. <sup>4</sup>The election proposal of supervisory board members or auditors shall state their name, profession exercised, and place of residence. <sup>5</sup>If the supervisory board must also include employee representatives, resolutions adopted by the supervisory board concerning election proposals of supervisory board members only require a majority of the votes of the shareholder representatives on the supervisory board; Sec. 8 of the German Coal, Iron and Steel Codetermination Act (Montan-Mitbestimmungsgesetz) shall not be affected.

#### Sec. 125 Notifications to Shareholders and Members of the Supervisory Board

- (1) <sup>1</sup>The executive board of a company that has not issued exclusively registered shares shall give notice of the convening of the shareholders' meeting at least 21 days prior to the meeting as follows:
1. the intermediaries holding shares in the company,
  2. the shareholders and intermediaries who have requested notification, and
  3. the associations of shareholders who requested the notification or who exercised voting rights at the last general meeting.

<sup>2</sup>The date of the notification shall not be included. <sup>3</sup>If the agenda has to be amended in accordance with Sec. 122 (2), the amended agenda shall be communicated in the case of listed companies. <sup>4</sup>The notification shall draw attention to the fact that voting rights may be exercised by a proxy, including a shareholders' association. <sup>5</sup>In the case of listed companies, election proposals of supervisory board members shall be accompanied by information concerning the membership of such nominees in other statutory supervisory

boards; information relating to their membership in comparable domestic or foreign supervisory bodies of commercial enterprises should be included.

- (2) The same notification shall be made by the executive board of a company that has issued registered shares to those registered in the share register at the beginning of the 21st day prior to the general meeting, as well as to shareholders and intermediaries who have requested the notification, and to associations of shareholders who have requested the notification or who have exercised voting rights at the last general meeting.
- (3) Each member of the supervisory board may request that the executive board send the same notifications to him/her.
- (4) Upon request, each member of the supervisory board and each shareholder shall be notified of the resolutions adopted at the general meeting.
- (5) <sup>1</sup>The requirements of Implementing Regulation (EU) 2018/1212 shall apply to the content and format of a minimum content of information in the notifications pursuant to subsection (1) sentence 2 and subsection (2). <sup>2</sup>Sec. 67a (2) sentence 1 shall apply mutatis mutandis to subsections (1) and (2). <sup>3</sup>In the case of listed companies, intermediaries holding shares in the company in custody shall be obliged to forward and transmit the information pursuant to subsections (1) and (2) in accordance with Secs. 67a and 67b, unless the intermediary is aware that the shareholder is receiving it from another source. <sup>4</sup>The same shall apply to unlisted companies, subject to the proviso that the provisions of the Implementing Regulation (EU) 2018/1212 shall not apply.

#### Sec. 96 Composition of the Supervisory Board (excerpt)

- (2) <sup>1</sup>The supervisory board of listed companies to which the German Codetermination Act (Mitbestimmungsgesetz), the German Coal, Iron and Steel Codetermination Act (Montan-Mitbestimmungsgesetz) or the German Supplemental Act on Codetermination (Mitbestimmungsergänzungsgesetz) applies shall be composed of at least 30 percent women and at least of 30 percent men. <sup>2</sup>The minimum representation requirement shall be fulfilled by the supervisory board in its entirety. <sup>3</sup>If the shareholder or employee representatives veto against such joint fulfillment vis-à-vis the chairman of the supervisory board on the basis of a resolution passed with majority prior to the election, then the minimum representation requirement for this election has to be fulfilled separately by each the shareholder representatives on the one side and the employee representatives on the other side. <sup>4</sup>In each case, fractional numbers have to be rounded up or down mathematically to full numbers of positions. <sup>5</sup>If in case of joint fulfillment the higher percentage of women of one side is subsequently reduced and this side then vetoes against the joint fulfillment, then this does not render the appointment of the representatives of the other side invalid. <sup>6</sup>An election of members of the supervisory board by the general meeting as well as the delegation to the supervisory board violating the minimum representation requirement shall be invalid. <sup>7</sup>If an election is declared invalid for other reasons, elections made in the meantime do not violate the minimum representation requirement in this regard. <sup>8</sup>The acts on codetermination mentioned in sentence 1 shall apply to the election of employee representatives in the supervisory board.

The provisions of the COVID-19 Mitigation Act underlying these shareholders rights are as follows:

#### Sec. 1 Joint Stock Corporations; Partnerships limited by shares; European Companies (SE); Mutual Insurance Associations (Excerpt)

- (2) <sup>3</sup>Motions or election proposals by shareholders which are to be made available pursuant to Sec. 126 or Sec. 127 of the German Stock Corporation Act (Aktiengesetz) shall be deemed to have been made at the meeting if the shareholder making the proposal is duly authorized and registered for the annual general meeting.

### **4 Right to information pursuant to Sec. 131 AktG; right to ask questions pursuant to Sec. 1 (2) sentence 1 no. 3 of the COVID-19 Mitigation Act**

Pursuant to Sec. 131 (1) AktG, any shareholder or shareholder representative may request information from the Executive Board during an in-person Annual General Meeting regarding the company's affairs, the company's legal and business relations with affiliated companies, and the situation of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary to permit a proper evaluation of an item on the agenda.

Although the COVID-19 Mitigation Act does not require shareholders to be granted the right to request information within the meaning of Sec. 131 AktG during the Annual General Meeting, they are to be given the right to submit questions by means of electronic communication (Sec. 1 (2) sentence 1 no. 3 of the COVID-19 Mitigation Act).

With the approval of the Supervisory Board, the Executive Board of Knorr-Bremse AG has decided that questions of shareholders properly registered to participate in the Annual General Meeting may be directed to the Executive Board in German via the AGM Portal at [ir.knorr-bremse.com/agm](http://ir.knorr-bremse.com/agm). In accordance with the COVID-19 Mitigation Act, the Executive Board will decide at its due and free discretion how it will respond to the questions. The Executive Board may also answer questions in summarized form.

Questions from shareholders must be received by the company after timely registration no later than Sunday, 22 May 2022, 24:00 hrs. (CEST) via the company's AGM Portal. The company reserves the right, before answering questions from shareholders, to name the shareholders who have asked the respective questions.

The provisions of the German Stock Corporation Act underlying these shareholders rights are as follows:

#### Sec. 131 Shareholder's right to request information

(1) <sup>1</sup>The executive board is to inform each shareholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately evaluate the item of business set out in the agenda. <sup>2</sup>The obligation to provide information shall also extend to include the legal and business relations of the company with an affiliated enterprise. <sup>3</sup>Where a company avails itself of the eased requirements pursuant to Sec. 266 (1), third sentence, Sec. 276, or Sec. 288 of the Commercial Code (HGB), then each shareholder may request that, at the general meeting deliberating on the annual accounts, the annual accounts be made available to him in the form that they would have without these eased requirements. <sup>4</sup>The obligation of the executive board of a parent company to provide information (Sec. 290 subsections (1) and (2) of the Commercial Code (HGB)) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.

(2) <sup>1</sup>The information provided shall comply with the principles of conscientious and faithful accounting. <sup>2</sup>The articles of association or the rules of procedure pursuant to Sec. 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may also allow him to make further determinations concerning the details in this regard.

(3) <sup>1</sup>The executive board may refuse a request for information:

1. to the extent that the provision of the information, when adjudged applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
2. to the extent that it refers to carrying values for tax purposes or the amount of individual taxes;
3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts;
4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of Sec. 264 (2) of the Commercial Code (HGB); this shall not apply if the general meeting approves and establishes the annual accounts;
5. to the extent that the executive board would be liable under criminal law were it to provide the information;
6. to the extent that, in the case of a credit institution, a financial services provider, or a securities institution no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report;
7. to the extent that such information is continuously accessible on the company's website for at least seven (7) days prior to commencement of the general meeting, and also in its course.

<sup>2</sup>Any refusal to provide information for other than the grounds set out above is not permissible.

(4) <sup>1</sup>Where information has been provided to a shareholder because of his capacity as such outside of the general meeting, it is to be provided to every other shareholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately evaluate the item set out in the agenda. <sup>2</sup>The executive board may not refuse to provide the information in accordance with subsection (3), first sentence, nos. 1 to 4. <sup>3</sup>The first and second sentences shall not apply if a subsidiary company (Sec. 290 (1) and (2) of the Commercial Code (HGB)), a joint venture (Sec. 310 (1) of the Commercial Code (HGB)) or an associated enterprise (Sec. 311 (1) of the Commercial Code (HGB)) issues the information to a parent company (Sec. 290 (1) and (2) of the Commercial Code (HGB)) for purposes of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

- (5) Where a shareholder's request for information is refused, he may demand that his question and the grounds for refusing to provide the information be included in the minutes of the meeting.

The provisions of the COVID-19 Mitigation Act underlying these shareholder rights are as follows:

Sec. 1 Joint Stock Corporations; Partnerships limited by shares; European Companies (SE); Mutual Insurance Associations (Excerpt)

- (2) <sup>1</sup>The Executive Board may decide that the meeting is held as a virtual general meeting without the physical presence of the shareholders or their authorized representatives, provided that
1. the video and audio transmission of the entire meeting takes place,
  2. the exercising of shareholders' voting rights is possible via electronic communication (postal vote or electronic participation) and the granting of powers of attorney,
  3. the shareholders are given the right to ask questions by means of electronic communication,
  4. the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the general meeting, in deviation from Sec. 245 no. 1 of the German Stock Corporation Act, by waiving the requirement to appear at the general meeting.

<sup>2</sup>The Executive Board shall duly decide at its discretion how to answer questions; it may also stipulate that questions must be submitted by electronic communication at least one day before the meeting.

## **5 Lodging an objection to a resolution for the record (Widerspruch zur Niederschrift) pursuant to Sec. 245 no. 1 AktG, Sec. 1 (2) sentence 1 no. 4 of the COVID-19 Mitigation Act**

Objections to resolutions of the Annual General Meeting can be lodged for the record by shareholders who have properly registered for the Annual General Meeting via the company's AGM Portal at [ir.knorr-bremse.com/agm](http://ir.knorr-bremse.com/agm) in accordance with Sec. 245 no. 1 AktG (Sec. 1 (2) sentence 1 no. 4 of the COVID-19 Mitigation Act). A statement may be made via the AGM Portal from the start of the Annual General Meeting until the end of that meeting. The notary has authorized the company to accept objections via the AGM portal and will receive the objections via the AGM Portal.

The provisions of the German Stock Corporation Act underlying these shareholders rights are as follows:

Sec. 245 Authority to contest (Excerpt)

The following persons shall be entitled to contest the resolution

1. any shareholder attending the general meeting who had already acquired the shares prior to the announcement of the agenda and who has filed an objection to the resolution in the minutes;

The provisions of the COVID-19 Mitigation Act underlying these shareholders rights are as follows:

Sec. 1 Joint Stock Corporations; Partnerships limited by shares; European Companies (SE); Mutual Insurance Associations (Excerpt)

- (2) <sup>1</sup>The Executive Board may decide that the meeting is held as a virtual general meeting without the physical presence of the shareholders or their authorized representatives, provided that
1. [...]
  4. the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the general meeting, in deviation from Sec. 245 no. 1 of the German Stock Corporation Act, by waiving the requirement to appear at the general meeting.

## **6 Possibility to submit statements for publication prior to the Annual General Meeting**

Due to the concept of the Annual General Meeting with the exercise of voting rights possible only by absentee vote or by issuing power of attorney with instructions and without any electronic participation of shareholders, shareholders will not be able to comment on the agenda at the Annual General Meeting.

However, the shareholders are provided with the possibility of submitting to the company statements with reference to the agenda for publication by the company via its AGM Portal prior to the Annual General Meeting. Shareholders who wish to submit a statement are requested to send it, including their name and the number of their voting card, in text form by 20 May 2022, 24:00 hrs. (CEST) at the latest to the following address or email address:

Knorr-Bremse AG  
Investor Relations  
Moosacher Str. 80  
80809 Munich, Germany  
or by email to: [investor.relations@knorr-bremse.com](mailto:investor.relations@knorr-bremse.com)

The length of any such statement should not exceed 10,000 characters.

The prior publication of statements submitted in advance will be made exclusively in the AGM Portal. As a result of publication, the name of the submitting shareholder or representative will be disclosed to other shareholders or representatives.

Please note that there is no legal claim to have a submitted statement published and, in particular, the company reserves the right to refrain from publishing statements with offensive content, content that could qualify as a criminal offense, obviously false or misleading content or content without any reference to the agenda of the Annual General Meeting, and also statements the length of which exceeds 10,000 characters or which have not been received by the company by the time and at the address or email address mentioned above. Furthermore, the company reserves the right to publish only one statement per shareholder.

eholders should note that questions, motions, election proposals or objections contained in a statement will not be considered.