

# KOENIG & BAUER

Convenience Translation

## 94<sup>th</sup> Annual General Meeting of the Koenig & Bauer AG on Wednesday, May 22, 2019 at 10:00 a.m. at the Vogel Convention Center, Würzburg

### Information on how to authorize the voting representative appointed by the company proxy and on the form of proxy

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.

For this year's general meeting on May 22, 2019, the company has appointed Dr Torsten Bolz and Mrs. Carolin Rüb – both corporate legal counsels of Koenig & Bauer AG, Würzburg – with power to grant sub-proxies as company voting representatives.

Yet, also in case 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.

Accordingly, please proceed as follows, if you wish to authorize Dr. Bolz and Mrs. Rüb to exercise your voting right at the general meeting:

Please request your entry ticket for the general meeting 2019 of the Koenig & Bauer AG issued **in your name** as early as possible from your depository bank.

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 to the general meeting, fill in and sign this form and send it back to your depository bank. Please note the deadlines 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 representative 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 under <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/>. 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  
Legal Department  
Friedrich-Koenig-Straße 4  
97080 Würzburg  
Germany  
Telefax: +49 (0) 931 909-6172  
[Email: stimmrechtsvertreter@koenig-bauer.com](mailto:stimmrechtsvertreter@koenig-bauer.com)

Please note that your entry tickets and the proxy including the instructions of the voting representative appointed by the company must have been received by the company at the stated address **until Tuesday, May 21, 2018 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. The proxy is therefore only valid, if and to the extent if you instruct the company's voting representatives by means of the option laid down in the proxy form. 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 representatives is particularly also applicable to an adjusted proposed resolution as well as in the event that individual votes are held on individual agenda items.

You may instruct the voting representatives specifically on each individual agenda item (Section B). However, you also may instruct the voting representatives to vote in favor of the administration's proposals on all agenda items (Section A). Additionally you may also instruct the company's voting representatives to vote in favor or against the voting proposals of the administration in case of any counterproposals or procedural requests (Section C).

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 "Annual General Meeting".

If any additions to the agenda are received in due time within the statutory time limitations they will be published on the company's website under "Investor Relations" respectively "Annual General Meeting". 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 under "Investor Relations" respectively "Annual General Meeting".

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.

In the event that the voting representatives receive more than one proxy with instructions or a number of differing instructions on the same agenda item from a shareholder, the proxy with instruction received last is binding.

Granting a voting representatives 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.

Even after granting the company's voting representatives proxy to exercise their voting rights, shareholders may still attend the Annual General Meeting on May 22, 2019 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.

If you have any questions with respect to voting through the Company's voting representative, please do not hesitate to contact Mrs. Corinna Müller under Telephone +49 (0) 931 909-4334.

Würzburg, April 2019

The Management Board

Koenig & Bauer AG  
Friedrich-Koenig-Straße 4  
97080 Würzburg  
Germany