

KOENIG & BAUER

Convenience Translation

**94th 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 the procedure of voting by proxy and on the form of proxy

Dear shareholder,

you may exercise your voting right in the general meeting by a proxy holder, e.g. by a credit institute, a shareholders' association or a different person of your choice. In case of proxy, timely registration and proof of the share ownership in accordance with the requirements stated in the invitation to the general meeting are also required.

The grant of proxy, its revocation and proof of the proxy towards the company require text form (section 126b German Civil Code (BGB)), if neither a credit institute, a shareholders' association nor an equivalent pursuant to s. 135 AktG is empowered.

Proof of proxy may be provided on the day of the annual general meeting in text form at the entrance and exit control. Written form (*Textform*) pursuant to Section 126b German Civil Code (*BGB*) is sufficient. The grant of proxy and its revocation may also be declared towards the company at the following address in written form pursuant to Section 126b BGB:

Koenig & Bauer AG
Friedrich-Koenig-Straße 4
97080 Würzburg
Germany
Telefax: +49 (0) 931 909-4880
[Email: corinna.mueller@koenig-bauer.com](mailto:corinna.mueller@koenig-bauer.com)

In case of granting proxy to credit institutes, shareholders' associations or any institutes, companies and persons equal to these pursuant to section 135 paragraph 8 or 10 German Stock Corporation Act, particularities are usually to be adhered to 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 section 135 paragraph 8 or 10 German Stock Corporation Act to exercise their voting rights to discuss the form of proxy with the person or entity to be authorized.

To authorize a trusted third person to exercise your voting rights you will have to register for the Annual General Meeting in accordance with the conditions for

participation and the deadline for registration. Please contact your custodian bank for that reason which then provides you with your entrance card for the Annual General Meeting. The entrance card is required for means of proof of your shareholding.

You can find a form that can be used for granting proxy on the back side of your entry ticket. We kindly ask you to use this form for authorizing a trustworthy third person of your choice. The entrance card together with the proxy authorizes your proxy to participate in the Annual General Meeting and to exercise your voting rights.

The respective form is also available for download on the Company's webpage under "Investor Relations" respectively "Annual General Meeting".

To authorize a credit institute, a shareholders' association or an equivalent pursuant to s. 135 para. 8 and par. 10 German Stock Corporation Act please refer to the respective intended proxy directly.

If a shareholder authorizes more than one person, the company may reject one or more of these persons.

After grant of proxy, registered shareholders may still attend the general meeting in person.

If you have any questions with respect to voting by proxy, 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
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