

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

Information on how to authorize the voting representatives appointed by the Company proxy and on the proxy form and instructions

Dear Shareholder,

This year the Koenig & Bauer Aktiengesellschaft offers you once again the option of having your voting rights exercised in accordance with your voting instructions by a voting representative appointed by the Company should you be unable to participate in the Annual General Meeting.

The Company has appointed Mr Christopher Kessler and Dr Torsten Bolz – both employees of Koenig & Bauer Aktiengesellschaft – each with the power to grant sub-proxies as Company voting representatives for this year's Annual General Meeting on 21 May 2015.

In the event of authorization of the voting representatives appointed by the Company, timely registration and proof of share ownership are required pursuant to the requirements stated in the invitation to the Annual General Meeting.

Please proceed as follows if you wish to authorize Mr Kessler and Dr Bolz (each of them individually and with the right to grant sub-proxies) to exercise your voting right at the Annual General Meeting:

1. Please request your entry ticket for the Annual General Meeting 2015 of Koenig & Bauer Aktiengesellschaft issued **in your name** as early as possible from your depository bank.
2. Please use the order form for the purpose of requesting an entry ticket that you have received from your depository bank along with the invitation. Fill in and sign this form and send it back to your depository bank. Please note the dates stated on the invitation.

How do you grant proxy and give instructions to the voting representatives of Koenig & Bauer Aktiengesellschaft?

You may use the form you received along with the entry ticket to grant the Company's voting representatives proxy and to give them instructions. A respective form for granting proxy is also available for download on the Company's website at <http://www.kba.com/investor-relations/hauptversammlung/hv-2015/>.

Please send your entry ticket along with the proxy including the instructions for the voting representatives to the following address via mail, fax or email:

Koenig & Bauer Aktiengesellschaft
Legal Department
Friedrich-Koenig-Straße 4
97080 Würzburg
Germany
Telefax: +49 (0) 931 909-6172
Email: stimmrechtsvertreter@kba.com

Please note that your entry ticket and the proxy including the instructions for the voting representatives appointed by the Company must be received by the Company at the stated address **by midnight on Wednesday, 20 May 2015 at the latest.**

A proxy for the benefit of the Company's voting representatives requires that they be given express instructions regarding the subject matter of the resolution. The Company's voting representatives are obliged to vote according to the instructions given to them; they must not exercise the voting rights at their own discretion.

As far as express and clear instructions have not been given regarding individual agenda items the voting representatives will not vote on these agenda items.

Instructions to the Company voting representative are particularly also applicable to an adjusted proposed resolution as well as in the event that individual votes are held on individual agenda items. In the event of an individual vote required for a certain agenda item, an instruction given as to this agenda item is respectively applicable to every sub-item proposed for resolution. You may instruct the voting representative specifically on each individual agenda item. However, you also may instruct the voting representative to vote in favour of the administration's proposals on all agenda items.

The Company's voting representatives do not accept any instructions to request to speak, to file objections against resolutions of the Annual General Meeting or to ask questions and file applications.

If applications by Shareholders (counter-applications and respectively voting proposals) are published regarding the agenda of the Annual General Meeting, you may access these applications, if applicable along with the administration's statement, on the Company's website at <http://www.kba.com/investor-relations/hauptversammlung/hv-2015/>.

If you also wish to vote in favour of the administration's proposals in the case of counter-applications, procedural applications and applications for special audits, you need to give this instruction by marking a cross in addition to the instruction to vote in favour of the administration's proposals on all items. Otherwise the voting representatives appointed by the Company will not vote on these counter-applications and procedural applications.

If you wish to support announced counter-applications and respectively voting proposals, you need to ensure this with specific instructions on the proxy form.

Any additions to the agenda to be published shall be published in the German federal gazette (Bundesanzeiger) immediately after the Company's receipt of the request and shall be forwarded to such media for publication for which it can be assumed that the information will be distributed throughout the whole European Union as well as communicated pursuant to the relevant provisions and published on <http://www.kba.com/investor-relations/hauptversammlung/hv-2015/>. You may also exercise your voting rights regarding these applications by instruction. For this purpose, a document with the respective instruction options will be published on the Company's website at <http://www.kba.com/investor-relations/hauptversammlung/hv-2015/>. Please enter the Shareholder's name and, if required,

the application into the list contained therein. Please remember to give your instructions by marking with a cross and submitting the form to the Company.

In the event that the voting representative receives more than one proxy with instructions or a number of differing instructions on the same agenda item from a Shareholder, the proxy including the instruction or respectively the instruction given last is binding.

Granting a voting representative of Koenig & Bauer Aktiengesellschaft proxy, the revocation of such proxy and evidence of the grant of proxy with regard to the Company as well as giving, revoking or altering instructions, must be in text form.

After granting the Company's voting representatives proxy to exercise their voting rights, the Shareholders may still attend the Annual General Meeting in person or through a proxy holder of their choice.

In addition, Shareholders who registered in due time, submitted the form and attend the Annual General Meeting along with their proxies may also grant proxy to the Company's voting representatives to exercise their voting right and give them instructions **during the Annual General Meeting** until the end of the general debate.

Should you have any questions regarding voting by proxy, please contact:

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Friedrich-Koenig-Straße 4
97080 Würzburg
Germany
Telefax: +49 (0) 931 909-4880
Email: corinna.mueller@kba.com

Würzburg, March 2015

Koenig & Bauer Aktiengesellschaft

The Management Board