

KOENIG & BAUER

93rd Annual  
General Meeting  
Invitation

we're on it.

# Koenig & Bauer AG, Würzburg

## 93rd Annual General Meeting

We cordially invite the shareholders to the  
93rd Annual General Meeting of our Company.

The Annual General Meeting will take place on Wednesday,  
May 9, 2018, at 11:00 at the Vogel Convention Center (VCC),  
Max-Planck-Straße 7/9 (Foyer Ost), 97082 Würzburg, Germany.

### **I. Agenda**

1. 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, 2017, and of the Supervisory Board's report and the Corporate-Governance report for the business year 2017
2. Resolution on the use of the profits of the Koenig & Bauer AG for the business year 2017
3. Resolution on the discharge of duties with regard to the members of the Koenig & Bauer AG Management Board for the business year 2017
4. Resolution on the discharge of duties with regard to the members of the Koenig & Bauer AG Supervisory Board for the business year 2017
5. Appointment of public auditors and group auditors for the business year 2018
6. Endorsement of the remuneration scheme of the Management Board
7. Resolution on the approval of two profit transfer agreements
  - Profit transfer agreement between Koenig & Bauer AG and KBA-Kammann GmbH
  - Profit transfer agreement between Koenig & Bauer AG and 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

## **II. Proposals regarding the resolutions**

### **1. 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, 2017, and of the Supervisory Board's report and the Corporate-Governance report for the business year of 2017**

The stated documents also include the compensation report and the explanatory report regarding the information pursuant to s. 289 para. 4 of the German Commercial Code (Handelsgesetzbuch – HGB) as well as pursuant to s. 315 para. 4 German Commercial Code. These documents will be published on and can be retrieved from the Company's website under <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/> as of the day of the calling of the Annual General Meeting. All documents will also be sent (without undue delay) to the shareholders by mail upon request. Conclusively, all stated documents will be made accessible during the Annual General Meeting and explicated therein. The Supervisory Board approved the annual financial statements prepared by the Management Board in the board meeting on March 21, 2018; thereby the annual financial statements are adopted. In addition, the Supervisory Board approved the consolidated financial statements at the same meeting. Pursuant to the legal regulations, a shareholders' resolution by the General Meeting on this item of the agenda is therefore not provided for.

### **2. Resolution on the use of the profits of Koenig & Bauer AG for the business year 2017**

The Management Board and the Supervisory Board propose to use the profits of € 14,872,304.70 as follows:

Distribution of a dividend of € 0.90 per ordinary share for 16,524,783 no-par value shares: € 14,872,304.70.

### **3. Resolution on the discharge of duties with regard to the members of the Management Board of the Koenig & Bauer AG for the business year 2017**

The Management Board and the Supervisory Board propose that discharge of duties with regard to the acting members of the Management Board in the year 2017 be granted for this period of time.

### **4. Resolution on the discharge of the members of the Supervisory Board of Koenig & Bauer AG for the business year 2017**

The Supervisory Board and the Management Board propose that discharge of duties with regard to the acting members of

the Supervisory Board of the Koenig & Bauer AG in the year 2017 be granted for this period of time.

#### **5. Appointment of the public auditors and of the group auditor for the business year 2018**

The Supervisory Board proposes upon recommendation of the Audit Committee to appoint KPMG Bayerische Treuhandgesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Munich, branch office Nuremberg, as auditor and group auditor for the business year 2018.

#### **6. Endorsement of the remuneration scheme of the Management Board**

According to s. 120 para. 4 of the German Stock Corporation Act (Aktiengesetz - AktG) the Annual General Meeting may resolve on the endorsement of the remuneration scheme of the Management Board. The current remuneration scheme complies with the standards set forth within the German Stock Corporation Act and the recommendations of the German Corporate Governance Codex and also takes into consideration the business environment deriving from the market practice.

A description and explanation of the current remuneration scheme is accessible on the website of the Company under <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/> as part of the consolidated financial statement 2017 (pages 55 ssq.) and will also open to the public during the Annual General Meeting.

The Supervisory Board and the Management Board propose to endorse the current remuneration scheme of the Management Board.

#### **7. Resolution on the approval of two profit transfer agreements**

- Profit transfer agreement between Koenig & Bauer AG and KBA-Kammann GmbH**
- Profit transfer agreement between Koenig & Bauer AG and KBA-Metronic GmbH**

Koenig & Bauer AG concluded two identical profit transfer agreements with KBA-Kammann GmbH and with KBA-Metronic GmbH on March 9, 2018.

The Management Board and the Supervisory Board therefore propose the following resolution:

“The profit transfer agreements between Koenig & Bauer AG and KBA-Kammann GmbH as well as between Koenig & Bauer AG and KBA-Metronic GmbH, both dated March 9, 2018, are hereby approved.”

The profit transfer agreements have the following content:

- KBA-Kammann GmbH and KBA-Metronic GmbH (together the “**Investment Companies**” and individually the “**Investment Company**”) are obliged to transfer their complete transferable profits arising during the term of the agreement to Koenig & Bauer AG. The transfer of profits must not exceed the amount stated in s. 301 of the German Stock Corporation Act (as amended) (respectively section 1 para. 1 of each profit transfer agreement).
- KBA-Kammann GmbH and KBA-Metronic GmbH may allocate amounts from the annual surplus to the revenue reserve (s. 272 para. 3 German Commercial Code), except for statutory reserves, as far as this is permitted under commercial law and economically justified with reasonable commercial assessment (respectively section 1 para. 2 of each profit transfer agreement).
- Koenig & Bauer AG is obliged vis-à-vis the Investment Companies to assume losses in accordance with all provisions of s. 302 of the German Stock Corporation Act (as amended) (respectively section 2 of each profit transfer agreement).
- The profit transfer agreement was concluded with the condition precedent that the respective meetings of shareholders of KBA-Kammann GmbH and KBA-Metronic GmbH on the one hand and the Annual General Meeting of Koenig & Bauer AG on the other hand as contracting parties approve the respective profit transfer agreement. Each profit transfer agreement only comes into effect upon registration of the existence of the profit transfer agreement in the Commercial Register of each respective Investment Company. Section 1 (Profit Transfer) and Section 2 (Loss Assumption) assume losses are each applicable retroactively as of the commencement of the business year of each respective Investment Company (respectively section 3 para. 1 of each profit transfer agreement), in which the respective transfer profit agreement was registered in the Commercial Register.
- The profit transfer agreements with the KBA-Kammann GmbH and KBA-Metronic GmbH were concluded for an indefinite period. The profit transfer agreements may be terminated with a notice period of six months but with effect upon expiry of a period of five years starting with the commencement of the business year of the Investment Companies, in which the profit transfer agreement came

into effect (respectively section 3 para. 2 of each profit transfer agreement), whereby a year shall be deemed a time period comprising of full twelve months. In any case, the contract shall be concluded for a minimum period of five years pursuant to s. 14 para. 1 no. 3 Corporation Income Tax Act (Körperschaftsteuergesetz – KStG). A statutory termination may have to be held invalid prior to the conclusion of the minimum contractual period of five years (respectively section 3 para. 2 of each profit transfer agreement).

- Each contracting party of the respective profit transfer agreement is entitled to terminate the agreement for good cause at any time without compliance with a notice period. A good cause is particularly existent, (i) if the other contracting party will expectedly not be able to fulfil its obligations arising from the agreement (s. 297 para. 1 of the German Stock Corporation Act) or (ii) if a good cause in the sense of s. 14 para. 1 No. 3 sentence 2 of the Corporation Income Tax Act is existent (respectively section 3 para. 3 of each profit transfer agreement).
- The termination of the profit transfer agreement requires written form (respectively section 3 para. 4 of each profit transfer agreement).

Koenig & Bauer AG holds a 100% interest in KBA-Kammann GmbH. For this reason, the profit transfer agreement neither has to provide compensation payments nor settlement payments for external partners or respectively shareholders. Regarding KBA-Metronic GmbH the following applies at the time of publication of this invitation to the Annual General Meeting: interest in KBA-Metronic GmbH is held with 100 % by KBA-MePrint AG (registered with the commercial register at the local court of Würzburg under HRB 7135), in which 100% of the shares is held by Koenig & Bauer AG. Hence, Koenig & Bauer AG has momentarily not direct but indirect interest of 100 % in KBA-Metronic GmbH (Mother- Company controlled through a Subsidiary-Relation). The Annual General Meeting of KBA-MePrint AG and the shareholders' meeting of KBA-Metronic GmbH have consented to the merger of KBA-MePrint AG (as transferring legal entity) with KBA-Metronic GmbH (as acquiring legal entity) by means of the deed of the notary Matthias Adam, Würzburg, (Deed-no. A-0937/2017). The merger shall be based on the final annual accounts of KBA-MePrint AG for the fiscal year ending 31 December, 2017. Finalization and adoption of the final annual accounts of KBA-MePrint AG is

expected shortly. Based thereon the registration of the merger with the commercial register of the involved legal entities may take place.

The Management Board and the Supervisory Board of Koenig & Bauer AG expect the merger to be registered and completed by the time of the Annual General Meeting of Koenig & Bauer AG. However, even if this is not the case, consent to the conclusion of the presented transfer profit agreement between Koenig & Bauer AG and KBA-Metronic GmbH may in case be declared by the Annual General Meeting. The profit transfer agreement particularly neither has to provide compensation payments nor settlement payments for external partners or respectively shareholders pursuant to s. 304 German Stock Corporation Act, since KBA-MePrint is neither to be deemed as external partner nor respectively shareholder due to the intergroup relation between the legal entities involved in terms of the above article s. 304 German Stock Corporation Act.

The meetings of shareholders of KBA-Kammann GmbH and KBA-Metronic GmbH respectively will also be provided with the respective profit transfer agreement for approval shortly before the Annual General Meeting.

The Management Board of Koenig & Bauer AG and the managements of KBA-Kammann GmbH and KBA-Metronic GmbH have each prepared a collective report in accordance with s. 293a German Stock Corporation Act. Additionally the profit transfer agreement between Koenig & Bauer AG and KBA-Metronic GmbH was subjected to a contract audit (Vertragsprüfung) in accordance with s. 293b para. 1 German Stock Corporation Act. As joint auditor KPMG Bayerische Treuhandgesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft office Nuremberg, with business adress Maxtorgraben 13, 90409 Nuremberg was appointed by the competent court.

The collective report in accordance with s. 293a German Stock Corporation Act, the contract audit report regarding the transfer profit agreement with KBA-Metronic GmbH as well as the annual accounts (including the management report as far as applicable) of Koenig & Bauer AG and the Investment Companies of the past three fiscal years will be published on and can be retrieved from the Company's website <https://www.koenig-bauer.com/investor-relations/hauptversammlung/> as of the day of the calling of the Annual General Meeting. All documents will also be sent (without undue delay) to the share-

holders by mail upon request. Conclusively, they will be made accessible during the Annual General Meeting.

#### **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**

KBA-Industrial Solutions AG & Co. KG intends to conclude a transfer profit agreement with KBA-Gießerei GmbH. Koenig & Bauer AG is the sole general partner of KBA-Industrial Solutions AG & Co. KG.

The Management Board and the Supervisory Board therefore propose the following resolution:

“The Management Board of Koenig & Bauer AG is hereby authorized to conclude a transfer profit agreement with KBA-Gießerei GmbH on behalf of KBA-Industrial Solutions AG & Co. KG. This transfer profit agreement is hereby approved.”

The profit transfer agreement has the following content:

- KBA-Gießerei GmbH is obliged to transfer its complete transferable profits arising during the term of the agreement to KBA-Industrial Solutions AG & Co. KG. The transfer of profits must not exceed the amount stated in s. 301 of the German Stock Corporation Act (as amended) (section 1 para. 1 of the profit transfer agreement).
- KBA-Gießerei GmbH may allocate amounts from the annual surplus to the revenue reserve (s. 272 para. 3 German Commercial Code), except for statutory reserves, as far as this is permitted under commercial law and economically justified with reasonable commercial assessment (section 1 para. 2 of the profit transfer agreement).
- KBA-Industrial Solutions AG & Co. KG is obliged vis-à-vis KBA-Gießerei GmbH to assume losses in accordance with all provisions of s. 302 of the German Stock Corporation Act (as amended) (section 2 of the profit transfer agreement).
- The profit transfer agreement was concluded with the condition precedent that the meeting of shareholders of KBA-Gießerei GmbH on the one hand and KBA-Industrial Solutions AG & Co. KG on the other hand as contracting parties approve the profit transfer agreement. The profit transfer agreement only comes into effect upon registration of the existence of the profit transfer agreement in the Commercial Register of KBA-Gießerei GmbH. Section 1 (Profit Transfer) and Section 2 (Loss Assumption) assume losses are each applicable retroactively as of the commencement of the business year of KBA-Gießerei GmbH (section 3 para. 1 of the profit transfer agreement), in which the transfer

- profit agreement was registered in the Commercial Register.
- The profit transfer agreement was concluded for an indefinite period. The profit transfer agreements may be terminated with a notice period of six months but with effect upon expiry of a period of five years starting with the commencement of the business year of KBA-Gießerei GmbH, in which the profit transfer agreement came into effect (section 3 para. 2 of each profit transfer agreement), whereby a year shall be deemed a time period comprising of full twelve months. In any case, the contract shall be concluded for a minimum period of five years pursuant to s. 14 para. 1 no. 3 Corporation Income Tax Act. A statutory termination may have to be held invalid prior to the conclusion of the minimum contractual period of five years (section 3 para. 2 of the profit transfer agreement).
  - Each contracting party of the profit transfer agreement is entitled to terminate the agreement for good cause at any time without compliance with a notice period. A good cause is particularly existent, (i) if the other contracting party will expectedly not be able to fulfil its obligations arising from the agreement (s. 297 para. 1 of the German Stock Corporation Act) or (ii) if a good cause in the sense of s. 14 para. 1 No. 3 sentence 2 of the Corporation Income Tax Act is existent (section 3 para. 3 of the profit transfer agreement).
  - The termination of the profit transfer agreement requires written form (section 3 para. 4 of the profit transfer agreement).

KBA-Industrial Solutions AG & Co. KG holds a 100 % interest in KBA-Gießerei GmbH. For this reason, the profit transfer agreement neither has to provide compensation payments nor settlement payments for external partners or respectively shareholders. Subsequent to the authorization of the Management Board of Koenig & Bauer AG by the Annual General Meeting, the meetings of shareholders of the contractual parties of the profit transfer agreement, KBA-Industrial Solutions AG & Co. KG and KBA-Gießerei GmbH, will be provided with the profit transfer agreement for approval.

For means of precaution all interest holders in KBA-Industrial Solutions AG & Co. KG and KBA-Gießerei GmbH will declare a waiver in terms of the requirement for a report in accordance with s. 293a of the German Stock Corporation Act.

The draft of the profit transfer agreement to be concluded with KBA-Gießerei GmbH on behalf of KBA-Industrial Solutions AG & Co. KG as well as the annual accounts (including the

management report as far as applicable) of KBA-Gießerei GmbH of the past three fiscal years will be published on and can be retrieved from the Company's website <https://www.koenig-bauer.com/investor-relations/hauptversammlung/> as of the day of the calling of the Annual General Meeting. KBA-Industrial Solutions AG & Co.KG is consolidated in the consolidated accounts of the Koenig & Bauer group. Thus, KBA-Industrial Solutions AG & Co.KG is exempted from the publication of its annual accounts pursuant to s. 264 German Commercial Code. The exemption afore is accordingly published with the Federal Gazette pursuant to s.264b German Commercial Code. Thus, a separate publication of the annual accounts of KBA-Industrial Solutions AG & Co. KG of the last three fiscal years may not be carried out. All documents will also be sent (without undue delay) to the shareholders by mail upon request. Conclusively, they will be made accessible during the Annual General Meeting

### **III. Notice and information for the shareholders**

#### **1. Number of shares and voting rights**

The share capital of Koenig & Bauer AG (the "**Company**") at the time of calling of the Annual General Meeting amounts to € 42,964,435.80 and is divided up into 16.524.783 no-par value shares in the name of the owner. Every no-par value share is entitled to vote and grants one vote. The total amount of no-par value shares and voting rights at the time of the calling of the Annual General Meeting therefore amounts to 16.524.783. At the time of the calling of the Annual General Meeting, the Company does not hold its own shares.

#### **2. Participation in the Annual General Meeting and exercise of voting right**

##### **a) Requirements for the participation in the Annual General Meeting and exercise of the voting right**

Every shareholder who has registered with the Company until six days prior to the Annual General Meeting at the latest, consequently on **Wednesday, May 2, 2018 (24:00)**, under the following address:

Koenig & Bauer AG  
c/o Computershare Operations Center  
80249 Munich  
Fax: +49 (0) 89 30903-74675  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

is entitled to participate in the Annual General Meeting and to exercise his voting right as far as proof has been provided in terms of the eligibility to participate and to exercise voting rights in the Annual General Meeting. As evidence for the entitlement of participation regarding the share ownership to the Company, a statement by the custodian institute, that potential participants were in fact shareholders of the Company at the beginning of the 21<sup>st</sup> day prior to the Annual General Meeting, namely on **Wednesday, April 18, 2018, (0:00)** (called the **“Cut-off date”**) is sufficient. Equal to the registration, the evidence of share ownership must also have been received at the address of the Company until **Wednesday, May 2, 2018 (24:00)** at the latest. Any registration and proof must be written in German or English. Text form is sufficient for the proof.

The Cut-off date is the decisive date for the extent and the exercise of the participation and voting right at the Annual General Meeting. For the participation in the Annual General Meeting or the exercise of the voting right only those persons are considered to be shareholders vis-à-vis the Company who have provided proof for share ownership on the cut-off date. The cut-off date does not affect the ability to sell the shares.

After due receipt of registration and proof of share ownership by the abovementioned registration office of the Koenig & Bauer AG, entry tickets for the participation in the Annual General Meeting will be sent by the registration office to the shareholders. In order to ensure timely receipt of the entry tickets, we kindly ask the shareholders to request an entry ticket with their custodian institute as early as possible. The required registration and the submission of the proof for the decisive share ownership are in this case carried out by the custodian institute.

## **b) Procedure for voting by proxy holders**

The shareholders may also have their voting rights in the Annual General Meeting exercised by proxy holders, e.g. by a credit institute, a shareholders' association or a different person of their choice. The following is to be noted in this context:

In case of an authorization, timely registration and proof of the share ownership pursuant to the above provisions under section 2 a) are also required. If a shareholder authorizes more than one person, the Company may reject one or more of these persons.

The grant of proxy, its revocation and proof of the proxy towards the Company require text form.

The grant of proxy and its revocation may either be declared

towards the authorized person or towards the Company at the following address:

Koenig & Bauer AG  
Investor Relations  
Friedrich-Koenig-Straße 4  
97080 Würzburg, Germany  
Fax: +49 (0) 931 909-4880  
Email: corinna.mueller@koenig-bauer.com

Proof of proxy may also be submitted to the address stated above, in particular also by means of electronic communication. Proof of proxy may also be provided on the day of the Annual General Meeting in written form at the entrance and exit control.

You will receive a form that may be used for granting proxy along with the entry ticket sent to the shareholders after due and timely registration for the Annual General Meeting. The respective form may also be accessed on the website of the Company on <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/>. In case of proxy of credit institutes, shareholders' associations or any institutes, companies and persons equal to these pursuant to s. 135 para. 8 or 10 of the German Stock Corporation Act, particularities are usually to be respected which can be requested with the person or entity to be respectively authorized. We therefore kindly ask those shareholders intending to authorize a credit institute, a shareholders' association or a different company or person equal to these pursuant to s. 135 para. 8 or 10 of the German Stock Corporation Act to exercise their voting rights to confer with the person or entity to be authorized on the form of proxy. After grant of proxy registered shareholders may still attend the Annual General Meeting in person.

### **c) Procedure for voting by proxies of the Company**

The Company additionally offers the shareholders once again the option of having their voting rights exercised through the Company voting representatives bound to comply with specific voting instructions. The company has appointed Mrs. Carolin Rüb and Dr. Torsten Bolz – corporate legal counsels of Koenig & Bauer AG – with power to grant substitute proxies as Company voting representatives. A proxy for the benefit of the Company voting representatives requires that they be given express instructions regarding the subject matter of the resolution. The Company voting representatives are obliged to vote according to

the instructions given to them; they must not exercise the voting rights in their discretion. The Company 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/or file applications.

Granting the Company voting representatives proxy, the revocation of such proxy and evidence for the grant of proxy require text form. Shareholders who wish to grant proxy to the Company voting representatives may use the form they receive along with the entry ticket for this purpose. Shareholders who wish to use this option must send their entry ticket along with the proxy and the instructions for exercising the voting right until **Tuesday, May 8, 2018, (24:00)** in text form to the following address:

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)

The form for granting proxy and giving instructions as well as further information on granting proxy may also be accessed on the Company's website under <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/>.

In addition, shareholders who registered in due time and form and attend the Annual General Meeting as well as their proxies, as far as they are entitled to grant sub proxy, may also grant proxy to the Company voting representatives to exercise their voting right and give them instructions during the Annual General Meeting until the end of the general debate.

After granting the Company voting representatives proxy to exercise their voting rights, registered shareholders may still attend the Annual General Meeting in person.

### **3. Shareholders' rights**

#### **a) Supplementary requests pursuant to s. 122 para. 2 of the German Stock Corporation Act**

Shareholders whose share reaches together the twentieth part of the share capital (this amounts to € 2,148,221.79 or rounded up to the next higher number of shares 826.240 no-par value shares) or the proportional amount of € 500,000 (this corresponds rounded up to the next higher number of shares 192.308

no-par value shares) may demand that items be added to the agenda and be published. The request is to be sent in written form, including reason and grounds for such motion, to the Management Board of the Koenig & Bauer AG and must have been received by the Company at least 30 days prior to the Annual General Meeting; the day of receipt and the day of the Annual General Meeting are not to be included in the calculation. Therefore, the last possible date for receipt is **Sunday, April 8, 2018 (24:00)**. Any supplementary requests received after this date shall not be considered. Please send respective requests to the following address:

To the Management Board  
Koenig & Bauer AG  
Friedrich-Koenig-Straße 4  
97080 Würzburg, Germany

Any new agenda item must be accompanied by grounds or a draft resolution.

**b) Countermotions and voting proposals pursuant to ss. 126 para. 1 and 127 of the German Stock Corporation Act**

Shareholders of the Company may file countermotions as to the proposals of the Management Board and/or the Supervisory Board regarding certain items of the agenda pursuant to s. 126 para. 1 of the German Stock Corporation Act as well as voting proposals as to the appointment of Company's auditors pursuant to s. 127 of the German Stock Corporation Act. Such countermotions (along with grounds) and voting proposals are to be sent exclusively to the following Company address:

To the Management Board  
Koenig & Bauer AG  
Friedrich-Koenig-Straße 4  
97080 Würzburg  
Fax: +49 (0) 931 909-4880  
Email: corinna.mueller@koenig-bauer.com

Koenig & Bauer AG shall make any countermotions and voting proposals by shareholders available that have been received until **Tuesday, April 24, 2018 (24:00)** at the latest and are to be published on its website under <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/> without undue delay after receipt.

### **c) Information right pursuant to s. 131 para. 1 of the German Stock Corporation Act**

Pursuant to s. 131 para. 1 of the German Stock Corporation Act, every shareholder is upon request to be granted information by the Management Board on the business of the Company including the legal and commercial relations to affiliated companies as well as the situation of the group and the companies included in the collective accounts during the Annual General Meeting, as far as this is required for the appropriate assessment of the agenda item. The Management Board may refuse to provide such information for the reasons stated in s. 131 para. 3 of the German Stock Corporation Act.

### **4. Additional explanations**

Additional explanations of the shareholders' rights pursuant to ss. 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act are available on the Company's website under <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/>

## **IV. Additional information and documents regarding the Annual General Meeting**

### **Reference to the website of the Company**

The invitation to the Annual General Meeting, any other documents to be made accessible for the Annual General Meeting and additional information in connection with the Annual General Meeting are available on the Company's website under <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/>. All information to be made accessible for the Annual General Meeting is additionally available for review during the Annual General Meeting.

### **Voting results**

The voting results determined by the chairman of the Annual General Meeting will be published on the Company's website <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/>.

Würzburg, March 2018  
Koenig & Bauer AG  
The Management Board

**Koenig & Bauer AG**

Friedrich-Koenig-Str. 4

97080 Würzburg, Germany

[koenig-bauer.com](http://koenig-bauer.com)