

Proxy and instructions for the Company representatives

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

Proxy

I/We _____(Name or respectively business name of Shareholder(s))

hereby authorize the voting representatives appointed by Koenig & Bauer Aktiengesellschaft, Mr Christopher Kessler, Würzburg, and Dr Torsten Bolz, Würzburg, each individually and with the right to grant sub-proxy, to represent me/us at the Koenig & Bauer Aktiengesellschaft Annual General Meeting on 21 May 2015 in Würzburg while disclosing my name/our names or respectively the name(s) of my/our company and to exercise my/our voting(s) right for

admission ticket no.(s)_____

number of shares_____

on my/our behalf **in accordance with my/our instructions stated below.**

You may **either** approve the Board(s) proposals within the framework of section A **or** give individual instructions within the framework of sections B and C.

Please only fill in either **section A or sections B and C**. Please hand in the proxy with instructions for the attention of the voting representatives appointed by the Koenig & Bauer Aktiengesellschaft **during the Annual General Meeting** by the end of the general debate **or submit** the proxy with instructions along with your admission ticket in text form to the following address by Wednesday, 20 May 2015 (24:00 hrs):

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

As far as express and clear instructions are not given with respect to individual agenda items, the voting representatives will not vote on these agenda items.

Instructions

A.

Section A deals with the approval of all proposals of the Board(s). If you wish to vote in favour of the Board(s) proposals with respect to **all items** of the agenda, please mark the first box in section A with a cross.

If you wish to also vote in favour of the Board(s) proposals in the case of counter-applications and procedural applications, please **additionally** mark the second box in section A.

Please note that **section A on the one hand** and **sections B and C on the other hand** exclude each other.

- I/We vote to vote with the Board(s) on every item on the agenda; this instruction is also applicable to an adjusted proposed resolution as well as in the case of an individual vote is conducted for individual agenda items. In the event that an individual vote is required on a certain agenda item, an instruction given as to this agenda item is respectively applicable to every sub-item to be voted on.

I/We also vote in favour of the Board(s) proposals on potential counter-applications and procedural applications

(Note: if desired, please mark both boxes).

 Name of declaring person or signature(s)

 Telephone number for enquiries
 (optional)

or

B.

If you do not wish to vote in favour of the Board(s) proposals with respect to all agenda items, please mark the box in section B with a cross **and additionally** give individual instructions as explained in section B. As far as no express and clear instructions are given with respect to individual items of the agenda, the voting representatives will not vote on these agenda items. If you mark "Abstain", a vote is not cast either.

I/We give individual instructions as to the items of the agenda as stated in the following.

 Name(s) of declaring person(s) or signature(s)

 Telephone number for enquiries (optional)

)

Individual instructions:

Yes No Abstain

2. Discharge of duties with regard to the members of the Koenig & Bauer Aktiengesellschaft Management Board for 2014

- | | | | | |
|----|-------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. | Claus Bolza-Schünemann | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. | Dr Mathias Dähn (from 01.06.2014) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | Dr Axel Kaufmann (until 30.09.2014) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | Michael Kummert | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | Christoph Müller | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. | Dr Andreas Pleßke (from 01.05.2014) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. | Ralf Sammeck | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

3. Discharge of duties with regard to the members of the Koenig & Bauer Aktiengesellschaft Supervisory Board for 2014

- | | | | | |
|----|-----------------|--------------------------|--------------------------|--------------------------|
| 1. | Dr Martin Hoyos | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|----|-----------------|--------------------------|--------------------------|--------------------------|

	Yes	No	Abstain
2. Reinhart Siewert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Gottfried Weippert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Willi Eisele (from 14.01.2014)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Michael Gasbarri	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Matthias Hatschek	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Baldwin Knauf	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Walther Mann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Heinz-Joachim Neubürger (until 25.02.2014)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Dagmar Rehm (from 27.03.2014)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Klaus Schmidt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Claus Weihmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Prof Horst Peter Wölfel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
 4. Appointment of public auditors and group auditors for 2015 business year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
 5. Elections to the Supervisory Board			
a. Prof Gisela Lanza	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Carl Ferdinand Oetker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
 6. Approval regarding the drafts of the spin-off and takeover agreements in the business areas sheetfed, digital/web, production and security along with the draft of the framework agreement and an amendment to the purpose of the Company (amendment of Articles of Association)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
 7. New version of the Company's Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And

C.

Instructions regarding counter-applications and voting proposals by shareholders

The Koenig & Bauer Aktiengesellschaft shall make any counter-applications and voting proposals by Shareholders that have been received at the address given in the calling **by Wednesday, 6 May 2015 (24:00 hrs) at the latest** and these shall be published on its website at <http://www.kba.com/investor-relations/hauptversammlung/hv-2015/> immediately after receipt. Potential statements by the Board(s) shall also be made available on the webpage stated.

In order to simplify giving instructions, two types of counter-applications (or respectively voting proposals) are differentiated in the following:

- **Counter-applications and voting proposals that are not marked with letters on the Company's website**

You can support these counter-applications and voting proposals by marking the box "No" for the respective agenda item (see above in section B) (so-called "false" counter-applications); the following instruction options marked with letters are not to be used for this purpose.

- **Counter-applications and voting proposals that are marked with letters on the Company's website**

You can support these counter-applications and voting proposals by giving specific instructions in the following (so-called "real" counter applications); please give the following individual instructions exclusively for the counter-applications and voting proposals marked in this manner, state the name(s) of the declaring person(s) or sign below and submit the instructions to:

	Yes	No	Abstain
Counter-application/voting proposal A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal D	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal F	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal G	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal H	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal I	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal J	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal K	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal L	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Counter-application/voting proposal M	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Name(s) of declaring person(s) or signature(s)

Telephone number for enquiries
(optional)

Additional information:

In the event of additional requests to be published as to the agenda, in addition please use the form accessible separately on the Company's website at <http://www.kba.com/investor-relations/hauptversammlung/hv-2015/> with regard to your proxy and instructions of the voting representatives.