

**91<sup>st</sup> Annual General Meeting of the Koenig & Bauer AG  
on Thursday, May 19, 2016, at 11:00 a.m. at the  
Vogel Convention Center, Würzburg**

**Information on how to authorize the voting representatives appointed by the company proxy and on the form of proxy and instructions**

Dear shareholder,

this year the Koenig & Bauer AG offers you once again the option of having your voting rights exercised in accordance with your voting instructions through a voting representative appointed by the company, if you do not participate in the general meeting yourself.

The company has appointed Dr. Torsten Bolz – corporate legal adviser of the Koenig & Bauer AG – with power to grant sub-proxies as company voting representatives for this year's general meeting on May 19, 2016.

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 general meeting.

Please proceed as follows, if you wish to authorize Dr. Bolz to exercise your voting right at the general meeting:

1. Please request your entry ticket for the general meeting 2016 of the Koenig & Bauer AG 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 in the invitation.

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

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 webpage of the Koenig & Bauer AG on <http://www.kba.com/en/investor-relations/annual-general-meeting/agm-2016/>

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 AG

## Convenience Translation

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

Please note that your entry ticket and the proxy including the instructions of the voting representatives appointed by the company must have been received by the company at the stated address **until Wednesday, May 18, 2016, 24:00 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 the individual agenda items, the voting representatives will not vote on these agenda items.

An instruction of the company voting representative is 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 that an individual vote is 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 favor of the administration's proposals on all agenda items.

As far as applications by shareholders (counter-applications and respectively voting proposals) to be published as regards the agenda of the general meeting have been received, you may access these applications, if applicable along with the administration's statement, on the company's webpage under Investor Relations or AGM.

If you also wish to vote in case of counter-applications, procedural applications and applications, a respective form will be published on the website of the company by means of which you will be enabled to give specific instructions. 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 or file applications.

Any additions to the agenda to be published shall be published in the Bundesanzeiger (federal gazette) immediately after receipt of the request by the company and shall be forwarded to such media for publication for which it can be assumed that the information will be disseminated by in the whole European Union .as well as communicated pursuant to the relevant provisions and published on the company's website under Investor Relations or AGM. You may also exercise your voting rights as regards these applications by instruction. For this purpose, a document with the respective instruction options will be published on the company's webpage on <http://www.kba.com/investor-relations/hauptversammlung/hv-2016/>. Please enter the shareholder's name and, if required, the application into the list contained therein. Please remember to give your instruction by mark with a cross and submission 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 with instruction or respectively the instruction given last is binding.

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Granting a voting representative of the Koenig & Bauer AG proxy, the revocation of such proxy and evidence for the grant of proxy with regard to the company as well as giving, revoking or altering instructions require text form.

After granting the company's voting representatives proxy to exercise their voting rights, the shareholders may still attend the annual general meeting on 19 May 2016 in person.

In addition, shareholders who registered in due time and form and attend the annual general meeting as well as their proxies may also grant proxy to the company's voting representatives to exercise their voting right and give them instructions **during the general meeting** until the end of the general debate.

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

Koenig & Bauer AG  
Investor Relations  
Frau Corinna Müller  
Friedrich-Koenig-Straße 4  
97080 Würzburg  
Germany  
Telefax: +49 (0) 931 909-4880  
Email: [corinna.mueller@kba.com](mailto:corinna.mueller@kba.com)

Würzburg, April 2016

Koenig & Bauer AG

The Management Board