



Annual General Meeting of Knorr-Bremse AG

Address by the Chairman of the Supervisory Board

Dr. Reinhard Ploss

Munich, May 5, 2023

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The words spoken on the day of the Annual General Meeting are the authoritative version of this speech.

Ladies and gentlemen, esteemed shareholders,

I am delighted that you have managed to join us virtually again this year through our online service. This demonstrates that Knorr-Bremse is important to you, and we thank our shareholders for their attachment to our company.

As the Chairman of the Supervisory Board, it is my pleasure to hereby commence this year's Annual General Meeting of Knorr-Bremse AG.

Following the retirement of my predecessor, Prof. Dr. Klaus Mangold, from the Supervisory Board at last year's Annual General Meeting and my brief introduction of myself at that time, it is my duty for the first time today to report to you on the activities of the Supervisory Board over the previous fiscal year.

My name is Reinhard Ploss. After many years serving as Chief Executive Officer of Infineon Technologies AG, the Supervisory Board of Knorr-Bremse AG elected me as the Chairman of their board last May. I was extremely pleased to take on the high-responsibility task of guiding Knorr-Bremse – a heritage-filled and innovative global market leader – on its path to profitable growth. Today, it is my privilege as Chairman of the Supervisory Board to chair this year's Annual General Meeting of Knorr-Bremse AG.

Please allow me a few words before we launch into the official part of our meeting.

First, I would like to thank my predecessor, Prof. Dr. Klaus Mangold. Not only for his tireless dedication on behalf of Knorr-Bremse, but also for trustingly introducing me to the activities of the Supervisory Board at an early stage and including me in the key decisions made by this board even when he was still in office.

Prof. Mangold had been the Chairman of the Supervisory Board since September 2018. He significantly influenced not only the work it did, but also the development of Knorr-Bremse after its IPO. I wish to particularly emphasize the outstanding commitment with which Prof. Mangold continued leading the Supervisory Board after the sudden death of majority shareholder Heinz Hermann Thiele, a time when such leadership was especially important. During this challenging period, he saw it as his duty to serve the company as Chairman of the Supervisory Board for a further year, putting the company ahead of his personal life plans. With this attitude, Prof. Mangold influenced the positive, trusting collaboration within the Supervisory Board over many years.

In this context, I would also like to thank our Chief Financial Officer Frank Markus Weber. He led Knorr-Bremse in a dual capacity as Spokesman of the Executive Board and Chief Financial Officer in 2022 with great commitment and just as much success. In doing so, Frank Markus Weber ensured continuity and laid key foundations for 2023 – in an extremely challenging geopolitical environment.

Our latest annual report for Knorr-Bremse AG says, "We can also deal with a crisis," and our company has demonstrated this repeatedly for decades. However, it is rare for the political and economic situation to be as serious as it was in the crisis-laden year of 2022. Our company needed to deal with a large number of extremely burdensome factors: strict zero-Covid policies in China, global supply shortages, scarce and expensive commodities, inflation-based price rises and of course the impacts of Russia's invasion of Ukraine. We decided early on to wind down our highly profitable business in Russia, based on our value system and out of support for international sanctions.

The Executive and Supervisory Boards of Knorr-Bremse AG worked together closely and trustingly for this far-reaching decision, too. This has been the tradition in our company for many years.

I would now like to turn to another important topic: As you have surely been following, the Heinz Hermann Thiele family trust began its activities on April 6 this year, which I personally as well as the Supervisory and Executive Boards of Knorr-Bremse AG are delighted about. The assets of this trust will, in particular, include Heinz Hermann Thiele's indirect investments in Knorr-Bremse and Vossloh. In the past few months, I have continuously highlighted that the establishment of the trust does not have any operational impacts on the leadership of Knorr-Bremse AG by the Supervisory and Executive Boards. Nonetheless, the trust is an important sign of continuity for us all. We, being the Supervisory and Executive Boards, together with the trust as a major long-term share-holder, will give our best for a successful future for Knorr-Bremse. We are greatly looking forward to working together closely and trustingly.

Ladies and gentlemen, esteemed shareholders,

It is now my pleasure to extend a warm welcome to you, our shareholders, on behalf of the Supervisory and Executive Boards.

The Executive Board has decided to hold today's Annual General Meeting as a virtual Annual General Meeting with the Supervisory Board's approval, which means the shareholders and their proxies are not physically present at the venue of the meeting.

The basis for this decision is a new statutory provision in the German Stock Corporation Act in conjunction with a corresponding transitional regulation.

Based on the new statutory framework, we now also provide the possibility to include you as participants actively. We are therefore transferring one of the major benefits of an inperson event to the digital format. Simultaneously, we also allow more people to take part. Both these advantages are very important to us. Lastly, the digital format offers us certainty for the personal health of everyone involved.

We will now start with the agenda and I will call all items on it.

The agenda has eleven items. They are governed by the proposals that are published in the invitation letter in the Federal Gazette. Following the publication of the full text of the agenda in the Federal Gazette and as a download on the company's website, I assume that the agenda and the pro-posals are known.

The company has not received any countermotions to the proposals of the Executive and Supervisory Boards.

Agenda item 1 concerns the presentation of the adopted annual financial statements and approved consolidated financial statements and of the combined management report for Knorr-Bremse AG and the Group for the 2022 fiscal year and of the report of the Supervisory Board.

The Supervisory Board has audited and approved the annual and consolidated financial statements in accordance with section 171 of the Stock Corporation Act. The annual financial statements of Knorr-Bremse AG for the 2022 fiscal year have therefore been adopted, and a resolution is therefore not required for agenda item 1.

The proposal for appropriating net profit that has been approved by the Supervisory Board provides for the distribution of a dividend of € 1.45 per share and to carry forward the remaining net profit. The proposed dividend comprises a payout ratio of 46% and is within the range of 40% to 50% of consolidated net income that was communicated at the time of the IPO. As a result, the company is reliably maintaining its continuous dividend policy even in a challenging macroeconomic environment. There will be votes at today's Annual General Meeting on the

proposal for appropriating net profit and on the Compensation Report. The compilation of the latter was decided on by the Executive and Supervisory Boards on March 13, 2023.

Before I hand over to the Executive Board, I would like to report to you on the activities of the Supervisory Board in the previous and current fiscal years.

The Supervisory Board of Knorr-Bremse AG continued to discharge its duties with great care during the past fiscal year.

The Supervisory Board was directly included in all decisions of fundamental importance for the company. The Executive Board also informed the Supervisory Board about urgent matters between the regular meetings. These reports contained all relevant information, e.g., on strategy development, planning, business development, the risk situation and current events.

Furthermore, the Supervisory Board advised the Executive Board on the company's leadership, on acquisitions such as the purchase of a majority stake in Cojali, a Spanish specialist in commercial vehicles; and on divestment, such as the preparation of a sale of Kiepe Electric; as well as on further strategic initiatives. The Executive Board presented multiple projects to the Supervisory Board for approval during the reporting period, for example, the acquisition of the minority joint-venture interest in truck subsidiary Knorr-Bremse Systeme für Nutzfahrzeuge GmbH, held by Robert Bosch GmbH; as well as the aforementioned acquisition of a majority interest in Cojali and the issue of a € 700 million sustainability-linked bond.

As the Chairman of the Supervisory Board, I also received reports from the Executive Board on the current business situation and on significant business transactions of the company as part of regular business reviews outside of Supervisory Board meetings. Additionally, I have held regular discussions with important investors on key topics and questions of the Supervisory Board since I commenced my position.

A total of nine Supervisory Board meetings were held during the reporting period, which were chaired by my predecessor Prof. Dr. Mangold until May 24, 2022. Attendance at the full-board meetings averaged more than 93%, which is evidence of the outstanding commitment of the Supervisory Board's members.

The full report of the Supervisory Board on the 2022 fiscal year with further details on the subject matter and resolutions at the Supervisory Board meetings is printed at the start of the annual report. Let me now provide you with just a short overview of the key topics covered in the meetings in the past fiscal year:

In light of Russia's invasion of Ukraine, the Supervisory Board on March 4, 2022, deliberated over the company's general positioning and over the impact on Knorr-Bremse's business from the conflict and the economic sanctions. Furthermore, the board discussed the first few measures of the Knorr-Bremse Group that had been derived from them. The Supervisory Board regularly dealt with the consequences of the war in Ukraine as the year progressed, too.

The Supervisory Board also discussed membership changes within the Executive Board in detail and decided on them jointly. At the Supervisory Board meeting on March 11, 2022, the allocation of duties within the Executive Board was rearranged in connection with the departure of Chief Executive Officer Dr. Jan Mrosik. His duties were taken over on an interim basis by Chief Financial Officer Frank Markus Weber, including the role of Executive Board Spokesman; by Dr. Claudia Mayfeld, who initially led HR in addition to her board responsibility for Integrity & Legal Affairs on a temporary basis before making this permanent; and by Dr. Jürgen Wilder, who temporarily took over Digitalization and Business Services alongside his responsibility for Rail. The Supervisory Board appointed Marc Llistosella as the new Chief Executive Officer to succeed Dr. Mrosik. Mr. Llistosella has been responsible in particular for HR, Strategy, Communication,

Brand Management, IT, Corporate Security, Internal Audit and Digitalization since January 1, 2023.

At its twoday strategy meeting on July 7 and 8, 2022, the Supervisory Board discussed strategic financial planning, the direction of the Truck and Rail divisions and central innovation projects.

I will now briefly cover the activities of the Supervisory Board during the current 2023 fiscal year.

The Supervisory Board, and the Audit Committee in particular, performed activities to ensure that the annual and consolidated financial statements and further financial statements met the applicable requirements. As Chairwoman of the Audit Committee, Ms. Katrin Dahnke maintained regular contact with the auditor; she held four separate meetings with KPMG in the course of the reporting period.

The reports of the Executive Board on the 2022 fiscal year and proposal for the appropriation of net profit were provided to all members of the Supervisory Board in a timely fashion or were displayed for their perusal at the Supervisory Board meeting on March 17, 2023. After its own audit of the annual financial statements, consolidated financial statements and combined management report, the Supervisory Board agreed with the Executive Board's assessment of the position of Knorr-Bremse AG and the Knorr-Bremse Group. The Supervisory Board approved the financial statements for the 2022 fiscal year. The annual financial statements of Knorr-Bremse AG are therefore adopted. Moreover, the Supervisory Board agreed to the Executive Board's profit appropriation proposal of distributing a dividend of € 1.45 per share with dividend rights for the 2022 fiscal year.

Ladies and gentlemen,

The past fiscal year came with major challenges for Knorr-Bremse AG, for the management and for employees due to the political and economic turbulence mentioned before. For this reason, I, including on behalf of all the Supervisor Board, thank the members of the Executive Board and all employees of the Knorr-Bremse Group for guiding and continuing to guide the company through multiple crises simultaneously with success and security.

I now ask the Executive Board to give its report on the business situation and strategic outlook.

Mr. Llistosella, the floor is yours.

Speeches by the CEO and CFO

Thank you for your statements, Mr. Llistosella and Mr. Weber.

I now wish to briefly address the proposed approval of the Compensation Report for the 2022 fiscal year in agenda item 6. This Compensation Report takes into account the feedback regarding the 2021 Compensation Report that the company received from investors in conjunction with its approval at last year's Annual General Meeting as well as independently of it. The company continuously makes efforts to take on board remarks to an adequate extent, including critical ones.

The Compensation Report was audited by our auditor. This included the legally required audit of the disclosures mandated by statutory provisions as well as a further voluntary review of the content. The auditor's report and unqualified opinion is attached to the Compensation Report. The Compensation Report has been available on our website since the invitations to the Annual General Meeting went out, including today.

The Executive and Supervisory Boards propose that the presented Compensation Report be approved.

In agenda item 7, we propose to you an amendment of the Articles of Association. The proposed authorization in the Articles of Association is intended to give the Executive Board flexibility to decide if the Annual General Meeting is held as an inperson event or as a virtual Annual General Meeting.

The maximum possible five-year duration allowed by law for such an authorization in the Articles of Association is not intended to be used in full. Instead, the authorization is envisaged as lasting for only two years.

A concrete decision on the format of future Annual General Meetings is therefore not being made. Rather, it is proposed that the Executive Board makes a separate decision for each meeting, taking into account its circumstances, and considers the interests of the company and its shareholders when doing so. Particular attention will be paid to upholding the shareholders' rights, to aspects for protecting the health of those involved, to expenses and costs; and to sustainability. The Executive Board will also consider the experience gained with the virtual format.

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