

KOENIG & BAUER

**94<sup>th</sup> Annual  
General Meeting  
Invitation**

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# Koenig & Bauer AG, Würzburg

## 94<sup>th</sup> Annual General Meeting

**WKN 719350**

**ISIN DE0007193500**

We cordially invite the shareholders to the 94th Annual General Meeting of our Company.

The Annual General Meeting will take place on **Wednesday, May 22, 2019, at 10:00 a.m.** 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 AG and the Koenig & Bauer group of companies as of December 31, 2018, and of the Supervisory Board's report and the Corporate Governance report for the business year 2018 and the non-financial consolidated report**
- 2) Resolution on the use of the profits of the Koenig & Bauer AG for the business year 2018**
- 3) Resolution on the discharge of duties with regard to the members of the Koenig & Bauer AG Management Board for the business year 2018**
- 4) Resolution on the discharge of duties with regard to the members of the Koenig & Bauer Supervisory Board for the business year 2018**
- 5) Appointment of public auditors and group auditors for the business year 2019**
- 6) Elections to the Supervisory Board**
- 7) Resolutions on amendments of the Articles of Association of the Koenig & Bauer AG**
  - a) Introduction of an age limit for members of the Management Board and of the Supervisory Board (para. IV, no. 7 and para. V, no. 9 of the Articles of Association)**
  - b) New version of the Supervisory Board compensation (para. V, no. 13 of the Articles of Association)**

## **8) Resolution on the approval of the Integrity 2023 Initiative and of the related indemnification**

### **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 AG and the Koenig & Bauer group of companies as of December 31, 2018, and of the Supervisory Board's report and the Corporate Governance report for the business year 2018 and the non-financial consolidated report**

The stated documents also contain the compensation report and the explanatory report regarding the information pursuant to s. 289a para. 1 of the German Commercial Code (HGB) and pursuant to s. 315a para. 1 of the German Commercial Code. The documents will be published and can be retrieved on the website of the Company on <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/> as of the day of the calling of the Annual General Meeting. Furthermore, the documents will be sent to the shareholders by mail upon request. All stated documents will also be made accessible and explained during the Annual General Meeting. The Supervisory Board approved the annual financial statements prepared by the Management Board in the board meeting on March 20, 2019; thereby the annual financial statements are adopted. In addition, the Supervisory Board approved the consolidated financial statements in the same meeting. Pursuant to the legal regulations, a shareholders' resolution on this item of the agenda is therefore not provided for.

#### **2. Resolution on the use of the profits of the Koenig & Bauer AG for the business year 2018**

The Supervisory Board and the Management Board propose to use the profits of the business year 2018 of € 16,524,783.- as follows:

Distribution of a dividend of € 1 per ordinary share for 16,524,783 no-par value shares, whereas all no-par value shares are entitled to the dividend, i.e. in total € 16,524,783.-.

According to s. 58 para. 4 sentence 2 of the German Stock Corporation Act (AktG), the claim to the dividend is due on

the third business day following the shareholders' resolution of the Annual General Meeting. The dividend will therefore be paid on May 27, 2019.

**3. Resolution on the discharge of duties with regard to the members of the Koenig & Bauer AG Management Board for the business year 2018**

The Supervisory Board and the Management Board propose that discharge of duties with regard to the acting members of the Management Board in business the year 2018 be granted for this period of time.

**4. Resolution on the discharge of duties with regard to the members of the Koenig & Bauer Supervisory Board for the business year 2018**

The Supervisory Board and the Management Board propose that discharge of duties with regard to the acting members of the Supervisory Board in the business year 2018 be granted for this period of time.

**5. Appointment of public auditors and group auditors for the business year 2019**

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 2019.

Both the Audit Committee's recommendation and the Supervisory Board's proposal are free from undue influence by third parties. There were also no regulations existent that would have limited the possible choices with regard to a certain public auditor or a certain auditing company for the preparation of the audit.

**6. Elections to the Supervisory Board**

Since Dr. Andreas Pleßke, Supervisory Board member on the shareholders' side, retired from his office as of November 7, 2018, the Local Court (Amtsgericht) of Würzburg appointed Prof. Dr.-Ing. Raimund Klinkner as member of the Supervisory Board of the Koenig & Bauer AG on November 19, 2018 upon the Management Board's motion according to the Nominating Committee's proposal as well as the Supervisory Board's decision. The abovementioned person is now to be duly

elected as representative for the shareholders by the Annual General Meeting. Pursuant to s. 104 para. 6 of the German Stock Corporation Act, the term of the judicially appointed Supervisory Board member ends automatically as of the appointment of a Supervisory Board member duly elected by the Annual General Meeting.

Upon termination of the Annual General Meeting on May 22, 2019, the terms of the Supervisory Board members Dr. Martin Hoyos and Mrs. Dagmar Rehm will also end. Consequently, two additional representatives of the shareholders in the Supervisory Board are to be newly elected in the Annual General Meeting. Mrs. Rehm agreed to serve one additional term. Dr. Hoyos has reached the age limit regulated in the rules of procedure of the Supervisory Board and will retire from the Supervisory Board of the Koenig & Bauer AG upon termination of the Annual General Meeting on May 22, 2019.

The Supervisory Board of the Koenig & Bauer AG consists of a total of twelve members pursuant to para. V, No. 9.1 of the Articles of Association of the Koenig & Bauer AG and is composed of six Supervisory Board members representing the shareholders and six Supervisory Board members representing the employees as well as a minimum of 30 percent each women and men pursuant to ss. 96 para. 1, para. 2 and s. 101 of the German Stock Corporation Act (AktG) in connection with ss. 1 para. 1 and 7 para. 1 sentence 1 No. 1 of the German Codetermination Act (MitbestG).

The minimum quota is to be fulfilled for both sides in the Supervisory Board of the Koenig & Bauer AG, the shareholder representatives and the employee representatives, each separately, since the employee representatives have objected to the overall compliance. At least two seats have therefore to be filled by women and men for both the shareholders' side and the employees' side.

The female shareholder representatives in the Supervisory Board are Mrs. Dagmar Rehm und Prof. Dr.-Ing. Gisela Lanza. The female employee representatives are Mrs. Julia Cuntz and Mrs. Simone Walter. The remaining Supervisory Board members are male. The statutory minimum quota is consequently fulfilled on both the shareholders' side and the employees' side and would remain to be fulfilled after on the shareholders' side after Mrs. Rehm's re-election.

Considering the goals for the composition of the Supervisory Board resolved by the Supervisory Board and based on the Nominating Committee's proposal, the Supervisory Board therefore proposes to elect as of the end of the Annual General Meeting on May 22, 2019, the following persons as shareholders' representatives to the Supervisory Board of the Koenig & Bauer AG:

- a) Professor Dr.-Ing. Raimund Klinkner, Gräfelting  
Managing shareholder, Institute for Manufacturing Excellence GmbH, Martinsried
- b) Dr. Johannes Liechtenstein, Vienna  
CFO, Constantia Industries AG, Vienna
- c) Dipl.-Volkswirtin Dagmar Rehm, Langen  
CFO juwi AG, Wörrstadt

Prof. Dr.-Ing. Klinkner's, Dr. Liechtenstein's and Mrs. Rehm's term of appointment shall each be until the end of the Annual General Meeting deciding on their respective discharge of duties for the business year 2023.

**Information pursuant to clause 5.4.1 paragraphs 5 to 7 of the German Corporate Governance Code (Deutscher Corporate Governance Kodex; DCGK):**

According to the Supervisory Board's assessment, there are no personal or business relations existent at the time of publication of this calling between the candidates proposed for election and the Koenig & Bauer AG or its group companies, the bodies of the Koenig & Bauer AG or a shareholder being substantially involved in the Company which are recommended to be disclosed pursuant to clause 5.4.1 paragraphs 5 to 7 of the German Corporate Governance Code.

The Supervisory Board is convinced that the candidates proposed for election are able to dedicate the time required to fulfil these position.

**Information pursuant to s. 125 para. 1 sentence 5 of the German Stock Corporation Act as well as further information on the candidates for the Supervisory Board proposed in item 6 of the Agenda:**

- a) Professor Dr.-Ing. Raimund Klinkner, Gräfelting

Professor Klinkner is a member of the following comparable domestic and foreign control committees of commercial enterprises:

- Terex Corporation, Westport, CT, USA
- ebm-pabst Mulfingen GmbH & Co. KG, Mulfingen

He is not a member of Supervisory Boards to be formed according to the law.

b) Dr. Johannes Liechtenstein, Vienna

Dr. Liechtenstein is a member of the following comparable domestic and foreign control committees of commercial enterprises:

- Isovolta AG, Wiener Neudorf, Austria
- FunderMax Holding AG, St. Veit an der Glan, Austria
- FunderMax GmbH, St. Veit an der Glan, Austria

He is not a member of Supervisory Boards to be formed according to the law.

Dr. Liechtenstein has many years of experience in the areas of accounting and auditing in the sense of s. 100 para. 5 of the German Stock Corporation Act.

c) Mrs. Dagmar Rehm, Langen

Mrs. Rehm is a member of the following Supervisory Boards to be formed according to the law:

- O'Donovan Consulting AG, Bad Homburg

She is not a member of any comparable domestic and foreign control committee of commercial enterprises.

Mrs. Rehm has many years of experience in the areas of accounting and auditing in the sense of s. 100 para. 5 of the German Stock Corporation Act.

Additional information on the candidates as well as their curricula vitae can be obtained on the Company's website under <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/>.



## **7. Resolutions on amendments of the Articles of Association of the Koenig & Bauer AG**

### **a) Resolution on the new version of the Articles of Association of the Koenig & Bauer AG, paragraph IV, No. 7 “Management Board” – Introduction of an age limit for members of the Management Board – as well as on the new version of paragraph V, No. 9 “Supervisory Board” – Introduction of an age limit for members of the Supervisory Board**

According to Nos. 5.1.2 and 5.4.1 of the German Corporate Governance Code, the Supervisory Board is supposed to set an age limit for the appointment of the members of the Management Board and respectively the election of the members of the Supervisory Board. So far, the regulation of such an age limit has been limited to the respective rules of procedure. The Supervisory Board of the Koenig & Bauer AG decided in its meeting on January 24, 2019, to include the regulation of an age limit for members of the Management Board and the Supervisory Board in the Articles of Association of the Koenig & Bauer AG in order to increase transparency for the shareholders of the Company.

The Management Board and the Supervisory Board therefore propose to amend paragraph IV, No. 7 “Management Board” of the Articles of Association of the Koenig & Bauer AG as follows:

#### **Paragraph IV, No. 7:**

- “IV. Management Board
- 7 Composition, rules of procedure
- 7.1. The Management Board shall consist of at least two members. The Supervisory Board shall determine the number of Management Board members and appoint the chairman of the Management Board. The Supervisory Board may also appoint a deputy chairman.
- 7.2. The appointment of the Management Board is made until the end of the 65th year of life and in exceptional cases maximally until the end of the 67th year of life.
- 7.3. The Management Board shall adopt its own rules of procedure to be approved by the Supervisory Board.”

## **Paragraph V, No. 9**

“V. Supervisory Board

9 Composition, term

- 9.1. Pursuant to s. 7 para. 1 sentence 1 of the German Code-termination Act, the Supervisory Board shall consist of 12 members.
- 9.2. Each member of the Supervisory Board shall be elected for a period ending upon the conclusion of the annual general meeting that resolves on the discharge for the fourth business year after the commencement of this respective term of office; this term does not include the business year in which the term of office commences.
- 9.3. Only persons who have not completed their 67th year of life at the time of their election shall be proposed as members of the Supervisory Board.
- 9.4. A motion of the Company for judicial appointment of a member of the Supervisory Board is limited until the next annual general meeting.
- 9.5. Each member of the Supervisory Board may resign from office even without good cause by giving at least two months prior written notice to be submitted to the chairman. The chairman shall in the case of his resignation submit such notice to the or deputy chairman of the Supervisory Board in the sense of s. 27 of the German Codetermination Act. A reduction of this time limit by mutual consent is admissible.”

### **b) Resolution on the new version of para. V, No. 13 “Supervisory Board compensation” of the Articles of Association of the Koenig & Bauer AG G**

Compared to the industry sector average, the Supervisory Board compensation paid by the Koenig & Bauer AG is so far rather located in the lower range. Due to the increasing demands of the office in the Supervisory Board and in order to keep and gain adequately qualified Supervisory Board members now and in the future, the compensation of the members of the Supervisory Board shall be increased.

The Management Board and the Supervisory Board therefore propose a new version of para. V No. 13 “Supervisory Board compensation” of the Articles of Association of the Koenig & Bauer AG as follows:

- “13.1. The members of the Supervisory Board are each entitled to a fixed annual compensation of € 35,000.-.
- 13.2. The chairman/-woman of the Supervisory Board shall receive twice, and each deputy chairman/-woman shall receive one and a half times this amount.
- 13.3. For his/her service in the Committees of the Supervisory Board
- the chairman/-woman of the Audit Committee shall receive € 11,250.-,
  - any other member shall receive € 7,500.-
  - the chairman/-woman of the Strategy Committee shall receive € 9,375.-, any other member shall receive € 6,250.-
  - the chairman/-woman of the Personnel Committee shall receive € 4,625.-, each other member shall receive € 3,750.-.
- The members of the other committees shall not receive any additional compensation.
- Any service in a committee shall only be considered once for the compensation, whereas the compensation for serving in more than one committee shall be measured by the one with the highest compensation.
- 13.4. The compensation for the Supervisory Board shall be payable as of the completion of each business year. If a member of the Supervisory Board retires from his office during the course of a business year, he shall receive the compensation proportionately based on the served time and rounded up to full months. If a member of a committee retires from this committee, this member shall also receive the compensation for his position proportionately based on the served time and rounded up to full months. However, a proportionate compensation based on the served time in a committee requires that the respective committee was in session to fulfil its task during the respective time.
- 13.5. The members of the Supervisory Board shall be reimbursed for all travel expenses as well as for other expenses reasonably incurred in the performance of their duties. In addition, every member in attendance at a meeting shall receive a daily allowance of € 250.-. No daily allowance is granted for meetings of the committees.
- 13.6. The Company shall reimburse each member of the Supervisory Board for any VAT payable on their compensation or reimbursed expenses received in connection with their activities as member of the Supervisory Board. The Company shall provide the members of the Supervisory Board in the Company's interest with appropriate insurance cover for the performance of the activities in the Supervisory Board.

13.7. The provisions of this paragraph 13 shall be applicable for the first time for the business year starting on January 1, 2019.”

## **8. Resolution on the approval of the Integrity 2023 Initiative and of the related indemnification**

The Management Board and the Supervisory Board of the Koenig & Bauer AG regard integrity and compliance as indispensable for the course of business (“zero tolerance”). Corporate Compliance is not just a duty and a responsibility but also a business opportunity we would like to make use of. We intervene whenever we determine insufficient compliance with our standards for commercial conduct. Against this background, our Swiss subsidiary KBA-NotaSys SA being responsible for security printing has reported itself in November 2015 to the Swiss Federal Public Prosecutor’s Office for deficits in the prevention of corruption. We reported on this matter in the group report 2016 and the business report 2017 as well as in the Annual General Meeting on May 23, 2017. The Administrative Board of the KBA-NotaSys SA has chosen an internationally future-oriented path by reporting itself. This was the first time a company reported itself in Switzerland. The Management Board and the Supervisory Board of the Koenig & Bauer AG supported the decision to file this report unanimously. The Swiss Federal Public Prosecutor’s Office imposed a symbolic fine of CHF 1.- in March 2017. The KBA-NotaSys SA supports integrity and compliance both internally and externally. For this purpose, the Administrative Board of the KBA-NotaSys SA has founded the Integrity 2023 initiative together with the Management Board and the Supervisory Board of the Koenig & Bauer AG. This initiative is supposed to support the integrity and compliance of the Koenig & Bauer group of companies in the future and be a conclusive step for processing the facts underlying the reporting.

### **a. Purpose and duration**

The Integrity 2023 initiative aims at supporting compliance and integrity in the Koenig & Bauer group and establishing a comprehensive dialog among experts during the next five years starting with the legally effective approval by the general meeting of the KBA-NotaSys SA and the Annual General Meeting of the Koenig & Bauer AG. For this purpose, research proposals regarding compliance prevention are to be supported and an award program for honoring proposals for

compliance prevention is to be offered. Additionally, the focus is on exchange with other companies regarding compliance prevention within and outside of the group of companies. Once a year a Group Compliance Day is to be held to which nationally and internationally experienced compliance experts are to be invited for the purpose of exchanging experiences and knowledge with the persons responsible for compliance within the group. Only members of the Administrative Board and the Management and other managing employees of the KBA-NotaSys SA whose service for the company also partially or completely covers the time between January 1, 2005, and April 2, 2015 can become members of the initiative.

#### **b. Provided funding and use of resources**

The funding provided for the initiative is to occur exclusively via the members and amounts to at least € 2.7 million according to the concluded agreements. Funding by the KBA-NotaSys SA or by the Koenig & Bauer AG is not provided for. The membership requires an amount for the financial equipment of the initiative. The integrity committee of the initiative decides on the use of those resources. The member of the Administrative Board in charge of monitoring compliance and the compliance officer of the KBA-NotaSys SA belong to it as well as the compliance CFO and the Group Compliance Officer of the Koenig & Bauer AG. The members of the initiative have the right to propose how the resources of the initiative are to be used.

The Swiss Federal Public Prosecutor's Office is investigating single former employees of the KBA-NotaSys SA who all have – partly already a long time ago – retired from the company. The KBA-NotaSys SA is claiming damages from them. Persons who have been investigated or are investigated under criminal law cannot participate in the Integrity 2023 initiative.

#### **c. Indemnification**

The KBA-NotaSys SA and the Koenig & Bauer AG are planning to grant the members who join the Integrity 2023 initiative indemnification provided that the general meeting of the KBA NotaSys SA and the Annual General Meeting of the Koenig & Bauer AG approve in a legally binding manner. The KBA-NotaSys SA and the Koenig & Bauer AG furthermore intend to indemnify the members of the initiative – no matter for which legal reason – against any recourse claims by third parties that could have arisen or could arise from damage in the course of the members' behavior in the time from January

1, 2005, to April 2, 2015, provided that the underlying facts have become known to the Swiss Federal Public Prosecutor's Office in connection with the internal investigations prior to, during or since the report by the KBA NotaSys SA.

**d. Proposed resolution**

The Management Board and the Supervisory Board of the Koenig & Bauer AG propose to the Annual General Meeting to pass the following resolution:

“The Integrity 2023 initiative and the connected indemnification – as stated in its essential content in the following – are approved.”

The indemnification is to be approved with the following essential content:

1. Claims of the Company / indemnification against third party claims
  - a. The Koenig & Bauer AG and the KBA-NotaSys SA (together the “Company”) indemnify the member against possible claims to compensation for damage of the Company including its affiliated companies (s. 15 of the German Stock Corporation Act), no matter for which legal reason, whether known or unknown and past or future,
    - (1) if the damage is based on behavior of a person responsible in the Company or an affiliated company (s. 15 of the German Stock Corporation Act) that constitutes a violation of duty in the time between January 1, 2005, and April 2, 2015,
    - (2) if the person's behavior concerns the duty to prevent and monitor corruption and compliance in KBA NotaSys SA, is connected to granting unlawful advantages to third parties for the KBA NotaSys SA or has become known to the Swiss Federal public Prosecutor's Office in connection with the internal investigations prior to, during or since the report by KBA NotaSys SA.
  - b. The member commits himself/herself to assign any claims to coverage of and/or indemnification against the claims stated in paragraph 1a against D&O insurers or a third party he or she is possibly entitled to as of the effective date of the indemnification provided in paragraph 1a. Indemnification against claims in accordance with paragraph 1a are realized in these cases by the Company exclusively seeking satisfaction by making use of coverage and/or indemnification (pactum de non petendo). The Company guarantees that its affiliated companies also do not assert any further claims, no matter

whether the affiliation continues to exist after the conclusion of this agreement or not. The Company indemnifies the member against all costs and expenses arising to him or her from the fact that the Company claims insurance coverage or takes recourse against third parties. The member fulfils obligations arising from the coverage or indemnification relation in coordination with the company in a manner that – as far as reasonably possible for the member – the right to coverage or indemnification is not impeded.

c. If and as far as the member is not entitled to coverage of or indemnification against the claims stated in paragraph 1 by a third party or an insurer, the indemnification pursuant to paragraph 1a is to be regarded as complete waiver of utilization of the claims stated in paragraph 1a.

d. The Company furthermore indemnifies the member against recourse claims of the Company and affiliated companies as well as third parties to compensation of the possible damage stated in paragraph 1a that are asserted by the Company and furthermore against assertion by customers arising from the facts stated in paragraph 1a.

The Company manages the defense against claims against which it is to indemnify the member in cooperation with the member at its own expense. The member may consult his or her own legal counsel in order to safeguard his or her own interests; he or she shall bear the costs thereof. The member will support the Company in the defense or the settlement. The member is without the Company's consent not entitled to acknowledge any claims that he or she is to be indemnified against by the Company or to settle such claims.

## 2. Continuing claims

The Company does not indemnify the member against possible claims of the Company or its affiliates arising from the fact that (i) the member or a related party has directly or indirectly obtained or gained financial advantages in an unlawful manner at the Company's expense that he or she is not entitled to or (ii) controls funds in an unlawful manner that the Company and its affiliates were deprived of or that they are entitled to.

## III. Notice and information for the shareholders

### 1. Number of shares and voting rights

The share capital of the Koenig & Bauer AG ("Company") at the time of the 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 their own shares.

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

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

Every shareholder who has registered with the Company until six days prior to the Annual General Meeting at the latest, i.e. on **Wednesday, May 15, 2019 (24:00) at the latest**, and has provided proof for the share ownership to the Company under the following address:

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

is entitled to participate in the Annual General Meeting and to exercise his voting right pursuant to para. VI No. 14.2 of the Company's Articles of Association. It is sufficient as proof of share ownership to provide evidence by the custodian institute that they were shareholders of the Company at the beginning of the 21st day prior to the Annual General Meeting, i.e. on **Wednesday, May 1, 2019, 0:00 ("cut-off date")**. Equal to the registration, the evidence of share ownership must also have been received at the above address of the Company until **Wednesday, May 15, 2016 (24:00) at the latest**. Proof for share ownership is sufficient in the form of evidence written in German or English. Text form is sufficient.

The cut-off date is the decisive date for the extent and the exercise of the participation in 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 towards the Company who have provided proof for share ownership until 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 registration office of the Koenig & Bauer AG stated above, 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 the custodian institute as early as possible. The required registration and the submission of the proof for the decisive share ownership are in these cases carried out by the custodian institute.

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

The shareholders may also exercise their voting rights in the Annual General Meeting 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 in para. 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  
Friedrich-Koenig-Straße 4  
97080 Würzburg, Deutschland  
Fax: +49 (0)931 909-4880  
E-Mail: corinna.mueller@koenig-bauer.com

Proof of proxy may also be submitted to the address stated above, particularly by electronic means by submitting an email. 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 the 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 legal 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 offers the shareholders once again the option of having their voting rights exercised through a Company voting representative bound to comply with specific voting instructions. The Company has appointed Ms. Carolin Rüb and Dr. Torsten Bolz – both corporate legal advisers of the 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 motions.

Granting the Company voting representatives proxy, the revocation of such proxy and evidence for the grant of proxy with regard to the Company require text form. Shareholders who wish to grant proxy to the Company voting representatives may use the form to be received along with the entry tickets for this purpose. Shareholders who wish to use this option must send their entry tickets along with the proxy and the voting instructions to the Company until Tuesday, May 21, 2019, (24:00) in text form to the following address:

Koenig & Bauer AG  
Legal Department  
Friedrich-Koenig-Straße 4  
97080 Würzburg, Deutschland  
Fax: +49 (0)931 909-6172  
E-Mail: 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 on <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 in person as well as their proxies, as far as they have the right to grant substitute 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 shares reach 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 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 while stating the reasons and the purpose 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 21, 2019 (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, Deutschland

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 annual auditors or members of the Supervisory Board pursuant to s. 127 of the German Stock Corporation Act. Such countermotions (along with grounds) and appointment proposals are to be sent exclusively to the following address of the Company:

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

The Koenig & Bauer AG shall make any countermotions and appointment proposals by shareholders available that have been received until **Tuesday, May 7, 2019 (24:00) at the latest** and are to be published on its website on <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/>.

**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 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 on <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/>.

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

#### **Reference to the Company's website**

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 <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 on <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

#### **Notice on data protection**

If you register for the Annual General Meeting or grant voting proxy, the Koenig & Bauer AG collects personal data of you and/or your voting representative. This occurs in order to enable shareholders to exercise their rights within the framework of the Annual General Meeting.

The Koenig & Bauer AG processes your data as responsible party while complying with the provisions of the EU-General Data Protection Regulation (GDPR) as well as with all other relevant laws. You can find the details of the processing of your personal data and your rights pursuant to the GDPR on the website of the Company on

<https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/Würzburg, April 2019>

Koenig & Bauer AG  
The Management Board





**Koenig & Bauer AG**

Friedrich-Koenig-Str. 4

97080 Würzburg, Germany

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