

Koenig & Bauer AG

Annual General Meeting on May 09, 2018

Proxy Form

This form does not replace the proper registration for the General Meeting. Please note the information on the following page as well as the information on the Company’s website under “Investor Relations” and “Annual General Meeting”.

Declaring Person

Name or company*	Number of shares*
First name*	Entry ticket No.*
Postal code / place*	

*mandatory fields (please use the information stated on your entry ticket for the Annual General Meeting sent to you after proper registration.)

Proxy/Instructions for the Company’s voting representative

I/We authorize Mrs. Carolin Rüb and Dr. Torsten Bolz – both Legal Counsels of Koenig & Bauer AG (voting representative appointed by the Company) individually to exercise the voting right as stated below at the Annual General Meeting of Koenig & Bauer AG on May 09, 2018 while disclosing the name(s) and with the right to grant sub-proxy.

Proxy/instructions are revoked under the condition of the principal’s or his authorized person’s personal attendance at the General Meeting.

A. I/We approve of all items on the agenda in the sense of the administration as far as not marked differently in paragraph B.

0

B. Proposed resolutions according to Federal Gazette (Bundesanzeiger)

	YES	NO
2. Use of profits for the business year 2017	0	0
3. Discharge of duties with regard to the members of the Management Board for the business year 2017	0	0
4. Discharge of duties with regard to the members of the Supervisory Board for the business year 2017	0	0
5. Appointment of the public auditors and group auditors for the business year 2018		
6. Endorsement of the remuneration scheme of the Management Board	0	0
7. Resolution on the approval of two profit transfer agreements	0	0
- Profit transfer agreement between Koenig & Bauer AG und KBA-Kammann GmbH		
- Profit transfer agreement between Koenig & Bauer AG und KBA-Metronic GmbH		
8. Resolution on the authorization of the Management Board to conclude a profit transfer Agreement between KBA-Industrial Solutions AG & Co. KG and KBA-Gießerei GmbH	0	0

C. In case of counter-applications and procedural applications, I/We also vote

0 **in favor** of the administration’s proposals.
or 0 **against** the administration’s proposals.

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

Convenience Translation

Proxy to a third person

I/We authorize

Name or respectively company

First name

Place

to represent me/us in the General Meeting stated above while disclosing the name(s). This proxy includes revocation of proxies granted otherwise and exercise of all rights in relation to the General Meeting including grant of a sub-proxy. It is revoked under the condition of the principal's personal attendance at the General Meeting.

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

Information

Registration for the Annual General Meeting

You may only attend the Annual General Meeting or respectively exercise your voting right, if you have properly registered and submit proof of your share ownership in relation to the beginning of the 21st day prior to the Annual General Meeting, i.e. April 18, 2018 (00:00).

Your registration and proof of share ownership must be received until **May 2, 2018 (00:00)** at the latest at the following address:

Koenig & Bauer AG

c/o Computershare Operations Center
80249 Munich
Fax.: +49 (0) 89 30903-74675
Email: anmeldestelle@computershare.de

Your registration may be carried out by your custodian bank if applicable. Receipt of your registration documents at the custodian bank does not constitute proper registration for the General Meeting; only receipt of your registration and proof of share ownership at the address stated above is decisive.

Attribution to a registration

This form can only be considered, if it can be unambiguously attributed to a registration. If attribution should not be possible due to missing or respectively improper registration or incomplete or illegible information on this form, the voting right cannot be exercised by the Company's voting representative or the right to attend the General Meeting and to have your voting right exercised by an authorized person cannot be exercised respectively.

Relation to other forms

You may also use the forms printed on your entry ticket for granting proxies. The entry ticket will be sent to you after proper registration. If you use these forms, attribution is ensured.

Information on this form

Please fill in this form completely and legibly. Please use the information on your entry ticket sent to you after proper registration for the required information on the declaring person.

The form is not mandatory. You may also use a different declaration in written form. In this case, the information regarding attribution of the proxy to a registration is applicable.

Personal attendance at the General Meeting or representation by a third party

With the entry ticket sent to you after proper registration, either you or a third party authorized by you may personally attend the General Meeting. If you wish to authorize a third party, you may use this voting proxy form or the proxy for a third party printed on the upper third of the back side of your entry ticket for this purpose. Please hand the entry ticket along with this filled-in voting proxy form or the entry ticket with the filled-in proxy for a third party to the authorized person. You may also give the entry ticket to the authorized person and submit the proxy or respectively its proof to the address stated below. Please expressly inform the authorized person on this circumstance.

Proxy/instruction for the Company's voting representative

If you do not wish to attend the General Meeting in person and do not wish to authorize a third party either, you may have your voting right exercised by the Company's voting representative by using this form. You may also use the form printed on your entry ticket for this purpose.

Convenience Translation

Please give instructions for all proposed resolutions. Please mark the Yes-box for approval and the No-box for rejection. If you do not mark either, this will be counted as abstention, and if you mark both, this will be counted as invalid. Should an individual vote be held for combined proposed resolutions in context with an item on the agenda, your instruction will be valid respectively for the individual proposed resolutions. If you like, you may sign the proxy/instructions for the Company's voting representative or fill in the declaring person.

Please submit the proxy/instruction for the Company's voting representative as well as potential revisions or revocations to the following address until **May 8, 2018 (24:00)** at the latest:

Koenig & Bauer AG
Rechtsabteilung
Friedrich-Koenig-Straße 4
97080 Würzburg
Germany
Fax: +49 (0) 931 909-6172
[Email: stimmrechtsvertreter@koenig-bauer.com](mailto:stimmrechtsvertreter@koenig-bauer.com)

If we receive differing declarations from you submitted in different ways and if it cannot be determined, which one was given last, they will be considered in the following order: 1. via Email, 2. via Fax, and 3. in paper form.

The Company's voting representative can exclusively exercise your voting right in accordance with your instructions. The Company's voting representative is not going to exercise any instructions beyond that. If you wish to have your attendance and voting rights exercised in a manner beyond the described framework, you will have to attend the General Meeting yourself or authorize a third party to do so.

You are still entitled to attend the General yourself even if you have granted proxy/instructions. Proxy/instructions are revoked under the condition of your personal or your authorized person's attendance at the General Meeting.

If you leave the General Meeting prior to voting, you may once again give proxy/instructions.

Any applications or respectively resolutions proposed by shareholders (counter-applications) to be made accessible may be retrieved on the Company's website under "Investor Relations" and "Annual General Meeting".

You may support a counter-application which is solely directed at rejecting a proposed resolution by voting against the administration's proposal.