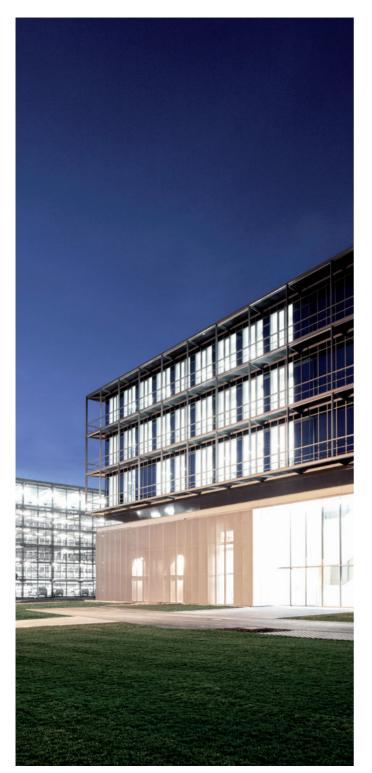
# Invitation

Knorr-Bremse Annual Shareholders' Meeting 2019







# KNORR-BREMSE AG

ISIN DE000KBX1006 German Securities Identification Number (Wertpapierkennnummer, "WKN"): KBX100

### Notice of Annual Shareholders' Meeting 2019 of Knorr-Bremse AG on 18 June 2019

Dear Shareholders,

We hereby invite you to the **Annual Shareholders' Meeting of Knorr-Bremse AG** on Tuesday, 18 June 2019, at 10:00 a.m. (CEST), admission from 9:00 a.m. (CEST), at the ICM (International Congress Center Munich), Am Messesee 6, Messegelände, 81829 Munich. (Directions at **ir.knorr-bremse.com/agm)** 

### I. AGENDA

1. 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 fiscal 2018 as well as the report of the Supervisory Board and the corporate governance report for fiscal 2018

The aforesaid documents are available on our website at **ir.knorr-bremse.com/agm.** The documents will also be available at the Annual Shareholders' Meeting, in which they will be explained in detail.

The aforesaid documents include the remuneration report and the explanatory report in respect of the information to be disclosed pursuant to Sec. 289a (1) and Sec. 315a (1) of the German Commercial Code (Handelsgesetzbuch, "HGB").

The Supervisory Board has approved the annual financial statements prepared by the Executive Board and the consolidated financial statements. The annual financial statements have, thus, been adopted pursuant to Sec. 172 sentence 1 of

the German Stock Corporation Act (Aktiengesetz, "AktG"). The Annual Shareholders' Meeting is consequently not required to adopt a resolution on agenda item 1.

#### 2. Appropriation of retained earnings

The Supervisory Board and the Executive Board propose that an amount of EUR 282,100,000.00 from the unappropriated retained earnings of Knorr-Bremse AG in the total amount of EUR 373,352,678.31 from the expired fiscal year be used to pay a dividend of **EUR 1.75 per dividend-bearing no-par value share** and to carry forward the balance to new account.

This results in the following appropriation of retained earnings:

Unappropriated retained earnings:	EUR 373,352,678.31
Distribution to the shareholders:	EUR 282,100,000.00
Profit carried forward:	EUR 91,252,678.31

In accordance with Sec. 58 (4) sentence 2 AktG, the dividend entitlement falls due for payment on the third business day following the date of the resolution of the Annual Shareholders' Meeting, i.e. the entitlement falls due on Friday, 21 June 2019.

# 3. Approval of the acts of the members of the Executive Board

The Supervisory Board and the Executive Board propose that the acts of the members of the Executive Board that held office in fiscal 2018 be ratified for such fiscal year.

# 4. Approval of the acts of the members of the Supervisory Board

The Supervisory Board and the Executive Board propose that the acts of the members of the Supervisory Board that held office in fiscal 2018 be ratified for such fiscal year.

# 5. Resolution on the appointment of the auditor for the annual financial statements and the consolidated

### financial statements as well as the auditor for the review of the half-yearly financial report for fiscal 2019

The Supervisory Board proposes that the audit firm KPMG AG, Wirtschaftsprüfungsgesellschaft, Berlin, Munich branch, be appointed to serve as auditor for the annual financial statements and the consolidated financial statements for fiscal 2019 and for the review of the half-yearly financial report for the first half-year of fiscal 2019.

The Supervisory Board's proposal is based on the recommendation of its Audit Committee. Both the recommendation of the Audit Committee to the Supervisory Board and the proposal of the Supervisory Board are free from improper influence by a third party. Furthermore, there were no rules imposing restrictions on the selection of a particular auditor or a particular audit firm to conduct the audit.

### **II. FURTHER INFORMATION**

#### 1. Total number of shares and voting rights

At the time of the calling of the Annual Shareholders' Meeting, the share capital of the company totaling EUR 161,200,000.00 is divided into 161,200,000 no-par value shares; each of the shares carries one vote. The total number of voting rights consequently amounts to 161,200,000. The company does not hold any treasury shares.

### 2. Information regarding participation in the Annual Shareholders' Meeting

### The entitlement to participate by registering and submitting confirmation of shareholding

Pursuant to Article 21 of the company's Articles of Association, shareholders are entitled to participate in the Annual Shareholders' Meeting and to exercise their voting rights – either themselves or by proxy – only if they have registered with the company prior to that meeting and if they have submitted confirmation of their entitlement to attend. Such entitlement must be proven in the form of a confirmation of the shareholding issued by the depository institution. The confirmation of the shareholding must be valid as of 28 May 2019, 00:00 hrs. (CEST) (record date).

The registration for the Annual Shareholders' Meeting and the confirmation of the shareholding must be received by Knorr-Bremse AG by **Tuesday**, **11 June 2019**, **24:00 hrs. (CEST)**, **at the latest** at the following address

Knorr-Bremse AG c/o Link Market Services GmbH Landshuter Allee 10 80637 Munich, Germany or by telefax at: +49 (0) 89 210 27 289 or by e-mail to: inhaberaktien@linkmarketservices.de

The registration and the confirmation of the shareholding require text form and must be in German or English. In the relationship between shareholders and the company, a shareholder will only be deemed a shareholder entitled to participate in the meeting and to exercise a voting right if the shareholder has submitted the specific confirmation of the shareholding by the deadline. The right to participate and the scope of the voting right are determined exclusively based on the shareholding as of the record date.

Registering for the Annual Shareholders' Meeting does not cause shares to be blocked. Shareholders may therefore continue to dispose of their shares without restriction also after having registered for the Annual Shareholders' Meeting. Even in the event of a full or partial sale of a shareholding after the record date, solely the shares owned by a shareholder as of the record date are relevant for the participation in the meeting and the scope of the voting right; i.e., the sale of shares after the record date will not affect the entitlement to participate in the meeting and the scope of the voting right. This also applies *mutatis mutandis* if shares or additional shares are purchased after the record date. Persons who do not hold any shares as of the record date and become shareholders only after the record date are not entitled to participate in the meeting and to cast a vote unless they have obtained a proxy to this effect or authorization to exercise the voting right. The record date does not constitute a relevant date with respect to the dividend entitlement.

Following receipt of the registration and the confirmation of their shareholding, admission tickets for the Annual Shareholders' Meeting will be sent to the shareholders entitled to participate. We kindly ask the shareholders who wish to attend the Annual Shareholders' Meeting or to exercise their voting rights by proxy or postal voting to request their admission tickets at their depository institution early. In this case, the depository institution will usually register the shareholder as required and submit confirmation of the shareholding directly. Therefore, as a rule, shareholders who have requested the admission ticket at their depository institution in good time do not need to take any further action.

Unlike the registration for the Annual Shareholders' Meeting, the admission ticket is not a prerequisite for participation; it only helps to simplify the admission control procedure for entering the Annual Shareholders' Meeting.

#### Procedure for voting by proxy

#### Authorizing a third-party proxy

Shareholders may have themselves represented, and have their voting rights exercised, at the Annual Shareholders' Meeting by a proxy – for example a credit institution or a shareholders' association or any other person of their choice willing to act as proxy. Also in the event a proxy is appointed, timely registration and submission of the confirmation of the shareholding in accordance with the provisions under "The entitlement to participate by registering and submitting confirmation of shareholding" above is necessary. If a shareholder appoints more than one proxy, the company may reject one or more of these proxies.

Pursuant to Sec. 134 (3) sentence 3 AktG and Article 21 para. 3 of the Articles of Association of the company, the granting of proxy, its revocation and the authorization document to be submitted to the company require text form unless the following provisions of this section stipulate otherwise. For granting proxy, shareholders may use the proxy form on the back of the admission ticket which they will receive after registration. However, shareholders may also issue a separate proxy; a proxy form to this effect is available for download from the Internet at **ir.knorr-bremse.com/agm** 

With respect to the provision of proof of the appointment of a proxy, the company requests the shareholders send the confirmation in text form (Sec. 126b of the German Civil Code (Bürgerliches Gesetzbuch, "BGB") to the company at the following address:

Knorr-Bremse AG c/o Link Market Services GmbH Landshuter Allee 10 80637 Munich, Germany or by telefax to: +49 (0) 89 210 27 289 or by e-mail to: inhaberaktien@linkmarketservices.de

However, proof of the appointment of a proxy can also be presented during admission control at one of the accreditation desks on the day of the Annual Shareholders' Meeting.

A proxy may also be issued electronically prior to the date of the Annual Shareholders' Meeting up until 17 June 2019, 24:00 hrs. (CEST) at **ir.knorr-bremse.com/agm**. Shareholders can access this site via the company's website at **ir.knorr-bremse. com/agm**. Via the link **ir.knorr-bremse.com/agm**, the shareholders are directed to the web-based proxy system. For a proxy to be issued electronically, the information on the admission ticket is required. The explanations above apply accordingly to a possible revocation of proxy.

If proxy is granted to credit institutions, institutions or companies treated as equivalent to credit institutions pursuant to Sec. 135 (10) and Sec. 125 (5) AktG, shareholders' associations or persons to which, pursuant to Sec. 135 (8) AktG, the provisions of Sec. 135 (1) to (7) AktG apply *mutatis mutandis*, this usually requires compliance with special rules, details on which must be obtained from the relevant intended proxy. Under applicable law, in these cases the authorization document must be issued to a specified proxy and be kept by the proxy in a verifiable form. The requirement of text form does not apply. Furthermore, the authorization must be complete and may only contain statements of authorization associated with the exercising of the voting right. Therefore, please coordinate the form of authorization with the intended proxy if you wish to appoint as proxy a credit institution, a shareholders' association or another institution, company or person treated as equivalent to credit institutions pursuant to Sec. 135 AktG. However, any violation of the aforesaid and certain further requirements set forth in Sec. 135 AktG for proxy authorization of the entities mentioned in this paragraph does not, pursuant to Sec. 135 (7) AktG, impair the validity of votes cast.

Shareholders may also exercise their rights at the Annual Shareholders' Meeting even after they have granted proxy. Attendance in person will be deemed a revocation of the proxy previously granted.

#### Authorization of proxies nominated by the company

Knorr-Bremse AG also offers to its shareholders the option of having company-nominated proxies represent them at the Annual Shareholders' Meeting subject to and in accordance with the instructions issued by them. The company-nominated proxies may exercise the voting right only in respect of those agenda items for which specific and unambiguous instructions have been issued to them by the grantor of the proxy. The company-nominated proxies are under the obligation to vote according to instructions. A timely registration and submission of confirmation of shareholding in accordance with the provisions under "The entitlement to participate by registering and submitting confirmation of shareholding" is also required for authorizing a proxy nominated by the company.

If no explicit and unambiguous instruction has been issued, the proxy nominated by the company will abstain from voting on the relevant agenda item. In the event that sub-items under an agenda item are put to the vote individually without this having been communicated in advance of the Annual Shareholders' Meeting, the instruction given for that entire agenda item shall be deemed the instruction given for each of the individual sub-items. The company-nominated proxies cannot accept any instructions on procedural motions whether prior to or during the Annual Shareholders' Meeting. Nor will the proxies nominated by the company accept any orders or instructions for requests to speak, to appeal against resolutions of the Annual Shareholders' Meeting or to ask questions or submit motions.

The authorization and the voting instructions to the proxies nominated by the company may be issued via the Internet or in text form using the proxy and instruction form provided for this purpose on the admission ticket. For the use of the web-based system for granting proxy and issuing instructions, the admission ticket is required. Shareholders can access this system through the company's website at **ir.knorr-bremse. com/agm** 

If issued in text form already before the Annual Shareholders' Meeting, authorization and instructions to the companynominated proxies must be received by the company by 17 June 2019, 24:00 hrs. (CEST), at the latest, at the following address:

Knorr-Bremse AG c/o Link Market Services GmbH Landshuter Allee 10 80637 Munich, Germany or by telefax to: +49 (0) 89 210 27 289 or by e-mail to: inhaberaktien@linkmarketservices.de

If issued via the Internet, authorization and voting instructions to the company-nominated proxies must be fully issued by 17 June 2019, 24:00 hrs. (CEST), at the latest. It is possible until this time to revoke the authorization issued via the Internet or to change instructions given via the Internet.

Should a shareholder issue power of attorney and instructions to the company-named proxies by several means of transmission (post, fax, e-mail or Internet when using the online shareholder service), the most recently issued formally valid power of attorney with the corresponding instructions to the company-named proxies shall be deemed binding irrespective of the means of transmission. If the shareholder or another person authorized by the shareholder participates personally in the Annual Shareholders' Meeting, any authorization and instructions previously issued to the employees nominated by the company as proxies will be ineffective. At the Annual Shareholders' Meeting, authorizations and instructions can be issued to the company-nominated proxies until the end of the general debate.

#### Postal vote

In voting by post, shareholders may also exercise their voting rights without attending the Annual Shareholders' Meeting in person or through a proxy. Again it is necessary to register on time by means of a formally acceptable method.

When voting by post, the votes are to be cast via the Internet or in text form by using the postal voting form on the admission ticket.

To use the web-based voting system when voting by post, the admission ticket is required. Shareholders can access this system through the company's website at **ir.knorr-bremse.com/agm** 

Voting by way of postal vote via the Internet must be fully completed by 17 June 2019, 24:00 hrs. (CEST), at the latest. It is possible until this time to revoke or change votes that have been cast via the Internet.

When voting by post, votes can be cast, amended or revoked using the postal voting form until 17 June 2019, 24:00 hrs. (CEST), at the latest, to the following address

Knorr-Bremse AG c/o Link Market Services GmbH Landshuter Allee 10 80637 Munich, Germany or by telefax: +49 (0) 89 210 27 289 or by email: inhaberaktien@linkmarketservices.de Admissibility will be determined in all of these cases on the basis of the date and time of receipt by the company of the vote cast, amended or revoked by post.

Please note that shareholders using postal vote will only be able to vote on proposals and on nominations for election in respect of which proposals have been made by the Executive Board and/or Supervisory Board in accordance with Sec. 124 (3) AktG or by shareholders in accordance with Sec. 124 (1) AktG and that are included in the present notice of the Annual Shareholders' Meeting or announced subsequently.

Authorized parties, including authorized credit institutions and other persons or institutions treated as equivalent thereto in accordance with Sec. 135 (8) and (10) and Sec. 125 (5) AktG (for example shareholders' associations), may also vote by post.

If a shareholder or an authorized third party personally attends the Annual Shareholders' Meeting, any previously submitted postal votes shall be deemed revoked automatically. If a vote is cast by postal vote using several means of transmission (post, fax, e-mail or Internet when using the online shareholder service), the last formally valid postal vote shall be deemed binding irrespective of the means of transmission. If votes are cast by post and authorizations/ instructions to company-nominated proxies are received, the postal votes will always take precedence. If sub-items under an agenda item are individually put to a vote, instead of collectively, the postal vote cast for that agenda item will apply mutatis mutandis for each sub-item put to individual vote. If a postal vote is not explicit and unambiguous regarding a specific agenda item, this will be considered an abstention from voting for that agenda item.

### 3. Information on shareholders' rights pursuant to Sec. 122 (2), Sec. 126 (1), Sec. 127 and Sec. 131 (1) AktG

### Motions to add items to the agenda pursuant to Sec. 122 (2) AktG

Sec. 122 (2) AktG entitles shareholders whose combined shareholdings reach one twentieth of the share capital or the nominal amount of EUR 500,000.00 of the company's share capital (corresponding to 500,000 shares) to request that items be added to the agenda and announced. 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, 18 May 2019, 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 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 BGB 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 Shareholders' 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 AktG.

### Shareholder counter-motions and nominations for election pursuant to Sec. 126 (1) and Sec. 127 AktG

Each shareholder is entitled to submit counter-motions in response to the resolutions proposed on the agenda items.

Pursuant to Sec. 126 (1) AktG, motions of shareholders, including the shareholder's name, the grounds for the motion and any comments of the management, are to be made available to the relevant persons to be notified in accordance with Sec. 125 (1) to (3) AktG under the conditions set forth therein, provided that the shareholder has sent to the address below a counter-motion against a proposal of the Supervisory Board and/or the Executive Board with respect to a particular agenda item, including the grounds for the counter-motion, no later than 14 days prior to the Annual Shareholders' Meeting of the company. For the purpose of calculating the above time period, the day of receipt and the day of the Annual Shareholders' Meeting shall not be counted. Thus, the last permissible day of receipt is Monday, 3 June 2019, 24:00 hrs. (CEST). A counter-motion need not be made available if one of the exclusions pursuant to Sec. 126 (2) AktG 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 nominations for election made by shareholders pursuant to Sec. 127 AktG. Nominations for election 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 AktG in conjunction with Sec. 124 (3) sentence 4 AktG and Sec. 125 (1) sentence 5 AktG). Pursuant to Sec. 127 sentence 1 AktG in conjunction with Sec. 126 (2) AktG, there are further conditions under which nominations for election need not be made available via the website. Furthermore, the requirements and provisions for making motions available apply *mutatis mutandis*.

The right of each shareholder to make counter-motions and nominations for election regarding the various agenda items during the Annual Shareholders' Meeting even without prior communication to the company remains unaffected. Please note that any counter-motions or nominations for election which have been sent to the company in advance by the prescribed deadline will be considered only if they are made orally during the Annual Shareholders' Meeting.

Any shareholder motions (including statements of grounds therefor) and nominations for election pursuant to Sec. 126 (1) and Sec. 127 AktG shall 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 motions and nominations for election submitted by shareholders which are to be made available (including the shareholder's name and – in the case of motions – the statement of grounds) will be made available after their receipt on the website at **ir.knorr-bremse.com/agm.** Any comments by the management will also be made available on the above website.

#### Right to information pursuant to Sec. 131 (1) AktG

At the Annual Shareholders' Meeting, each shareholder or shareholder representative shall be informed, upon request, by the Executive Board about the company's affairs, the company's legal and business relationships with affiliated companies as well as the situation of the Group and the companies included in the consolidated financial statements, to the extent that the information is necessary for proper assessment of an agenda item. The information provided shall comply with the principles of conscientious and truthful accountability. The Executive Board can refrain from answering individual questions for the reasons set forth in Sec. 131 (3) AktG.

Pursuant to Article 22 para. 4 of the Articles of Association, the chairperson of the meeting is authorized to reasonably limit the questioning and speaking right of the shareholders. In particular, he or she is authorized, at the beginning or during the course of the Annual Shareholders' Meeting, to set a reasonable time limit for the entire meeting, for individual agenda items or for individual questions and statements.

#### **Further information**

On the company's website at **ir.knorr-bremse.com/agm** shareholders will find more information on the rights of shareholders pursuant to Sec. 122 (2), Sec. 126 (1), Sec. 127 and Sec. 131 (1) AktG.

#### 4. Information pursuant to Sec. 124a AktG

The present invitation to the Annual Shareholders' Meeting, the documents to be made available under Sec. 124a AktG as well as further information relating to the Annual Shareholders' Meeting can be accessed on the Internet at **ir.knorr-bremse.com/agm** and downloaded.

After the Annual Shareholders' Meeting, the voting results will also be published on the aforesaid website.

# 5. Broadcasting of the Annual Shareholders' Meeting; video and audio recording

The speeches of the Chairman of the Supervisory Board and of the Chairman of the Executive Board at the beginning of the Annual Shareholders' Meeting will be transmitted live on the Internet. After the Annual Shareholders' Meeting, a recording of the speeches of the Executive Board will be available at **ir.knorr-bremse.com/agm** 

#### 6. Information on data protection for shareholders

As controller, Knorr-Bremse AG, Moosacher Str. 80, 80809 Munich, processes personal data of shareholders (last name and first name, address, email address, number and class of shares, type of ownership of the shares, postal votes/instructions and admission ticket number) as well as personal data of the shareholder representatives, where applicable, in accordance with applicable data protection laws. Processing of personal data is a mandatory requirement under applicable law for participating in the Annual Shareholders' Meeting of Knorr-Bremse AG. The legal basis for the processing of personal data is point (c) of Article 6 (1) sentence 1 GDPR in conjunction with Secs. 118 et segg. AktG. Knorr-Bremse AG generally will receive the shareholders' personal data via the registration office of the credit institution that the shareholders have entrusted with the safekeeping of their shares (so-called depository bank). In some cases, Knorr-Bremse AG may receive personal data directly from shareholders. In addition, Knorr-Bremse AG makes film recordings of the Annual Shareholders' Meeting in order to be able to subsequently report internally on the Annual Shareholders' Meeting. To the extent that personal data of the shareholders and shareholder representative are processed in such recordings, the processing will be conducted on the basis of legitimate interests (point (f) of Article 6 (1) sentence 1 GDPR).

The service providers commissioned by Knorr-Bremse AG for the purpose of organizing the Annual Shareholders' Meeting will process the shareholders' personal data exclusively as instructed by Knorr-Bremse AG and only to the extent this is necessary for the performance of the services commissioned. Also, personal data of shareholders and shareholder representatives participating in the Annual Shareholders' Meeting can be viewed by other shareholders and shareholder representatives subject to the statutory requirements (in particular via the list of participants, Sec. 129 AktG). Furthermore, Knorr-Bremse AG may be obligated to transmit personal data of shareholders to further recipients such as, for instance, public authorities in order to comply with statutory reporting obligations. Knorr-Bremse AG will erase the shareholders' personal data in accordance with the statutory provisions, in particular if the personal data is no longer required for the original purpose of collection or processing, the data is no longer required in connection with administrative or court proceedings, if any, and if no statutory record retention requirements apply.

Subject to the statutory requirements, the shareholders have the right to receive information about their processed personal data and to require rectification or erasure of their personal data or the restriction of the processing. The shareholders also have the right to lodge a complaint with the supervisory authorities.

If personal data are processed on the basis of point (f) of Article 6 (1) sentence 1 GDPR, shareholders also have a right to object under the statutory requirements.

Shareholders may address their questions or comments on the processing of personal data to the data protection officer of Knorr-Bremse AG at:

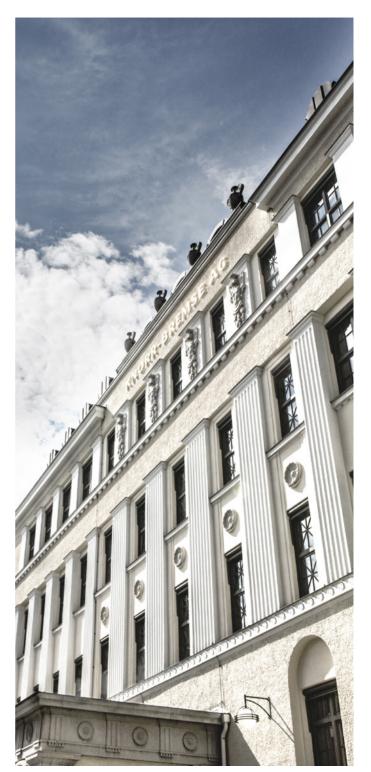
Knorr-Bremse AG Data Protection Officer (Datenschutzbeauftragte) Moosacher Str. 80 80809 Munich, Germany datenschutzbeauftragter@knorr-bremse.com

Additional information on data protection is available for shareholders on the website of Knorr-Bremse AG at

#### ir.knorr-bremse.com/agm

Munich, in May 2019

Knorr-Bremse AG The Executive Board



#### Knorr-Bremse AG

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Knorr-Bremse Group