

**92nd Annual General Meeting of the Koenig & Bauer AG
on Tuesday, May 23, 2017
at 11:00 a.m. at the Vogel Convention Center, Würzburg**

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

Agenda item 1 provides for the presentation of the adopted annual financial statements and of the approved consolidated financial statements as well as of the summarized management report of the Koenig & Bauer group of companies as of December 31, 2016, and of the Supervisory Board's report and the Corporate-Governance report for the business year of 2016. The stated documents also include the compensation report and the explanatory report regarding the information pursuant to s. 289 para. 4 as well as pursuant to s. 315 para. 4 of the German Commercial Code (*Handelsgesetzbuch*).

A resolution on this agenda item is not intended for the following reasons:

A resolution on the annual financial statements, established by the Management Board is expendable since the supervisory board has approved and adopted the annual financial statements in its meeting on 21 March 2017 pursuant to Section. 172 para. 1 1. half sentence German Stock Corporation Act. Furthermore the Supervisory Board has approved the consolidated financial statements in the same meeting on 21 March 2017. Management and Supervisory Board did not make use of the possibility granted pursuant to Section 172 para. 1 2. half sentence in connection with Section 173 German Stock Corporation Act pertaining to the annual financial statements. Additionally Section 173 para. 1 sentence 2 German Stock Corporation Act is not applicable in terms of the consolidated financial statements. A resolution of the Annual General Meeting is therefore not provided for as agenda item 1.

The documents referenced in Section 175 German Stock Corporation Act will be available and downloadable on the company's webpage under "Investor Relations" respectively "Annual General Meeting" 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 and explicated.

Würzburg, April 2017

Koenig & Bauer AG

The Management Board