

**90<sup>th</sup> Koenig & Bauer Aktiengesellschaft Annual General Meeting  
at 11am on Thursday, 21 May 2015,  
at the Vogel Convention Center, Würzburg**

**Explanatory note on agenda item 1 pursuant to section 124a sentence 1 No. 2 of the  
German Stock Corporation Act (AktG)**

Agenda item 1 provides for the presentation of the adopted annual financial statements and of the management report (including the explanatory report regarding the information pursuant to section 289 paragraph 4 of the German Commercial Code (HGB) and pursuant to section 289 paragraph 5 of the German Commercial Code) for Koenig & Bauer Aktiengesellschaft for the 2014 business year, of the approved consolidated financial statements pursuant to IFRS and of the Group management report (including the explanatory report regarding the information pursuant to section 315 paragraph 4 of the German Commercial Code) of the Koenig & Bauer Group for the 2014 business year as well as the Supervisory Board report.

A resolution on this agenda item is not intended for for the following reasons: The Supervisory Board approved the annual financial statements prepared by the Management Board pursuant to section 172 sentence 1 1<sup>st</sup> half-sentence of the German Stock Corporation Act in the board meeting on 19 March 2015. The annual financial statements are thereby adopted. In addition, the Supervisory Board approved the consolidated financial statements. The Supervisory Board and Management Board did not make use of the option of section 172 sentence 1 2<sup>nd</sup> half-sentence of the German Stock Corporation Act in connection with section 173 of the German Stock Corporation Act. Therefore, there will not be a resolution in the Annual General Meeting.

The stated documents will be available for inspection from the day of the calling of the Annual General Meeting at the offices of the Company, Friedrich-Koenig-Straße 4, 97080 Würzburg, Germany. They are also published on the Company's website at <http://www.kba.com/investor-relations/hauptversammlung/hv-2015/>. The documents will be sent to the Shareholders by mail upon request. Furthermore, all stated documents will be made available during the Annual General Meeting.

Würzburg, March 2015

Koenig & Bauer Aktiengesellschaft

The Management Board