

2020 ANNUAL GENERAL MEETING OF KNORR-BREMSE AG ON TUESDAY, JUNE 30, 2020

INFORMATION PURSUANT TO SEC. 121 (3) SENTENCE 2 NO. 3 OF THE GERMAN STOCK CORPORATION ACT (AKTIENGESETZ) ON SHAREHOLDERS' RIGHTS

in accordance with Secs. 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Act (Aktiengesetz) in conjunction with Art. 2 section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Mitigation Act

The Notice of the Annual General Meeting, which will be held as a virtual Annual General Meeting without physical presence of either the shareholders or their authorized representatives, already contains information according to Secs. 122 (2), 126 (1), 131 (1) of the German Stock Corporation Act (Aktiengesetz) as well as according to Art. 2 section 1 of the Act on Mitigating the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law of 27 March 2020, (Federal Law Gazette I 2020, p. 569), (hereinafter "**COVID-19 Mitigation Act**"). The following information serves to further explain these regulations.

1 MOTIONS TO ADD ITEMS TO THE AGENDA PURSUANT TO SECTION 122 (2) OF THE GERMAN STOCK CORPORATION ACT (AKTIENGESETZ)

Sec. 122 (2) of the German Stock Corporation Act (Aktiengesetz) 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 to add items on the agenda and have them announced. Pursuant to Sec. 87 (4) of the German Stock Corporation Act (Aktiengesetz), the Annual General Meeting may also reduce the maximum remuneration determined in accordance with Sec. 87a (1) sentence 2 no. 1 of the German Stock Corporation Act (Aktiengesetz) upon application pursuant to Sec. 122 (2) sentence 1 of the German Stock Corporation Act (Aktiengesetz). Each new item must be accompanied by a statement of grounds or a proposed resolution.

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, 30 May 2020, 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 add an item 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 of the German Stock Corporation Act (Aktiengesetz) shall apply. The day of receipt of the motion shall not be counted. Please note that, in order to determine the 90-day-period, a period start or end date may not be moved from a Sunday, Saturday or holiday to a previous or subsequent working day. Secs. 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) are not to be applied mutatis mutandis.

Additions to the agenda which have to be published shall be published in the 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 and communicated to the shareholders in accordance with Sec. 125 (1) sentence 3 of the German Stock Corporation Act (Aktiengesetz) (in its currently applicable version).

The provisions of the German Stock Corporation Act (Aktiengesetz) underlying these shareholder rights are as follows:

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

- (1) ¹A 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. ²The 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. ³The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the demand and that they will continue to hold the shares until the decision of the executive board regarding their request is made. ⁴Sec. 121(7) shall apply correspondingly.
- (2) ¹Equally, shareholders whose holdings amount in the aggregate to one-twentieth of the share capital or a proportionate interest of EUR 500,000.00 may require items to be placed on the agenda and published. ²Each new item must be accompanied by an explanatory statement or by a draft proposal. ³Requests 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) ¹If 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. ²At the same time, the court may appoint the chair of the meeting. ³The notice of the meeting or the publication must refer to the authorization. ⁴An appeal may be brought against the ruling. ⁵The 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. 87 Principles applying to the emoluments of the members of the management board (excerpt)

- (4) The Annual General Meeting may, upon application in accordance with Sec. 122(2) sentence 1, reduce the maximum remuneration determined in accordance with Sec. 87a(1) sentence 2 no. 1.

Sec. 121 General Provisions (excerpt of the version of the norm valid until 31 December 2020, which applies pursuant to section 26j (4) EGAktG to Annual General Meetings convened up to and including 3 September 2020)

- (7) ¹In 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. ²Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. ³Secs. 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied analogously. ⁴In case of unlisted companies, the articles may provide for a different calculation of the deadline.

Sec. 70 Calculating the Shareholding Period

¹If 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, 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 (Gesetz über das Kreditwesen) shall be considered equivalent to ownership. ²The 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).

2. SHAREHOLDER COUNTERPROPOSALS AND ELECTION PROPOSALS PURSUANT TO SEC. 126 (1) AND SEC. 127 OF THE GERMAN STOCK CORPORATION ACT (AKTIENGESETZ)

Each shareholder is also entitled to submit counterproposals in response to the proposals on specific agenda items by the Executive Board and/or the Supervisory Board as well as election proposals of Supervisory Board members or auditors.

Pursuant to Sec. 126 (1) of the German Stock Corporation Act (Aktiengesetz), proposals of shareholders, including the shareholder's name, the grounds for the proposal, and any statements of the management, are to be made available to the relevant persons to be notified in accordance with Sec. 125 (1) to (3) of the German Stock Corporation Act (Aktiengesetz) under the conditions set forth therein, provided that the shareholder has sent to the address below a counterproposal against a proposal by the Executive Board and/or Supervisory Board with respect to a particular agenda item, including the grounds for the counterproposal, 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 shall not be counted. Thus, the last permis-

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sible day for receipt is Monday, 15 June 2020, 24:00 hrs. (CEST). A counterproposal need not be made available if one of the exclusions pursuant to Sec. 126 (2) of the German Stock Corporation Act (Aktiengesetz) applies. Moreover, the statement of grounds need not be made available if it exceeds a total of 5,000 characters.

No statement of grounds needs to be provided for election proposals made by shareholders pursuant to Sec. 127 of the German Stock Corporation Act (Aktiengesetz). Election proposals are 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 in other supervisory boards that must be created pursuant to applicable law (cf. Sec. 127 sentence 3 in conjunction with Sec. 124 (3) sentence 4 and Sec. 125 (1) sentence 5 of the German Stock Corporation Act (Aktiengesetz) (in the version applicable until 3 September 2020)). Pursuant to Sec. 127 sentence 1 of the German Stock Corporation Act (Aktiengesetz) in conjunction with Sec. 126 (2) of the German Stock Corporation Act (Aktiengesetz), there are further conditions under which election proposals need not be made available via the website. Furthermore, the requirements and provisions for making proposals available apply mutatis mutandis.

During the virtual Annual General Meeting counterproposals and election proposals are not possible. Properly provided, admissible, and timely counterproposals or election proposals will be repeated by the company-nominated proxy and considered as if they had been provided verbally in the Annual General Meeting.

All shareholder proposals (including statements of grounds therefor) or election proposals pursuant to Sec. 126 (1) and Sec. 127 of the German Stock Corporation Act (Aktiengesetz) must be sent exclusively to

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

or by telefax to: +49 (0)89 35 444 69

or by email to: investor.relations@knorr-bremse.com.

Any proposals and election proposals submitted by shareholders which are to be made available (including the shareholder's name and – in the case of proposals – the statement of grounds) will be made available on their receipt on the website at www.knorr-bremse.com/agm. Any statements by the management will also be made available on the above website.

The provisions of the German Stock Corporation Act (Aktiengesetz) underlying these shareholder rights, which also specify the conditions under which counterproposals to proposals and election proposals need not be made available, are as follows:

Sec. 126 Proposals by Shareholders

(1) ¹Proposals 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) through (3) under 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 counterproposal to a proposal by the executive board and supervisory board concerning a specific item on the agenda, and a statement of grounds. ²The day of receipt shall not be included. ³In the case of listed companies, access shall be provided via the company's website. ⁴Sec. 125(3) shall apply correspondingly.

(2) ¹A counterproposals 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 counterproposal 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 grounds contains statements which are obviously false or misleading in material respects or which are defamatory;
4. if the same counterproposal 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 counterproposal by the shareholder based on an essentially identical statement of grounds 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 counterproposal submitted by him/her at two general meetings within the past two years.

²The statement of grounds also need not be made available if it exceeds total of 5,000 characters.

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

Sec. 127 Election proposals by Shareholders

¹Sec. 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. ²The election proposal need not be accompanied by a statement of grounds. ³The 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. ⁴The 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) ¹In 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. ²In 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) number 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. ³Sentence 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. ⁴The election proposal of supervisory board members or auditors shall state their name, profession exercised, and place of residence. ⁵If 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 (excerpt of the version of the norm valid until 31 December 2019, which applies pursuant to Sec. 26j (4) EGAktG to Annual General Meetings convened up to and including 3 September 2020)

- (1) ¹The executive board shall, at least 21 days prior to the meeting, notify those credit institutions and shareholders' associations that exercised voting rights on behalf of shareholders at the preceding general meeting, or that have requested such notification, that the general meeting is being convened. ²The date of the notification shall not be included. ³If the agenda has to be amended in accordance with Sec. 122(2), the amended agenda shall be communicated in the case of listed companies. ⁴The notification shall draw attention to the fact that voting rights may be exercised by a proxy including a shareholders' association. ⁵In 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) ¹The executive board shall provide the same notification to those shareholders who request it or who are registered as shareholders in the company's share register at the beginning of the 14th day before the meeting. ²The articles of association may restrict transmission to electronic means of communication.
- (3) Each member of the supervisory board may request that the executive board sends the same notifications to him/her.
- (4) Each member of the supervisory board and each shareholder shall be notified of the resolutions adopted at the general meeting by the executive board in writing upon request.
- (5) Financial services institutions and enterprises operating in accordance with Sec. 53(1) sentence 1 or Sec. 53b(1) sentence 1 or (7) of the German Banking Act (Gesetz über das Kreditwesen) shall be treated as credit institutions.

Sec. 96 Composition of the Supervisory Board (excerpt)

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(2) ¹The 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. ²The minimum representation requirement shall be fulfilled by the supervisory board in its entirety. ³If 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. ⁴In each case, fractional numbers have to be rounded up or down mathematically to full numbers of positions. ⁵If 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. ⁶An 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. ⁷If an election is declared invalid for other reasons, then elections made in the meantime do not violate the minimum representation requirement in this regard. ⁸The acts on codetermination mentioned in sentence 1 shall apply to the election of employee representatives in the supervisory board.

3 QUESTION RIGHT PURSUANT TO ART. 2 SEC. 1 (2) SENTENCE 1 NO. 3 COVID-19 MITIGATION ACT

On the basis of COVID-19 Mitigation Act, the shareholders are not entitled to disclosure within the meaning of Sec. 131 of the of the German Stock Corporation Act (Aktiengesetz), but they are given the possibility to ask questions at the Annual General Meeting by means of electronic communication. This does not imply a right to receive a response.

With the approval of the Supervisory Board, the Executive Board of Knorr-Bremse AG has decided that questions from shareholders registered for the Annual General Meeting can be directed to the Executive Board via the AGM-Portal at ir.knorr-bremse.com/agm.

Questions from shareholders must be received by the Company after timely registration no later than at the end of 27 June 2020, 24:00 hrs. (CEST) via the Company's Internet-based AGM-Portal. The Company reserves the right, before answering questions from shareholders, to name the shareholders who have asked the respective questions. No questions can be asked during the virtual Annual General Meeting.

The Executive Board shall duly decide at its discretion on the basis of COVID-19 Mitigation Act which questions it will answer and how.

The shareholders' rights that the provision of the COVID-19 Mitigation Act is based on are as follows:

Sec. 131 AktG Shareholder's right to request information

- (1) ¹The 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 adjudge the item of business set out in the agenda. ²The obligation to provide information shall also extend to include the legal and business relations of the company with an affiliated enterprise. ³Where 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 stockholder 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. ⁴The 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) ¹The information provided is to correspond to the principles of conscientious and faithful accounting. ²The articles of associations 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) ¹The executive board may refuse a request for information:
1. Inasmuch as 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. Inasmuch as 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. Inasmuch as the executive board would be liable to punishment under law were it to provide the information;

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6. Inasmuch as, in the case of a credit institution or financial services provider, 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. Inasmuch as 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.

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

(4) ¹Where information has been provided to a shareholder because of his capacity as such, and this was done 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 adjudge the item of business set out in the agenda. ²The executive board may not refuse to provide the information in accordance with subsection (3), first sentence, nos. 1 to 4. ³The first and second sentences shall not apply if a subsidiary company (Sec. 290 subsections (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 subsections (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.

Article 2 Act on Mitigating the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law (excerpt)

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

(2) ¹The 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 opportunity 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.

²The Executive Board shall duly decide at its discretion which questions it will answer and how; it may also stipulate that questions must be submitted by electronic communication at least two days before the meeting.