

# **Knorr-Bremse AG**

# Information pursuant to Section 125 of the German Stock Corporation Act (Aktiengesetz) in conjunction with Table 3 of the Implementing Regulation (EU) 2018/1212 ("EU IR")

# A. Specification of the message

- Unique identifier of the event: 2021 virtual Annual General Meeting of Knorr-Bremse AG (Formal specification pursuant to the EU IR: KnorrBremse\_oHV\_20210520)
- 2. Type of message: Notice of Annual General Meeting (Formal specification pursuant to the EU IR: NEWM)

# B. Specification of the issuer

- 1. ISIN: DE000KBX1006
- 2. Name of issuer: Knorr-Bremse AG

# C. Specification of the meeting

- Date of the General Meeting: 20 May 2021 (Formal specification pursuant to the EU IR: 20210520)
- Time of the General Meeting: 10:00 a.m. (CEST)
  (Formal specification pursuant to the EU IR: 8:00 a.m. UTC)
- 3. Type of General Meeting: Annual General Meeting held as a virtual general meeting without the shareholders or their authorized representatives (Bevollmächtigte) being physically present (Formal specification pursuant to the EU IR: GMET)
- 4. Location of the General Meeting:

URL to the AGM Portal of the company for following along with the Annual General Meeting via video and audio stream and for exercising shareholder rights:

www.ir.knorr-bremse.com/agm

Location of the general meeting within the meaning of the German Stock Corporation Act (Aktiengesetz): Moosacher Straße 80, 80809 Munich, Germany

(Formal specification pursuant to the EU IR: www.ir.knorr-bremse.com/agm)

5. Record Date: 29 April 2021, 00:00 hrs. CEST

Pursuant to Article 21 of the company's Articles of Association, shareholders are entitled to participate in the Annual General Meeting electronically via the AGM Portal and to exercise their shareholder rights, in particular their voting rights, if they have registered their participation with the company prior to the meeting and if they have submitted proof of their entitlement to attend. Such entitlement must be proven in the form of proof of a shareholding issued by the ultimate intermediary, which is usually the depository institution. The proof of a shareholding must refer to 29 April 2021, 00:00 hrs. (CEST) (record date).

(Formal specification pursuant to the EU IR: 20210429, 00:00 hrs. CEST)

6. Website to the Annual General Meeting/uniform resource locator (URL): www.ir.knorr-bremse.com/agm

# D. Participation in the general meeting

## 1. Method of participation by shareholder

Exercise of voting rights by way of absentee voting

Exercise of voting rights by way of authorizing and instructing the company-nominated proxies Access to the broadcast of the Annual General Meeting in a live video and audio stream (Formal specification pursuant to the EU IR: EV, PX)

#### 2. Issuer deadline for the notification of participation

Registration for the Annual General Meeting by: 13 May 2021, 24:00 hrs. (CEST) (time of receipt being decisive)

The exercise of voting rights by way of absentee voting, the exercise of voting rights by way of authorizing and instructing the company-nominated proxies and the access to the broadcast of the Annual General Meeting in a live video and audio stream require timely registration. The relevant deadlines for the exercise of each of these rights are listed under D.3.

(Formal specification pursuant to the EU IR: 20210513; 22:00 hrs. UTC)

#### 3. Issuer deadline for voting

For the exercise of voting rights by way of absentee voting or the exercise of voting rights by way of authorizing and instructing the company-nominated proxies,

- if by mail: 19 May 2021, 24:00 hrs. (CEST) (time of receipt),
- if electronically via the AGM Portal (ir.knorr-bremse.com/agm): beyond 19 May 2021, 24:00 hrs. (CEST) up to the beginning of the relevant vote at the Annual General Meeting on 20 May 2021

Shareholders may also authorize a third-party representative. Please note, however, that authorized representatives (other than the company-nominated proxies) cannot physically be present at the Annual General Meeting. The authorization of third-party representatives is possible by mail no later than 19 May 2021, 24:00 hrs. (CEST) (time of receipt), alternatively by email up to the beginning of the relevant vote at the Annual General Meeting on 20 May 2021.

Access to the broadcast of the Annual General Meeting in a live video and audio stream is possible on 20 May 2021 from 10:00 hrs. (CEST) until the close of the Annual General Meeting.

## E. Agenda

## Agenda item 1

- 1. Unique identifier of the agenda item: 1
- 2. Title of the agenda item: Presentation of the adopted annual financial statements, the approved consolidated financial statements and the combined management report on Knorr-Bremse AG and the Knorr-Bremse Group for the fiscal year 2020 as well as the report of the Supervisory Board for the fiscal year 2020
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm
- 4. Vote: None
- Alternative voting options: n/a

# Agenda item 2

- 1. Unique identifier of the agenda item: 2
- 2. Title of the agenda item: Appropriation of retained earnings
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm

4. Vote: Binding vote

(Formal specification pursuant to the EU IR: BV)

5. Alternative voting options: Vote in favour, vote against, abstention

(Formal specification pursuant to the EU IR: VF; VA; AB)

#### Agenda item 3

- 1. Unique identifier of the agenda item: 3
- 2. Title of the agenda item: Approval of the acts of the members of the Executive Board
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm
- 4. Vote: Binding vote

(Formal specification pursuant to the EU IR: BV)

5. Alternative voting options: Vote in favour, vote against, abstention (Formal specification pursuant to the EU IR: VF; VA; AB)

## Agenda item 4

- 1. Unique identifier of the agenda item: 4
- 2. Title of the agenda item: Approval of the acts of the members of the Supervisory Board
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm
- 4. Vote: Binding vote

(Formal specification pursuant to the EU IR: BV)

 Alternative voting options: Vote in favour, vote against, abstention (Formal specification pursuant to the EU IR: VF; VA; AB)

## Agenda item 5

- 1. Unique identifier of the agenda item: 5
- 2. Title of the agenda item: Resolution on the appointment of the auditor of the annual financial statements and the consolidated financial statements as well as the auditor for the review of the half-yearly financial report for the fiscal year 2021
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm
- 4. Vote: Binding vote

(Formal specification pursuant to the EU IR: BV)

 Alternative voting options: Vote in favour, vote against, abstention (Formal specification pursuant to the EU IR: VF; VA; AB)

#### Agenda item 6

- Unique identifier of the agenda item: 6a
- 2. Title of the agenda item: Elections to the Supervisory Board, here: Prof. Dr. Klaus Mangold
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm

4. Vote: Binding vote

(Formal specification pursuant to the EU IR: BV)

5. Alternative voting options: Vote in favour, vote against, abstention (Formal specification pursuant to the EU IR: VF; VA; AB)

#### Agenda item 6

- 1. Unique identifier of the agenda item: 6b
- 2. Title of the agenda item: Elections to the Supervisory Board, here: Kathrin Dahnke
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm
- 4. Vote: Binding vote

(Formal specification pursuant to the EU IR: BV)

 Alternative voting options: Vote in favour, vote against, abstention (Formal specification pursuant to the EU IR: VF; VA; AB)

#### Agenda item 6

- 1. Unique identifier of the agenda item: 6c
- 2. Title of the agenda item: Elections to the Supervisory Board, here: Dr. Thomas Enders
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm
- 4. Vote: Binding vote

(Formal specification pursuant to the EU IR: BV)

5. Alternative voting options: Vote in favour, vote against, abstention (Formal specification pursuant to the EU IR: VF; VA; AB)

## Agenda item 6

- 1. Unique identifier of the agenda item: 6d
- 2. Title of the agenda item: Elections to the Supervisory Board, here: Dr. Stefan Sommer
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm
- 4. Vote: Binding vote

(Formal specification pursuant to the EU IR: BV)

5. Alternative voting options: Vote in favour, vote against, abstention (Formal specification pursuant to the EU IR: VF; VA; AB)

## Agenda item 6

- Unique identifier of the agenda item: 6e
- 2. Title of the agenda item: Elections to the Supervisory Board, here: Julia Thiele-Schürhoff
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm

4. Vote: Binding vote

(Formal specification pursuant to the EU IR: BV)

5. Alternative voting options: Vote in favour, vote against, abstention

(Formal specification pursuant to the EU IR: VF; VA; AB)

## Agenda item 6

- 1. Unique identifier of the agenda item: 6f
- 2. Title of the agenda item: Elections to the Supervisory Board, here: Dr. Theodor Weimer
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm
- 4. Vote: Binding vote

(Formal specification pursuant to the EU IR: BV)

5. Alternative voting options: Vote in favour, vote against, abstention (Formal specification pursuant to the EU IR: VF; VA; AB)

## Agenda item 7

- 1. Unique identifier of the agenda item: 7
- 2. Title of the agenda item: Resolution on the approval of the remuneration system for the Executive Board members
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm
- 4. Vote: Advisory vote

(Formal specification pursuant to the EU IR: AV)

5. Alternative voting options: Vote in favour, vote against, abstention

(Formal specification pursuant to the EU IR: VF; VA; AB)

## Agenda item 8

- 1. Unique identifier of the agenda item: 8
- 2. Title of the agenda item: Resolution on the granting of approval to implement an employee share purchase plan for employees in the United States of America and in particular in the state of California
- 3. Uniform Resource Locator (URL) of the materials: ir.knorr-bremse.com/agm
- 4. Vote: Binding vote

(Formal specification pursuant to the EU IR: BV)

 Alternative voting options: Vote in favour, vote against, abstention (Formal specification pursuant to the EU IR: VF; VA; AB)

# F. Specification of the deadlines regarding the exercise of other shareholders' rights

#### Shareholders' right - Motion to add items to the agenda pursuant to Sec. 122 (2) AktG

- 1. Object of deadline: Transmission of the motion to add items to the agenda
- Applicable issuer deadline: 19. April 2021, 24:00 hrs. (CEST) (time of receipt) (Formal specification pursuant to the EU IR: 20210419; 22:00 hrs. UTC)

#### Shareholders' right - Counter-motion pursuant to Sec. 126 (1) AktG

- 1. Object of deadline: Transmission of the counter-motion to resolution proposals relating to specific agenda items
- Applicable issuer deadline: 5 May 2021, 24:00 hrs. (CEST) (time of receipt)
  (Formal specification pursuant to the EU IR: 20210505; 22:00 hrs. UTC)

## Shareholders' right - Election proposal pursuant to Sec. 127 AktG

- 1. Object of deadline: Transmission of the election proposal for the election of Supervisory Board members or independent auditors
- 2. Applicable issuer deadline: 5 May 2021, 24:00 hrs. (CEST) (time of receipt) (Formal specification pursuant to the EU IR: 20210505; 22:00 hrs. UTC)

#### Shareholders' right - Right to ask questions pursuant to Sec. 1 (2) sentence 1 No. 3 of the COVID-19 Mitigation Act

- 1. Object of deadline: Submission of questions by means of electronic communication
- Applicable issuer deadline: 18 May 2021, 24:00 hrs. (CEST) (time of receipt)
  (Formal specification pursuant to the EU IR: 20210518; 22:00 hrs. UTC)

#### Shareholders' right - Possibility to submit written statements

- 1. Object of deadline: Submission of written statements with reference to the agenda
- 2. Applicable issuer deadline: 18 May 2021, 24:00 hrs. (CEST) (time of receipt) (Formal specification pursuant to the EU IR: 20210518; 22:00 hrs. UTC)

