



## **ORDINARY (VIRTUAL) ANNUAL GENERAL MEETING 2023**

### **KNORR-BREMSE AKTIENGESELLSCHAFT**

## **FAQ**

### **When will the next Annual General Meeting take place?**

The next Annual General Meeting of Knorr-Bremse Aktiengesellschaft will be held on Friday, May 5, 2023, at 10:00 a.m. (Central European Summer Time - CEST). In 2024, the Annual Shareholders' Meeting is expected to take place on Tuesday, April 30, 2024.

### **In what format is the Annual General Meeting held?**

The Annual General Meeting on May 5, 2023 will be held as a purely virtual meeting in accordance with section 118a (1) sentence 1 of the German Stock Corporation Act (AktG). The virtual format offers planning security in the preparation and avoids travel costs and other logistical effort and enables a conscious contribution to energy savings.

### **What is a virtual General Meeting?**

The term "virtual Annual General Meeting" refers to a Annual General Meeting without the physical presence of the shareholders and their proxies at the venue.

In terms of its structure, the (new) virtual Annual General Meeting essentially corresponds to the previous attendance format, i.e. it includes a general debate in which shareholders are connected live in order to express their views and ask questions. In this respect, the procedure differs from the virtual Annual General Meetings held in the last three years, but the rights of shareholders are significantly strengthened and, in addition, their exercise is facilitated by the virtual format, which does not require them to travel to the meeting.

### **Will Knorr-Bremse Aktiengesellschaft hold its Annual General Meetings only as virtual meetings?**

Under agenda item 7, the Executive Board and Supervisory Board propose to the Annual General Meeting an amendment to the Articles of Association to insert an authorization for the Executive Board in § 20 (4) (new) of the Company's Articles of Association to decide in the future to hold Annual General Meetings as virtual Annual General Meetings.

The proposed authorization gives the Executive Board the flexibility to decide on the format of the Annual General Meeting at its due discretion on the basis of the relevant aspects in each case. Such a decision on the respective meeting format will thus be made again for each Annual General Meeting and evaluated separately. The Executive Board will also take into account experience with the virtual format in subsequent years. The provision in the Articles of Association is initially to be limited to two years.

### **When will the dividend for fiscal 2022 be paid?**

If the Annual General Meeting on May 5, 2023 resolves the proposed dividend, the entitlement to the dividend for fiscal year 2022 will be due on the third business day following the Annual General Meeting in accordance with Art. 58 par. 4 sentence 2 AktG. Payment is therefore scheduled for May 10, 2023.

Dividends are paid via the depository banks.

### **How can shareholders follow the Annual General Meeting?**

Shareholders of Knorr-Bremse Aktiengesellschaft can use the Online Service to follow the Annual General Meeting live on the Internet in sound and vision. You will receive the access data for the online service together with your registration confirmation once you have registered in due time. The opening of the



Annual General Meeting by the Chairman of the Meeting and the speeches by the Chairman of the Supervisory Board and the Executive Board are also broadcast publicly at [ir.knorr-bremse.com/hv](http://ir.knorr-bremse.com/hv), without the need for access data, and are also available as a recording on the Company's website after the meeting.

On-site participation is not possible within the framework of the virtual Annual General Meeting.

## How and where can shareholders register for the virtual Annual General Meeting?

### a) Registration for the Annual General Meeting

To use the online service at [ir.knorr-bremse.com/hv](http://ir.knorr-bremse.com/hv), you must first register for the Annual General Meeting. You will usually receive the registration documents from your depository bank together with the notice convening the Annual General Meeting. These documents are expected to be sent out by your depository bank in mid-April immediately after the record date (see below).

### b) Entering the access data

Once you have registered for the Annual General Meeting, you will receive a registration confirmation. Your access data for the Online Service are printed on the registration confirmation. When you access the Online Service at [ir.knorr-bremse.com/hv](http://ir.knorr-bremse.com/hv), you will be asked to enter this access data. Once you have entered them, you can use the Online Service.

## What do shareholders who have not received their registration confirmation do?

Shareholders who have registered by the deadline but who have not received confirmation of registration with access data for the online service are asked to contact the registration office at [hv-service.knorr-bremse@adeus.de](mailto:hv-service.knorr-bremse@adeus.de) or the Annual General Meeting hotline on +49 (0) 89 20 19 03 92.

## Can every shareholder participate in the virtual Annual General Meeting?

Pursuant to Section 21 of the Company's Articles of Association, shareholders who have previously registered with the Company for the Annual General Meeting and provide evidence of their entitlement are entitled to attend the virtual Annual General Meeting and exercise their voting rights. Entitlement is evidenced by proof of share ownership issued by the depository bank. The proof of share ownership must refer to April 14, 2023, 0:00 hours (CEST) (record date).

## What technical requirements do I need to be able to follow the virtual HV?

All popular browsers in their current software version are permitted: e.g. Google Chrome, Microsoft Edge, Mozilla Firefox and Safari. Furthermore, the website uses cookies.

## Do shareholders have the opportunity to ask the Executive Board questions in advance of the Annual General Meeting?

The right to information may only be exercised at the Annual General Meeting and **only by way of video communication** via the internet service. Questions may not otherwise be submitted by electronic or other means of communication either before or during the Annual General Meeting.

## Are the manuscripts of speeches made at the Annual General Meeting by the Executive Board and Supervisory Board published?

The manuscripts of the speech by the Chairwoman of the Executive Board and the speech by the Chairman of the Supervisory Board are expected to be published on the Company's website [ir.knorr-bremse.com/hv](http://ir.knorr-bremse.com/hv) from the start of the Annual General Meeting, i.e. on May 5, 2023, 10:00 a.m. (CEST). The text of the speech remains subject to change.

## How can shareholders exercise their voting rights?

Shareholders can exercise their voting rights by postal vote or via the online service. These options are available in advance of the Annual General Meeting and online via the online service (from activation, which is planned for **April 14, 2023**) even during the Annual General Meeting up to the time specified by



the chairman of the meeting at the Annual General Meeting. In this way, they can also take account of the explanations provided by the Executive Board and the answers to questions in the general debate when exercising their voting rights.

Voting rights may also be exercised by granting power of attorney and issuing instructions to the proxies appointed by the Company, both in paper form and in electronic form. The form sent out with the registration confirmations is available for postal absentee voting; this form can also be accessed and printed out from the website [ir.knorr-bremse.com/hv](http://ir.knorr-bremse.com/hv) .

## **Can a shareholder be represented at the Annual General Meeting and issue a proxy before the Annual General Meeting?**

Shareholders may be represented by the proxies appointed by the Company or by a third party, in particular the custodian bank or a shareholders' association, and may grant them power of attorney for this purpose prior to the Annual General Meeting.

### **a) Proxy**

In addition to the power of attorney, the proxies appointed by the Company must also be given instructions on how to exercise voting rights. They merely exercise the voting rights of the shareholder within the scope of the shareholder's instructions and do not otherwise exercise any shareholder rights. The power of attorney and instructions must

- by mail using the proxy and instruction form sent out for this purpose with the confirmation of registration and accessible on the website at [ir.knorr-bremse.com/hv](http://ir.knorr-bremse.com/hv), no later than May 4, 2023, 24:00 hours (CEST) to the postal address specified in the notice of meeting, alternatively
- on the day of the Annual General Meeting on the Internet via the online service until the time specified by the chairman of the meeting at the Annual General Meeting.

### **b) Authorization of third parties**

It is also possible to grant power of attorney to a person of one's choice, a bank or a shareholders' association.

Details on the granting of proxies and issuing of instructions are explained in the notice of the meeting.

## **How can shareholders submit countermotions, election proposals and comments on the agenda?**

Shareholders may submit countermotions to proposals by the Executive Board and/or Supervisory Board on specific agenda items and nominations for the election of Supervisory Board members or auditors prior to the Annual General Meeting until Thursday, April 20, 2023, 24:00 hours (CEST). Such motions (including reasons) and election proposals are to be sent exclusively to: Knorr-Bremse AG; Investor Relations; Moosacher Str. 80; 80809 Munich; E-mail: [investor.relations@knorr-bremse.com](mailto:investor.relations@knorr-bremse.com)

Comments on the agenda may be submitted by e-mail only to [investor.relations@knorr-bremse.com](mailto:investor.relations@knorr-bremse.com), stating the name and shareholder number, by midnight (CEST) on Saturday, April 29, 2023 at the latest.

## **Do shareholders have the opportunity to ask the Executive Board questions during the Annual General Meeting?**

At the Annual General Meeting, any shareholder or shareholder representative connected electronically to the meeting may, after registering in good time, request information from the Executive Board on 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, insofar as the information is required to make a proper assessment of an item on the agenda. In addition, there is a right to ask questions at the Annual General Meeting on all answers given by the Executive Board and a right to speak by video communication. Motions and election proposals, questions and follow-up questions may form part of a shareholder's speech.



Requests to speak in German during the Annual General Meeting must be submitted via the online service at [ir.knorr-bremse.com/hv](https://ir.knorr-bremse.com/hv), as requested by the Chair of the Meeting. The Chairman of the Meeting will explain the procedure for requesting and speaking at the Annual General Meeting in more detail.

### **Will the names of those shareholders who speak at the meeting be mentioned at the Annual General Meeting?**

The names of those shareholders who have asked to speak at the meeting and have registered to speak will be mentioned at the meeting. It is not possible to dispense with the mention of names. It is therefore pointed out that the Annual General Meeting - as described at the beginning - will be broadcast live in full on the internet via the access-protected shareholder portal. Please also note the information on data protection contained in the notice of the meeting.

### **What technical requirements do I need to make a speech at the Annual General Meeting via the online service?**

Please ensure that the end device you are using has a camera and microphone that can be accessed from the browser. It is recommended that you do not change your device during the broadcast and that you do not participate in the Annual General Meeting with multiple end devices at the same time. The functionality of your microphone and camera will be tested during onboarding before you are connected to the livestream. For further details, please refer to the separate instructions on the use of video communication available at [ir.knorr-bremse.com/hv](https://ir.knorr-bremse.com/hv).

### **Where can I find detailed information on my rights in connection with the Annual General Meeting?**

You will find detailed information on your rights in connection with the Annual General Meeting in the documents "Convening the Annual General Meeting 2023" and "Explanatory Notes on Shareholders' Rights". These documents are also available at [ir.knorr-bremse.com/hv](https://ir.knorr-bremse.com/hv).

### **Will the voting results be published?**

The voting results will be published on the Company's website at [ir.knorr-bremse.com/hv](https://ir.knorr-bremse.com/hv) shortly after the end of the Annual General Meeting.

### **Who can I contact if I have other questions about organizational issues relating to the Annual General Meeting?**

You can contact the Annual General Meeting hotline at +49 (0) 89 20 19 03 92 between 9 a.m. and 5 p.m. Monday to Friday. You can also send an e-mail to [hv-service.knorr-bremse@adeus.de](mailto:hv-service.knorr-bremse@adeus.de).

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