

# 150 YEARS

People. Passion. Performance.

**Invitation to the  
Annual General Meeting  
of KSB SE & Co. KGaA**

**on 6 May 2021**

ISIN (ordinary shares): DE0006292006 (WKN: 629200)

ISIN (preference shares): DE0006292030 (WKN: 629203)



## Group Financial Highlights

### BUSINESS DEVELOPMENT AND EARNINGS

		2020	2019
Order intake	€ m	2,143.4	2,453.8
Sales revenue	€ m	2,207.9	2,383.2
Orders on hand	€ m	1,288.5	1,409.3
Earnings before finance income / expense, income tax, depreciation and amortisation (EBITDA)	€ m	170.1	195.5
Earnings before finance income / expense and income tax (EBIT)	€ m	70.2	113.6
Earnings before income tax (EBT)	€ m	61.6	103.4
Earnings after income tax	€ m	4.4	58.5
Free cash flow (cash flows from operating activities + cash flows from investing activities)	€ m	111.6	70.9

### BALANCE SHEET

		2020	2019
Balance sheet total	€ m	2,140.0	2,327.0
Capital expenditure	€ m	97.6	107.0
Depreciation and amortisation	€ m	99.9	81.9
Net financial position	€ m	304.8	246.3
Equity (incl. non-controlling interests)	€ m	703.8	862.6
Equity ratio (incl. non-controlling interests)	%	32.9	37.1

### PROFITABILITY

		2020	2019
EBT margin (sales revenue in relation to EBT)	%	2.8	4.3
EBIT margin (sales revenue in relation to EBIT)	%	3.2	4.8

### EMPLOYEES

		2020	2019
Number of employees at 31 Dec.		15,076	15,645

### SHARES

		2020	2019
Market capitalisation at 31 Dec.	€ m	441.9	536.1
Earnings per ordinary share (EPS)	€	- 5.63	24.47
Earnings per preference share (EPS)	€	- 5.37	24.73
Dividend per ordinary no-par-value share	€	4.00	8.50
Dividend per preference no-par-value share	€	4.26	8.76

KSB SE & Co. KGaA  
Frankenthal (Pfalz)

**Dear Shareholders,**

You are invited to the

**Annual General Meeting of KSB SE & Co. KGaA,  
to be held at  
10:00 on Thursday, 6 May 2021  
(CEST, corresponds to 8:00 UTC),**

at the Company's premises, Johann-Klein-Straße 9, 67227  
Frankenthal (Pfalz), as a **virtual general meeting** without the  
attendance in person of the shareholders or their proxies.

**Please note that shareholders and their proxies cannot follow  
the virtual general meeting on site at the Company's premises.**

The Annual General Meeting will be held as a virtual general meeting without the attendance in person of the shareholders or their proxies, in accordance with section 1 (2) of the Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic of 27 March 2020 (Federal Law Gazette I 2020, p. 570), last amended by the amendment act of 22 December 2020 (Federal Law Gazette I 2020, p. 3332) ("**COVID-19 Measures Act**"). For details of the rights of the shareholders and their proxies, please refer to the "Further information and notes" section, printed following the agenda after the annex to agenda item 8.

## Agenda

1. Presentation of the approved annual financial statements, the approved consolidated financial statements, the summarised management report for KSB SE & Co. KGaA and the group, the explanatory report on the information required pursuant to sections 289a, 315a German Commercial Code as well as the report of the Supervisory Board for the 2020 financial year; resolution on adopting the annual financial statements of KSB SE & Co. KGaA for the 2020 financial year

The said documents have been published on the internet at [www.ksb.com/agm](http://www.ksb.com/agm). They will also be available there over the course of the Annual General Meeting. At the Annual General Meeting, the documents specified will be explained in greater detail by the managing directors of the General Partner and – insofar as the Supervisory Board’s report is concerned – by the chair of the Supervisory Board.

The Supervisory Board has approved the annual financial statements and the consolidated annual financial statements prepared by the General Partner, KSB Management SE. Pursuant to section 286 (1) German Stock Corporation Act, the general meeting takes the resolution to adopt the annual financial statements; this resolution requires the General Partner’s consent.

In all other respects, the documents specified above must be made available to the Annual General Meeting without a further resolution being required.

The General Partner and the Supervisory Board propose that KSB SE & Co. KGaA’s annual financial statements for the 2020 financial year, showing a balance sheet profit of EUR 44,530,795.16, be adopted in the version presented.

## 2. Resolution on the appropriation of the balance sheet profit for the 2020 financial year

The General Partner and the Supervisory Board propose that the balance sheet profit for the 2020 financial year in the amount of EUR 44,530,795.16 be appropriated as follows:

Payment of a dividend of EUR 4.00 per no-par value ordinary share carrying dividend rights	EUR	3,546,460.00
Payment of a dividend of EUR 4.26 per no-par value preference share carrying dividend rights	EUR	3,683,673.12
Profit carried forward	EUR	<u>37,300,662.04</u>
Balance sheet profit	EUR	<u>44,530,795.16</u>

The proposal regarding the appropriation of the balance sheet profit is based on the no-par value shares carrying dividend rights in existence on the date on which the annual financial statements for the completed 2020 financial year were prepared by the General Partner. Should their number change before the Annual General Meeting, a suitably amended resolution proposal which contains an unchanged dividend of EUR 4.00 per no-par value ordinary share carrying dividend rights for the completed 2020 financial year and of EUR 4.26 per no-par value preference share carrying dividend rights for the completed 2020 financial year will be put to the vote at the Annual General Meeting. In such a case, the amount attributable to no-par value shares not carrying dividend rights for the 2020 financial year will be carried forward.

According to section 58(4) sentence 2 German Stock Corporation Act, the claim to the dividend is due on the third business day following the resolution by the Annual General Meeting.

### 3. Resolution on the ratification of the actions of the Supervisory Board of KSB SE & Co. KGaA for the 2020 financial year

The General Partner and the Supervisory Board propose that the actions of the members of KSB SE & Co. KGaA's Supervisory Board in office in the 2020 financial year be ratified for this period.

### 4. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the 2021 financial year

The General Partner and the Supervisory Board propose that the actions of the members of KSB SE & Co. KGaA's Supervisory Board in office in the 2020 financial year be ratified for this period.

### 5. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the 2021 financial year

The Supervisory Board proposes, based on a corresponding recommendation by its Audit Committee, that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, Mannheim office, be appointed as auditor of the annual financial statements and as auditor of the consolidated financial statements for the 2021 financial year.

The Audit Committee has declared that its recommendation is free from improper influence by third parties and no contractual clause restricting choice within the meaning of Article 16 (6) of the EU Audit Regulation was imposed on it (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

### 6. Election of Supervisory Board members

The term of office of the Supervisory Board members Prof. Dr.-Ing. Corinna Salander and Gabriele Sommer will expire upon the end of the Annual General Meeting on 6 May 2021. For this reason, two shareholder representatives need to be elected as members of the Supervisory Board.

In accordance with section 96 (1), section 101 (1) German Stock Corporation Act, section 7 (1) sentence 1, no. 1 German Act on Employee Co-Determination and section 9 (1) of the Articles of Association of KSB SE & Co. KGaA, the Supervisory Board is made up of six shareholder representatives and six employee representa-

tives. According to section 96 (2) sentence 1 German Stock Corporation Act, the Supervisory Board is also made up of at least 30% women and at least 30% men. The minimum proportion of 30% women and 30% men is to be fulfilled by the Supervisory Board overall pursuant to section 96 (2) sentence 2 German Stock Corporation Act (so-called overall fulfilment) unless the shareholder or employee representatives object to the overall fulfilment pursuant to section 96 (2) sentence 3 German Stock Corporation Act on the basis of a resolution adopted by a majority. Since neither side of the Supervisory Board objected to the overall fulfilment provided for by law, the Supervisory Board of KSB SE & Co. KGaA must currently be filled with a total of at least four women and at least four men in order to fulfil the required minimum proportion pursuant to section 96 (2) sentence 1 German Stock Corporation Act.

The Supervisory Board – based on a corresponding proposal by the nomination committee of the Supervisory Board – proposes resolving that the persons specified below be elected as members of the Supervisory Board for the period until the end of the general meeting that resolves on the ratification of the actions of the Supervisory Board for the 2025 financial year:

- Prof. Dr.-Ing. Corinna Salander, resident in Dresden, director of the German Centre for Rail Traffic Research at the Eisenbahn-Bundesamt (Federal Railway Authority) in Dresden, and
- Ms. Gabriele Sommer, resident in Wörthsee, spokeswoman of the Management Board of TÜV SÜD Management Service GmbH in Munich.

The intention is to carry out the elections to the Supervisory Board on an individual basis.

### **Information pursuant to section 125 (1), sentence 5 German Stock Corporation Act and recommendations C.13 and C.14 of the German Corporate Governance Code**

Memberships in supervisory boards required by law and comparable supervisory bodies:

- The persons nominated for election are already members of the Supervisory Board of the Company.
- Ms. Gabriele Sommer is a member of the Supervisory Board of TÜV SÜD Industrie Service GmbH, Munich, and of TÜV SÜD Auto Service GmbH, Stuttgart.

Apart from that, the persons nominated for election are not members of supervisory boards required by law or of comparable supervisory bodies.

According to the Supervisory Board's assessment, there are no personal or business relationships between the persons nominated for election as members of the Supervisory Board and the Company, the bodies of KSB SE & Co. KGaA or the shareholders with a significant stake in KSB SE & Co. KGaA that go beyond their existing membership in the Supervisory Board of the Company, the disclosure of which relationships is recommended by recommendation C.13 of the German Corporate Governance Code.

CVs of Prof. Dr.-Ing. Corinna Salander and of Ms Gabriele Sommer are printed following the agenda and published on the internet at [www.ksb.com/agm](http://www.ksb.com/agm).

## 7. Resolution on adapting the Articles of Association to the German Act Implementing the Second Shareholder Rights Directive

Due to the German Act Implementing the Second Shareholder Rights Directive (ARUG II), some statutory provisions on the formalities in connection with the general meeting have been adapted with effect as of 3 September 2020. These adaptations are to be incorporated accordingly into the wording of the Articles of Association of KSB SE & Co. KGaA. They are merely editorial clarifications:

- For purposes of clarification in this regard, the provision in section 16 (2) of the Articles of Association, pursuant to which the registration for the general meeting shall require the text form, shall be supplemented to stipulate that a registration transmitted within the framework of electronic communication via the chain of intermediaries in accordance with the new requirements of the German Stock Corporation Act will be sufficient.
- The provision in section 16 (3) of the Articles of Association on the certificate of share ownership to be provided to the Company of the shareholders' shareholding shall be adapted to comport with the amended formulation in the statute. Thus, the provision of evidence within the framework of electronic communication via the chain of intermediaries will be sufficient if it meets certain formal requirements.

Against this background, the General Partner and the Supervisory Board propose the adoption of the following resolutions:

- a) Section 16 (2) of the Articles of Association shall be reworded as set out below:

*“The registration shall reach the Company no later than six days before the general meeting either in text form at the address specified for this purpose in the notice of the general meeting or by transmission through intermediaries subject to the requirements set out in section 67c (3) AktG in conjunction with Article 6 Implementing Regulation (EU) 2018/1212. A shorter time limit to be expressed in days may be stipulated in the notice of the general meeting.”*

- b) Section 16 (3) of the Articles of Association shall be reworded as set out below:

*“A certificate of share ownership issued by the depository bank in text form in German, or evidence pursuant to sections 123 (4) sentence 1, 67c (3) AktG in conjunction with Article 5 Implementing Regulation (EU) 2018/1212 shall be sufficient to furnish proof of entitlement to attend the general meeting and exercise voting rights – if and to the extent that such rights are accorded to the shareholders under these Articles of Association and the relevant statutory provisions. The certificate of share ownership shall relate to the beginning of the 21st day before the general meeting and shall reach the Company no later than six days before the general meeting, either in text form at the address specified for this purpose in the notice of general meeting, or by transmission through intermediaries subject to the requirements set out in section 67c (3) AktG in conjunction with Article 5 Implementing Regulation (EU) 2018/1212. A shorter time limit to be expressed in days may be stipulated in the notice of the general meeting.”*

## 8. Resolution on the remuneration of the Supervisory Board members

Pursuant to section 113 (3) German Stock Corporation Act in the version as amended by the ARUG II, the general meeting of a listed company must adopt a resolution on the remuneration and the remuneration system for the members of the Supervisory Board at least every four years.

The remuneration of the members of the Supervisory Board is laid down in section 14 of the Articles of Association of KSB SE & Co. KGaA and supplemented by a resolution of the Annual General Meeting of KSB SE & Co. KGaA (at the time: KSB Aktiengesellschaft) of 16 May 2012, under agenda item 7 of that meeting. Section 14 of the Articles of Association of KSB SE & Co. KGaA reads as follows:

**“Section 14**

- (1) The members of the Supervisory Board shall receive a fixed remuneration of EUR 30,000.00 for the financial year. The Chair shall receive double the amount, the Deputy Chair one and a half times the amount. In addition, the members of the Supervisory Board shall receive an attendance fee of EUR 2,000.00 per meeting of the Supervisory Board and its committees they attend; the attendance fee for persons chairing committee meetings shall be EUR 3,000.00 for each committee meeting. Furthermore, the members of the Supervisory Board shall be covered by directors' and officers' (D&O) insurance taken out by the Company at usual market conditions in favour of the members of the Supervisory Board if and to the extent that such insurance policy is in place; any premiums shall be paid by the Company. Any additional remuneration is reserved for determination by the Annual General Meeting.*
- (2) The members of the Supervisory Board shall be reimbursed for their expenses including the input tax deductible turnover tax applicable to the Supervisory Board's remuneration. Members of the Supervisory Board who only served on the Supervisory Board for part of the financial year shall be remunerated on a pro rata temporis basis.”*

The resolution of the Annual General Meeting of 16 May 2012 under agenda item 7 at that meeting reads as follows:

*“The members of the Supervisory Board receive as additional remuneration pursuant to section 14 (1) sentence 6 of the Articles of Association remuneration for activities which demand of them a particular time commitment within the scope of the tasks of the Supervisory Board which goes beyond the preparation and conduct of the meetings of the Supervisory Board and its committees. (The time needed for preparation and conduct of the meetings of the Supervisory Board and its committees will be set at a flat rate of five hours per meeting for each participating member of the Supervisory Board, in the case of the respective Chairs of the meeting at ten hours per meeting, and in the case of plenary sessions of the Supervisory Board at seven and a half hours per meeting for the Deputy Chair of the Supervisory Board.) For each additional working hour, the respective Supervisory Board member will receive a sum of EUR 250.00 against presentation of a corresponding timesheet. The maximum amount of the additional remuneration for all Supervisory Board members is EUR 900,000.00 in*

*total per calendar year. Should the additional remuneration for the total proven working hours per year of the members of the Supervisory Board arithmetically exceed the annual maximum amount, the claims of the individual Supervisory Board members will be reduced proportionately. This rule will become applicable for the first time on 1 June 2012; for the period from 1 June 2012 to 31 December 2012, the maximum amount will be EUR 525,000.00.”*

Following a thorough examination, the General Partner and the Supervisory Board have come to the conclusion that the remuneration rules for the members of the Supervisory Board serve the interests of KSB SE & Co. KGaA and are appropriate.

The General Partner and the Supervisory Board therefore propose to the Annual General Meeting to confirm the existing remuneration rules for the members of the Supervisory Board in section 14 of the Articles of Association, supplemented by the resolution of the Annual General Meeting of 16 May 2012 under agenda item 7 at that meeting, and to resolve the remuneration system for the Supervisory Board members which is printed as an annex to this agenda item 8 following the agenda.

## **Further information about the candidates nominated for election as members of the Supervisory Board in agenda item 6**

### **Prof. Dr.-Ing. Corinna Salander, Dresden**

Member of the Supervisory Board of KSB SE & Co. KGaA since 26 February 2018

#### **Personal data:**

Year of birth: 1967

Nationality: German

#### **Current professional activity:**

Director of the German Centre for Rail Traffic Research at the Eisenbahn-Bundesamt (Federal Railway Authority) in Dresden (since 2020)

#### **Career history:**

- 2014 – 2019 Head of Railway Vehicle Technology at the Institute of Machine Components of the University of Stuttgart
- 2011 – 2014 Bombardier Transportation GmbH, last position: Head of the "Authorisation Management and Product Safety" Centre of Competence
- 2009 – 2011 Deutsche Bahn AG, Project management of "Safety Certification"
- 2005 – 2009 European Railway Agency (now: European Union Agency for Railways), Head of "Safety Certification"
- 1999 – 2005 Deutsche Bahn AG, last position: Coordinator in the VS department – Safety System Bahn

#### **Education / Training:**

- 1997 – 1999 Doctorate at the Institute of Electrical Power Engineering and Energy Systems of the Clausthal University of Technology
- 1987 – 1993 Degree in physics, Christian-Albrechts-Universität (Kiel University)

#### **Relevant knowledge, skills and professional expertise:**

Expertise in technology issues, including regulatory aspects; experience in customer industries, especially transport and rail traffic

### Other positions on statutory supervisory boards and comparable supervisory bodies:

No further mandates.

### Other material activities:

No further relevant activities.

### **Gabriele Sommer, Wörthsee**

Member of the Supervisory Board of KSB SE & Co. KGaA since 1 January 2016

### Personal data:

Year of birth: 1964

Nationality: German

### Current professional activity:

Spokeswoman of the Management Board of TÜV SÜD Management Service GmbH in Munich (since 2021)

### Career history:

- 2011 – 2020 Head of Human Resources of TÜV SÜD AG
- 1997 – 2011 Various positions at subsidiaries of TÜV SÜD AG, inter alia as Managing Director
- 1995 – 1997 Managing director of TÜV Bayern Brasil Ltda.
- 1990 – 1995 Various positions at TÜV Bayern Hessen Sachsen e.V. and TÜV Umwelttechnik
- 1986 – 1990 Employment, inter alia, in laboratory and geotechnical companies

### Education / Training:

- 1984 – 1990 Degree in geology (Diplomgeologin), Munich Technical University

### Relevant knowledge, skills and professional expertise:

Strategy development, expertise in human resources, management

### Other positions on statutory supervisory boards and comparable supervisory bodies:

- Since 2016 Member of the Supervisory Board of TÜV SÜD Auto Service GmbH in Stuttgart

Since 2013                      Member of the Supervisory Board of TÜV SÜD  
Industrie Service GmbH in Munich

**Other material activities:**

Since 2015                      Member of the Accreditation Advisory Board of  
the Federal Ministry for Economic Affairs and  
Energy in Berlin

## **Annex to agenda item 8 – Remuneration system for the Supervisory Board members**

### **I. Contribution of the remuneration to the promotion of the business strategy and the long-term development of KSB SE & Co. KGaA**

The Supervisory Board remuneration takes into account, both in terms of structure and amount, the requirements of the office of a member of the Supervisory Board of KSB SE & Co. KGaA, in particular the time involved as well as the responsibility associated with it. The amount of the remuneration – also in comparison to the remuneration of the members of the Supervisory Boards of comparable listed companies in Germany – is commensurate with the tasks of the members of the Supervisory Board and the situation of KSB SE & Co. KGaA. The remuneration makes it possible to recruit suitable and qualified candidates for the office of Supervisory Board member. As such, the Supervisory Board remuneration contributes to the Supervisory Board as a whole being able to properly and competently perform its duties of monitoring and advising the General Partner. Together with the General Partner, the Supervisory Board thereby promotes the business strategy as well as the long-term development of KSB SE & Co. KGaA SE.

### **II. Remuneration components**

The fixed remuneration of the Supervisory Board members is EUR 60,000 for the Chair of the Supervisory Board, EUR 45,000 for the Deputy Chair of the Supervisory Board and EUR 30,000 for every other member of the Supervisory Board. Members of the Supervisory Board who only served on the Supervisory Board for part of the financial year are remunerated on a pro rata temporis basis.

In addition, the members of the Supervisory Board receive an attendance fee of EUR 2,000 per meeting of the Supervisory Board and its committees they attend; the attendance fee for persons chairing committee meetings is EUR 3,000 for each committee meeting. In addition, the members of the Supervisory Board are covered by directors' and officers' (D&O) insurance taken out by the Company if and to the extent that such insurance policy is in place. KSB SE & Co. KGaA will reimburse any VAT payable on the remuneration.

Additionally, the members of the Supervisory Board receive remuneration for activities which demand of them a particular time commitment within the scope of the tasks of the Supervisory

Board which goes beyond the preparation and conduct of the meetings of the Supervisory Board and its committees. The time needed for preparation and conduct of the meetings of the Supervisory Board and its committees will be set at a flat rate of five hours per meeting for each participating member of the Supervisory Board, in the case of the respective Chairs of the meeting at ten hours per meeting, in the case of plenary sessions of the Supervisory Board at seven and a half hours per meeting for the Deputy Chair of the Supervisory Board. For each additional working hour, the respective Supervisory Board member will receive EUR 250 against presentation of a corresponding time-sheet. The maximum amount of the additional remuneration for all Supervisory Board members is EUR 900,000 per year in total. Should the additional remuneration for the total proven working hours per year of the members of the Supervisory Board arithmetically exceed the annual maximum amount, the claims of the individual Supervisory Board members will be reduced proportionately.

### **III. Procedures for determining, implementing and reviewing the remuneration system**

The general meeting determines the Supervisory Board remuneration on a recommendation of the General Partner and of the Supervisory Board in the Articles of Association and/or by resolution. The current Supervisory Board remuneration is laid down in section 14 of the Articles of Association of KSB SE & Co. KGaA and, in addition, by the resolution of the Annual General Meeting of 16 May 2012 on agenda item 7.

Pursuant to section 113 (3) German Stock Corporation Act in the version based on the ARUG II, the general meeting resolves on the Supervisory Board remuneration at least every four years. In this regard, a resolution that confirms the existing remuneration is also permissible. In preparation for the resolution of the general meeting, the General Partner and the Supervisory Board each review whether the Supervisory Board remuneration, in particular in terms of amount and structure, continues to be in the interest of KSB SE & Co. KGaA and is appropriate. If necessary, the General Partner and the Supervisory Board will propose an appropriate adjustment of the remuneration to the general meeting.

## Further information and notes

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

As at the date of the invitation to the Annual General Meeting, the share capital of the Company amounts to EUR 44,771,963.82 and is divided into 886,615 no-par value ordinary shares and 864,712 no-par value preference shares. In the Annual General Meeting, each no-par value ordinary share confers one vote, so the total number of voting rights is 886,615. The no-par value preference shares do not confer any voting rights in the Annual General Meeting. As at the date of the invitation, the Company does not hold shares of its own.

### II. Conditions for shareholders' rights and options to be exercised in connection with the virtual Annual General Meeting, in particular voting rights

With the Supervisory Board's approval, the General Partner has decided to hold the Annual General Meeting as a virtual general meeting without attendance in person of the shareholders or their proxies, pursuant to section 1 (2) COVID-19 Measures Act.

#### 1. Registration for the virtual Annual General Meeting and evidence of eligibility

Pursuant to section 16 (1), (2) of the Articles of Association, only those shareholders who have registered – in person or through proxies – with the Company in a timely manner prior to the Annual General Meeting are entitled to exercise rights and options in connection with the virtual Annual General Meeting and, in particular to exercise their voting rights – if and to the extent such rights are accorded to shareholders under the Articles of Association or the statutory provisions.

Shareholders must provide evidence of their right to exercise rights and options in connection with the virtual Annual General Meeting, in particular to exercise their voting rights – if and to the extent such rights are accorded to shareholders under the Articles of Association or the statutory provisions (section 16 (1), (3) of the Articles of Association). A certificate of share ownership issued in text form and in German by the depository bank or evidence pursuant to section 67c (3) German Stock Corporation Act (in each case "evidence of eligibility") will be sufficient for this purpose. This evidence of eligibility must relate to the beginning of the twenty-first day (local time at the Company's registered office)

prior to the Annual General Meeting, i.e. to **0:00 on 15 April 2021** (CEST) ("record date").

Only persons who have furnished evidence of eligibility will be deemed to be shareholders of the Company for the purpose of exercising the rights and options in connection with the virtual Annual General Meeting, in particular voting rights. This means that shareholders who have only acquired their shares after the record date will not be able to exercise rights and options in connection with the virtual Annual General Meeting. The record date does not have any consequences for the saleability of the shares. Shareholders who have sold their shares after the record date will therefore – provided that they have registered in good time and have submitted evidence of eligibility – nevertheless be eligible to exercise rights and options in connection with the virtual Annual General Meeting, and in particular to exercise their voting rights – if and to the extent such rights are accorded to them under the Articles of Association or the statutory provisions. The record date is irrelevant as far as entitlement to dividends is concerned.

The notice of registration and evidence of eligibility must be received by the Company by no later than **24:00 on 29 April 2021** (CEST) either in text form

- at the address

KSB SE & Co. KGaA  
c/o Computershare Operations Center  
80249 München

or

- at the following fax number

+49 (0) 89 30903 74675

or

- at the following e-mail address

[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

or by transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act. Please note that there may currently be unforeseen delays with the transmission of information through intermediaries, since not all intermediaries have as yet provided guarantees regarding the electronic systems and precautions required for this.

In particular due to the current circumstances in connection with the coronavirus pandemic, postal deliveries may be delayed. We recommend registering and submitting evidence of eligibility by fax or e-mail.

Upon timely receipt of registration and evidence of eligibility by the Company, shareholders and/or their proxies will be sent a confirmation of registration for the virtual Annual General Meeting. The confirmations of registration contain the individual access data for the Company's InvestorPortal on the internet. Via the Company's InvestorPortal on the internet, shareholders and their proxies can follow the video and audio stream of the Annual General Meeting (see "Broadcast of the Annual General Meeting on the Internet" below) and – if and to the extent voting rights are accorded to shareholders under the Articles of Association or the statutory provisions – cast their votes by postal vote (see "Procedure for voting by postal vote" below) or by Company proxy appointed by the Company (see "Procedure for voting by Company proxy" below). Shareholders or their proxies also have the right to submit questions via the Company's InvestorPortal on the internet before the virtual Annual General Meeting (see "Right to submit questions" below) and the option to object to resolutions of the virtual Annual General Meeting (see "Option to object" below).

## 2. Notes on postal votes

Shareholders may cast their votes in connection with the virtual Annual General Meeting by postal vote themselves. To do so, shareholders must also register in good time and evidence of eligibility must be received by the Company in good time in the manner described above.

For further details on voting by postal vote, please see the section "Procedure for voting by postal vote".

## 3. Notes on casting votes by proxy

In addition to voting in connection with the virtual Annual General Meeting by postal vote themselves, shareholders may also vote by proxy, which can, for example, be a credit institution, a shareholders' association or other representatives such as, for example, so-called Company proxies appointed by the Company. If shareholders wish to vote by proxy, they nevertheless still have to register in good time and evidence of eligibility must be received by the Company in good time in the manner described above.

For further details on voting by proxy, please see the sections "Procedure for voting by proxy" and "Procedure for voting by Company proxy".

### III. Broadcast of the virtual Annual General Meeting on the Internet

Shareholders or their proxies who register for the Annual General Meeting on time and submit evidence of eligibility to the Company in good time can, after entering their access data, follow the entire virtual Annual General Meeting in video and audio via the Company's InvestorPortal on the internet. The Company's InvestorPortal can be accessed on its website [www.ksb.com/agm](http://www.ksb.com/agm). The confirmations of registration contain the individual access data for the Company's InvestorPortal.

### IV. Procedure for casting votes

Once shareholders have duly and properly registered and supplied their evidence of eligibility, they may cast their votes themselves by postal vote. They may however also cast their votes by proxy, in particular by Company proxies appointed by the Company.

#### 1. Procedure for voting by postal vote

Postal voting is available for all of the resolutions to be adopted in the Annual General Meeting and can be cast either (i) by post, fax, or email, (ii) via the Company's InvestorPortal on the internet or (iii) by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act. The Company's InvestorPortal can be accessed on the website [www.ksb.com/agm](http://www.ksb.com/agm).

a) For postal votes **by post, fax, or e-mail**, please use the postal vote form on the confirmation of registration. Postal votes cast by post, fax, or e-mail must be received by the Company by no later than **18:00 on 5 May 2021 (CEST)**

- at the address

KSB SE & Co. KGaA  
c/o Computershare Operations Center  
80249 München

or

- at the following fax number

+49 (0) 89 30903 74675

or

- at the following e-mail address

anmeldestelle@computershare.de

This also applies to changes or withdrawals of postal votes cast by post, fax, or e-mail.

- b) Postal voting can be performed **via the Company's Investor-Portal on the internet up to the start of vote counting** at the virtual Annual General Meeting using the procedure specified by the Company. The Company's InvestorPortal can be accessed on the website [www.ksb.com/agm](http://www.ksb.com/agm). The confirmations of registration contain the individual access data necessary for this purpose.
- c) Subject to the requirements set out in section 67c German Stock Corporation Act, postal votes may also be transmitted to the Company through intermediaries by **18:00 on 5 May 2021 (CEST)**. The time at which the postal vote is received by the Company will be decisive. This also applies to changes to or withdrawals of postal votes cast by way of transmission through intermediaries. Please note that there may currently be unforeseen delays with the transmission of information through intermediaries, since not all intermediaries have as yet provided guarantees regarding the electronic systems and precautions required for this.
- d) Postal votes already cast can be changed or withdrawn up to the start of vote counting at the virtual Annual General Meeting via the Company's InvestorPortal on the Internet using the access data specified. This also applies to postal votes cast on time by post, fax, e-mail or, subject to the requirements set out in section 67c German Stock Corporation Act, by way of transmission through intermediaries.
- e) If declarations on the casting, changing or withdrawal of postal votes are received by the Company via more than one of the possible channels (i) post, (ii) fax, (iii) e-mail, (iv) the Company's InvestorPortal on the internet, and (v) – subject to the requirements set out in section 67c German Stock Corporation Act – intermediaries, the declaration received most recently and on time will be binding.
- f) Postal votes cast in respect of agenda item 2 in this invitation will also apply should the proposed resolution on the appropriation of the profit be amended on account of a change in the number of shares carrying dividend rights.

- g) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the postal votes cast in respect of this agenda item will apply analogously to each point of the separate vote.
- h) Casting votes by post does not preclude voting by proxy (see "Procedure for voting by proxy" below). Votes cast by proxy, including a Company proxy appointed by the Company, will be considered to revoke postal votes already cast.
- i) Intermediaries within the meaning of section 135 (1) German Stock Corporation Act and other persons or institutions (such as a shareholders' association) treated as equivalent to intermediaries pursuant to section 135 (8) German Stock Corporation Act may also cast votes by postal vote, provided they comply with the aforementioned time periods. The Company will provide them with a means to authorize and instruct the Company proxies electronically or the corresponding forms upon request.

## 2. Procedure for voting by proxy

Shareholders who do not wish to exercise their voting rights by postal vote, but rather by proxy, must grant such proxy a due and proper proxy authorization before the vote. The following should be noted in this regard:

- a) If neither an intermediary within the meaning of section 135 (1) German Stock Corporation Act nor another person or institution (such as a shareholders' association) treated as equivalent to an intermediary pursuant to section 135 (8) German Stock Corporation Act has been authorized, the proxy authorization must be issued either
  - aa) to the Company
    - in text form at the address  
KSB SE & Co. KGaA  
c/o Computershare Operations Center  
80249 München
    - or
    - in text form at the telefax number  
+49 (0) 89 30903 74675
    - or
    - in text form at the e-mail address  
anmeldestelle@computershare.de

or

- by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act

or

bb) directly in text form to the proxy (in such a case, evidence of the proxy authorization must be submitted to the Company in text form or by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act).

The same applies to the withdrawal of proxy authorization.

Shareholders and their proxies may submit evidence of the authorisation or revocation thereof in text form to the Company at one of the addresses stated above under aa) for issuing proxy authorisations or, subject to the requirements set out in section 67c German Stock Corporation Act, through intermediaries. Proxies can exercise rights and options of shareholders via the InvestorPortal using the access data of the shareholder they represent.

- b) The statutory provisions, in particular section 135 German Stock Corporation Act, apply to proxy authorizations granted to intermediaries within the meaning of section 135 (1) German Stock Corporation Act or other persons or institutions (such as shareholders' associations) treated as equivalent to intermediaries pursuant to section 135 (8) German Stock Corporation Act as well as to the revocation and the evidence of such proxy authorizations. Shareholders must also observe any rules laid down by the respective proxies in this regard.
- c) If a shareholder authorizes more than one person, the Company is entitled to reject one or more of them pursuant to section 134 (3), sentence 2 German Stock Corporation Act.
- d) Please refer your proxies to the information on data protection which is set out in section VII below.

### 3. Procedure for voting by Company proxy

Shareholders who are entitled to a voting right under the Articles of Association or the statutory provisions may also cast their votes by Company proxies appointed by the Company. The following should be noted in this regard:

- a) Company proxies may only vote in respect of agenda items for which they have received express instructions on how to exercise the voting right. Company proxies are obliged to vote according to the instructions given to them.
- b) Please note that Company proxies (i) cannot accept any requests to lodge objections to general meeting resolutions or to ask questions or submit motions and that they (ii) are only available to vote on such motions and candidate nominations in respect of which resolution proposals by the General Partner and/or the Supervisory Board pursuant to sections 283 no. 6, 124 (3) German Stock Corporation Act or by shareholders pursuant to sections 124 (1), 122 (2) sentence 2 German Stock Corporation Act have been published in this invitation or subsequently or have been made available pursuant to sections 126, 127 German Stock Corporation Act.
- c) Proxy authorisations and instructions to Company proxies may be issued, amended or revoked in text form, using one of the addresses listed in section IV.1.a, for casting votes **by post, fax or e-mail by 18:00 hrs (CEST) on 5 May 2021**. In all these cases, the time at which the proxy authorization or instruction, amendment or withdrawal is received by the Company will be decisive.
- d) Proxy authorisations and instructions to Company proxies can be issued **via the Company's InvestorPortal on the internet** pursuant to the procedure determined by the Company **up to and no later than the time at which votes begin to be counted** at the virtual Annual General Meeting. The Company's InvestorPortal can be accessed on the website [www.ksb.com/agm](http://www.ksb.com/agm). The confirmations of registration contain the individual access data necessary for this purpose.
- e) Subject to the requirements set out in section 67c German Stock Corporation Act, authorizations and instructions to Company proxies may also be issued, amended or withdrawn by way of transmission through intermediaries by **18:00 on 5 May 2021 (CEST)**. The time at which the proxy authorization or instruction, amendment or withdrawal is received by the Company will be decisive. Please note that there may currently be unforeseen delays with the transmission of information through intermediaries, since not all intermediaries have as yet provided guarantees regarding the electronic systems and precautions required for this.

- f) Authorizations and instructions already issued to Company proxies can be changed or withdrawn up to the start of vote counting at the virtual Annual General Meeting in the Company's InvestorPortal on the internet using the aforementioned access data. This also applies to authorizations and instructions issued on time to Company proxies by post, fax, e-mail or, subject to the requirements set out in section 67c German Stock Corporation Act, by way of transmission through intermediaries.
- g) If declarations on the issuing, amendment or revocation of proxy authorizations and instructions to Company proxies are received by the Company via more than one of the possible channels (i) post, (ii) fax, (iii) e-mail, (iv) the Company's InvestorPortal on the internet and (v) – subject to the requirements set out in section 67c German Stock Corporation Act – intermediaries, the declaration received most recently and on time will be binding.
- h) Instructions to Company proxies in respect of agenda item 2 in this invitation will also apply should the proposed resolution on the appropriation of the balance sheet profit be amended on account of a change in the number of shares carrying dividend rights.
- i) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the instruction given in respect of this agenda item will apply analogously to each point of the separate vote.
- j) Authorization of the Company proxies appointed by the Company will not preclude voting by postal vote. Votes cast by postal vote will be considered to withdraw prior proxy authorizations and instructions to Company proxies appointed by the Company.
- k) Intermediaries within the meaning of section 135 (1) German Stock Corporation Act or other persons and institutions (such as a shareholders' association) treated as equivalent to intermediaries pursuant to section 135 (8) German Stock Corporation Act with proxy authorizations may also avail themselves of Company proxies appointed by the Company, provided they comply with the aforementioned time periods. The Company will provide them with a means to authorize and instruct the Company proxies electronically or the corresponding forms upon request.

#### 4. Forms for proxy authorizations

Shareholders may use the form that they receive together with the registration documents or confirmation of registration to register, issue proxy authorisations or cast postal votes, or they may use any method described above in sections II.1, IV.1, IV.2 and IV.3 that meets the formal requirements. A proxy authorisation form is also available on the Company's website at [www.ksb.com/agm](http://www.ksb.com/agm).

If you wish to authorize an intermediary within the meaning of section 135 (1) German Stock Corporation Act, or another person or institution (such as a shareholders' association) treated as equivalent to an intermediary pursuant to section 135 (8) German Stock Corporation Act, please discuss the form in which the proxy authorization is to be issued with such person or institution.

#### V. Shareholders' rights and options

In the run-up to and during the virtual Annual General Meeting the shareholders will, inter alia, have the following rights and options. For further details, please see the Company's website at [www.ksb.com/agm](http://www.ksb.com/agm).

##### 1. Additions to the agenda

Shareholders whose shares together represent an amount of the share capital equal to EUR 500,000.00 (this corresponds to 19,559 shares) may, pursuant to section 122 (2) German Stock Corporation Act, request that items be put on the agenda and published. Each new item must be accompanied by the grounds for this or a draft resolution. The request must be submitted to the Company in writing. Please send a respective request to the following address:

KSB SE & Co. KGaA  
FCF / Investor Relations  
Johann-Klein-Straße 9  
67227 Frankenthal (Pfalz)

It must be received by the Company at least 30 days prior to the meeting, i.e. by no later than **24:00 on 5 April 2021** (CEST). The shareholders in question must, pursuant to section 122 (2), (1) sentence 3 German Stock Corporation Act, prove that they have owned the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the General Partner decides on the application.

Additional agenda items that must be published will be published in the Federal Gazette without undue delay on receipt of the

request and, pursuant to section 121 (4a) German Stock Corporation Act, be forwarded for publication to such media capable of distributing the information throughout the entire European Union. They will also be made available on the Company's website at [www.ksb.com/agm](http://www.ksb.com/agm) and notified to the shareholders.

## 2. Counter-motions; voting proposals

Each shareholder is entitled pursuant to section 126 (1) German Stock Corporation Act to submit counter-motions to proposed resolutions in respect of individual agenda items. If the counter-motions are to be made available by the Company, they must be submitted at least 14 days prior to the Annual General Meeting, i.e. by no later than **24:00 on 21 April 2021 (CEST)**,

- at the address

KSB SE & Co. KGaA  
FCF / Investor Relations  
Johann-Klein-Straße 9  
67227 Frankenthal (Pfalz)

or

- via the fax number

+49 (0) 6233 86 3454

or

- via the e-mail address

[investor-relations@ksb.com](mailto:investor-relations@ksb.com)

or

- by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act

Otherwise addressed counter-motions need not be made available.

In all cases in which a counter-motion has been submitted, the time at which the counter-motion is received by the Company will be decisive.

Shareholders' counter-motions that are to be made available will be made available together with the shareholders' names and, if applicable, the grounds for the counter-motions as well as any

statements by the General Partner and the Supervisory Board in this regard on the Company's website at [www.ksb.com/agm](http://www.ksb.com/agm).

The Company may decide not to make a counter-motion and possible grounds for it available if the requirements set out in section 126 (2) German Stock Corporation Act are met. The grounds on which the Company may do so are listed on its website at [www.ksb.com/agm](http://www.ksb.com/agm).

These provisions apply, pursuant to section 127 German Stock Corporation Act, analogously to a shareholder's nomination for the election of a member of the Supervisory Board or the auditors of the annual financial statements. In addition to the grounds listed in section 126 (2) German Stock Corporation Act, the General Partner does not need to make a candidate nomination available if, inter alia, the nomination does not include the name, occupation and place of residence of the candidate. Nor does the Company have to make nominations for the election of members of the Supervisory Board available if the nomination does not include information on any positions held by the proposed candidate in other supervisory boards required by law within the meaning of section 125 (1) sentence 5 German Stock Corporation Act.

Motions or candidate nominations by shareholders that are to be made available pursuant to section 126 or section 127 German Stock Corporation Act will be deemed to have been made in the Annual General Meeting if the shareholder making the motion or submitting the candidate nomination is duly authorized and has registered for the Annual General Meeting.

### 3. Right to submit questions

Shareholders or their proxies, with the exception of Company proxies appointed by the Company, have the right under section 1 (2) no. 3 COVID-19 Measures Act to submit questions by way of electronic communication. The right to submit questions exists only for shareholders who register for the Annual General Meeting on time and have submitted evidence of eligibility to the Company on time, and their proxies.

Questions may only be submitted via the Company's InvestorPortal on the internet by no later than **4 May 2021, 24:00 hrs. (CEST)**. The Company's InvestorPortal can be accessed on the website [www.ksb.com/agm](http://www.ksb.com/agm). The confirmations of registration contain the individual access data necessary for this purpose. Please note that the names of shareholders and proxies who submit questions may be specified when questions are answered at the virtual Annual

General Meeting unless they have expressly objected to being named.

#### 4. Option to object

Pursuant to section 1 (2), no. 4 COVID-19 Measures Act, shareholders may during the course of the virtual Annual General Meeting object – either in person or via their proxies – to resolutions of the Annual General Meeting via the Company's InvestorPortal on the internet without having to be physically present at the Annual General Meeting. The Company's InvestorPortal can be accessed on the website [www.ksb.com/agm](http://www.ksb.com/agm). The confirmations of registration contain the individual access data necessary for this purpose. The option to object exists only for shareholders who register for the virtual Annual General Meeting on time and have submitted evidence of eligibility to the Company on time, and their proxies.

#### VI. Information and documents on the virtual Annual General Meeting; website

This invitation to the virtual Annual General Meeting, the documents to be made available to the Annual General Meeting, including the information required pursuant to section 124a German Stock Corporation Act, any shareholders' motions as well as additional notes on shareholders' rights and options will be available on the Company's website ([www.ksb.com/agm](http://www.ksb.com/agm)) from the day on which the Annual General Meeting is convened. All documents that must be made available to the general meeting by law will also be available there during the Annual General Meeting.

#### VII. Information on data protection

In connection with the Annual General Meeting, KSB SE & Co. KGaA processes, as controller within the meaning of data protection law, personal data (name, address, if applicable, e-mail address, number of shares, type of share ownership, number of confirmation of registration, voting behaviour, motions) of shareholders and their proxies on the basis of applicable data protection law in order to prepare for, conduct and document the Annual General Meeting in the form stipulated by law.

The processing of personal data is absolutely necessary for the preparation and the conduct of the Annual General Meeting. The legal basis for the processing of such data is Article 6 (1) (c) General Data Protection Regulation (GDPR) and section 67e (1) German Stock Corporation Act.

The service providers commissioned to host the Annual General Meeting only receive personal data from KSB SE & Co. KGaA that are required for the performance of the commissioned service. The service providers process the data on the basis of a contract with KSB SE & Co. KGaA and exclusively in accordance with the instructions of KSB SE & Co. KGaA. Otherwise, personal data are provided to the shareholders and shareholder representatives in connection with the Annual General Meeting within the scope of the statutory provisions. The names of shareholders and proxies who submit questions may be specified when questions are answered at the virtual Annual General Meeting unless they have expressly objected to being named. This data processing may be necessary to safeguard the legitimate interests of the other shareholders to learn the name of a party asking a question and better assess that question. The legal basis for this data processing is Article 6 (1) lit. f) GDPR and section 67e (1) German Stock Corporation Act.

The Company retains the personal data in connection with the Annual General Meeting in accordance with the statutory duties. The data are regularly erased after three years if the data are no longer needed for possible disputes over the adoption or validity of resolutions of the Annual General Meeting. Should the Company become aware that a shareholder is no longer a shareholder of the Company, his personal data will generally be retained for no more than twelve months after this becomes known to the Company if the data are no longer needed for possible disputes over the adoption or validity of resolutions of the Annual General Meeting.

Under the statutory requirements, the shareholders and proxies have at all times an access, rectification, restriction, objection and erasure right in relation to the processing of their personal data as well as a right to data portability pursuant to chapter III of the GDPR and section 67e (4) German Stock Corporation Act. The shareholders and proxies may assert these rights vis-à-vis the Company, free of charge, using the following contact information:

- KSB SE & CO. KGaA  
Johann-Klein-Straße 9  
67227 Frankenthal (Pfalz)
- or
- via the telephone number  
+49 (0) 6233 860
- or

- via the e-mail address  
info@ksb.com.

Shareholders and proxies can also reach the Company's data protection officer using this contact information. In addition, the shareholders and proxies also have a right to lodge a complaint with the data protection supervisory authorities pursuant to article 77 GDPR.

Frankenthal (Pfalz), in March 2021

KSB SE & Co. KGaA

KSB Management SE as General Partner

Find all the facts and figures on the 2020 financial year in the KSB Group's Annual Report.

A print version of the KSB Group's Annual Report is additionally available in German. We also publish German and English versions online in PDF format at <https://annualreport2020.ksb.com>.



Contact

Tel. +49 6233 86-2615

E-mail: [investor-relations@ksb.com](mailto:investor-relations@ksb.com)



**KSB SE & Co. KGaA**  
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