

**INSTRUCTION REGARDING GIVING PROXY
TO THE COMPANY PROXIES AND POSTAL VOTE
FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF
THE COMPANY ON JUNE 18, 2019**



Knorr-Bremse AG appoints Dr. Moritz Schuler and Justinian Spaeth, both employees of Knorr-Bremse AG, Munich, as Company proxies, who can each vote on your behalf on their own and are bound by your instructions. The Company proxies are entitled to vote on your behalf only if and to the extent you have given them specific instructions regarding the individual motions proposed for the items on the agenda. The Company proxies must follow your instructions when voting on the motions proposed as announced in the agenda in the federal gazette (*Bundesanzeiger*).

You have the following possibilities for authorising and instructing the above-mentioned Company proxies. You may cast postal votes without attending the Annual General Meeting.

Sending proxy and instructions to the Company proxies of Knorr-Bremse AG or your postal vote(s) by post, fax or e-mail

Please use the form "PROXY TO THE COMPANY PROXIES RESP. POSTAL VOTE FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING ON JUNE 18, 2019". With this form, you may cast your postal vote or authorise the above-mentioned proxies appointed by Knorr-Bremse AG and instruct them how your voting rights on the motions proposed is/are to be exercised.

Then send (by post, fax or e-mail) your form "PROXY TO THE COMPANY PROXIES RESP. POSTAL VOTE FOR THE ANNUAL GENERAL SHAREHOLDER' MEETING ON JUNE 18, 2019" together with the admission ticket or by specifying your admission ticket number until June 17, 2019, 12 p.m. (CEST) directly to the following address:

By post:

Knorr-Bremse AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
+49 (0)89 210 27 289
inhaberaktien@linkmarketservices.de

Or by fax:

Or by e-mail to:

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 by granting authorisation and issuing instructions for exercising their voting rights to the Company proxies appointed by Knorr-Bremse AG. Your admission ticket solely serves as technical facility to hold the Annual General Shareholders' Meeting. Please also note that the authorisation and instructions to exercise voting rights or to cast postal votes are only valid if you have issued the admission ticket for the shares in your name. Please fill in and send the form to the Company together with your admission ticket or specify your admission ticket number by Monday, June 17, 2019, 12 p.m. CEST (time of receipt by the Company). Forms that reach the company later than June 17, 2019, 12 p.m. CEST will not be considered.

If the Company receives postal votes or authorisations and instructions for Company proxies by several means of transmission (post, fax, e-mail or internet in case of making use of the online-shareholderservice), the last formally valid postal vote or proxy with relevant instructions received will be considered binding independently of the way of transmission used.

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. Improperly received or inconclusive postal votes are counted as invalid 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 under ir.knorr-bremse.com/agm. 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 motions and nominations for which there are suggestions of the Management Board and/or Supervisory Board according to section 124 para. 3 of the German Stock Corporation Act (*Aktiengesetz*, AktG) or by shareholders in the case of section 124 para. 1 of the AktG.

The Company proxies are required to vote in accordance with your instructions and are not permitted to exercise your voting rights in ballots that were not announced before the Annual General Shareholders' Meeting (e.g. procedural motions). Depending on the voting procedure, the Company proxies will either abstain or not participate in the voting in these cases. The same applies with ballots regarding counter-motions and ballots that differ from previously published motions of the management. You cannot instruct the Company proxies to raise an objection, file a motion or ask questions.

The personal attendance of a shareholder or an authorised third party at the Annual General Shareholders' Meeting will automatically be deemed to constitute a revocation of proxy and/or instructions previously given to the Company proxies resp. the postal votes previously cast. Knorr-Bremse AG accepts no responsibility or liability for the functionality and availability of fax machines and the possibility of transmission by email, unless there is intent or gross negligence. In case the Company receives postal votes as well as proxy and instructions postal votes will be considered prior.

We kindly ask you to fill in this form complete and well legible (in block capitals if possible) and to send it **together with your admission ticket or by specifying your admission ticket number** directly to the following address by June 17, 2019, 12 p.m. CEST (time of receipt by the Company is decisive):

**PROXY TO THE COMPANY PROXIES
RESP. POSTAL VOTE
FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING
ON JUNE 18, 2019**



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

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

or by e-mail:
inhaberaktien@linkmarketservices.de

Proxy to the Company proxies or postal vote

Admission ticket number: _____ Number of Shares: _____

I/We _____
Name(s), first name(s) postal code city of residence

Proxy to the Company proxies

authorise the Company proxies named by Knorr-Bremse AG, Dr. Moritz Schuler and Justinian Spaeth, both employees of Knorr-Bremse AG, Munich, each of them individually with the right to issue sub-proxies, to represent me/us at the Annual General Shareholders' Meeting of Knorr-Bremse AG on June 18, 2019 with disclosure of my/our name in the list of participants and to exercise my/our voting rights or have such voting rights exercised with the following instructions.

Please give voting instructions to **all** agenda items to the respective proposed resolution of the administration. You may only give **one** voting instruction to each agenda item. The instructions refer to the administration's proposed resolutions as published in the Federal Gazette (*Bundesanzeiger*).

OR

Postal vote

will not attend the Annual General Shareholders' Meeting of Knorr-Bremse AG in person and therefore exercise my/our voting rights by postal vote.
You only have **one** vote regarding each agenda item.

Item on the agenda	Yes	No	Abstention
2. Resolution on the appropriation of the net retained profits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the ratification of the actions of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the ratification of the actions of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the appointment of the auditor and Group auditor as well as the auditor for the audit review of the half-year financial report for the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If an individual vote is taken on an agenda item instead of a collective vote, the instructions given to the proxies or postal votes cast on this agenda item shall apply accordingly to each item of the individual vote.

Place Date Signature(s) or other closing of the declaration in accordance with Section 126b of the German Civil Code (BGB)

Please enter your phone number in case of questions (voluntarily): _____

If you have any questions about the proxies or postal vote, please call our
Annual General Shareholders' Meeting hotline
between 9 a.m. and 5 p.m. (CEST), Mondays to Fridays (except public holidays) at
+49 (0)89 210 27 222.