

KOENIG & BAUER

**95th Annual  
General Meeting  
Invitation**

we're on it.

# Koenig & Bauer AG, Würzburg

## 95th Annual General Meeting

**WKN 719350**

**ISIN DE0007193500**

We cordially invite the shareholders to the 95th Annual General Meeting of our Company.

The Annual General Meeting will take place on **Tuesday, July 14, 2020, at 11:00 a.m. (CEST)** and will be held as a **virtual Annual General Meeting**.

The virtual Annual General Meeting will be transmitted live in image and sound for registered shareholders and shareholder representatives of Koenig & Bauer AG from the business premises of Koenig & Bauer AG, Friedrich-Koenig-Strasse 4, 97080 Würzburg, Germany, as the venue for the Annual General Meeting. Shareholders' voting rights may only be exercised by postal voting or by issuing a power of attorney to the proxies nominated by the Company. **Physical participation of shareholders and their proxies (with the exception of the company-nominated proxies) is excluded.**

For further details, please refer to Section III - Notices and information to shareholders.

### **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, 2019, and of the Supervisory Board's report and the Corporate Governance report for the business year 2019 and the non-financial consolidated report**
- 2. Resolution on the appropriation of the profits of the Koenig & Bauer AG for the business year 2019**

3. **Resolution on the discharge of the members of the Koenig & Bauer AG Management Board for the business year 2019**
4. **Resolution on the discharge of the members of the Koenig & Bauer AG Supervisory Board for the business year 2019**
5. **Appointment of public auditors and group auditors for the business year 2020**
6. **Elections to the Supervisory Board**
7. **Resolution to amend the Articles of Association of the Koenig & Bauer AG**
  - a) **Amendment of the right of participation (Section VI No. 14.4 of the Articles of Association)**
  - b) **Authorization for online participation and postal voting within the framework of the Annual General Meeting (Section VI item 14.8 and new item 14.9 of the Articles of Association)**

## **II. Proposals for 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, 2019, and of the Supervisory Board's report and the Corporate Governance report for the business year 2019 and the non-financial consolidated report**

The aforementioned documents also contain the compensation report and the explanatory report regarding the information pursuant to Section 289a para. 1 of the German Commercial Code (HGB) and pursuant to Section 315a para. 1 of the German Commercial Code. The documents are published and available on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> from the day of convening and will also be accessible there during the virtual Annual General Meeting. English versions of these documents are available on the Company's website under <https://www.koenig-bauer.com/>

[en/investor-relations/annual-general-meeting/](#) Furthermore, they will be sent to shareholders by post on request. Finally, these documents are also explained in the virtual Annual General Meeting. The Supervisory Board approved the annual financial statements prepared by the Management Board in the board meeting on March 18, 2020; thereby the annual financial statements are adopted. In addition, the Supervisory Board approved the consolidated financial statements in the same meeting. Pursuant to the statutory provisions, a shareholders' resolution on this item of the agenda is therefore not provided for.

**2. Resolution on the appropriation of the profits of the Koenig & Bauer AG for the business year 2019**

The Management Board and Supervisory Board propose that Koenig & Bauer AG's unappropriated profit for the business year 2019 of € 8,262,391.50 be carried forward to new account.

**3. Resolution on the discharge of the members of the Koenig & Bauer AG Management Board for the business year 2019**

The Supervisory Board and Management Board propose that discharge be granted for the current members of the Management Board of Koenig & Bauer AG for the business year 2019.

**4. Resolution on the discharge of the members of the Koenig & Bauer AG Supervisory Board for the business year 2019**

The Supervisory Board and the Management Board propose that discharge be granted for the current members of the Supervisory Board of Koenig & Bauer AG for the business year 2019.

**5. Appointment of public auditors and group auditors for the business year 2020**

The Supervisory Board proposes upon recommendation of the Audit Committee to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, branch office Nuremberg, as auditor and group auditor for the business year 2020.

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**

The term of the Supervisory Board member elected as shareholder representative, Professor Dr.-Ing. Gisela Lanza, ends upon the close of the Annual General Meeting on July 14, 2020. Professor Dr. Lanza has kindly agreed to serve an additional term of office.

Professor Lanza was intensively involved in the work of the Supervisory Board in the context of her previous appointment and, as Chairman of the Strategy Committee, was responsible for strategic issues. In view of her specific competence profile and the fact that she is now well acquainted with Koenig & Bauer AG, the Supervisory Board warmly welcomes her readiness to stand for reappointment. Moreover, Professor Lanza's re-election would ensure that the shareholder representatives would continue to be able to contribute their wide range of experience and expertise in corporate management, economics, science and technology.

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 Sections 96 para. 1, para. 2 and 101 of the German Stock Corporation Act (AktG) in connection with Sections 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 on the shareholders' side after Dr. Lanza'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

**Professor Dr.-Ing. Gisela Lanza, head of the wbk Institute for Production Technology for the Production Systems Division at the Karlsruhe Institute of Technology (KIT), Karlsruhe, resident in Karlsruhe**

be elected to the Koenig & Bauer AG Supervisory Board as shareholder representatives with effect from the close of the Annual General Meeting on July 14, 2020 for the period up to the close of the Annual General Meeting which resolves on the formal approval of the actions of the Supervisory Board for the fiscal year 2024.

**Information pursuant to Recommendation C.13 of the German Corporate Governance Code (Deutscher Corporate Governance Kodex; DCGK) (in the currently valid version of December 16, 2019, published on March 20, 2020):**

According to the Supervisory Board's assessment, there are no personal or business relations existent at the time of publication of this invitation between Professor Lanza 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 Recommendation C.13 of the German Corporate Governance Code. Furthermore, the election proposal takes into account the objectives resolved by the Supervisory Board for its composition and thus also reflects the completion of the competence profile drawn up by the Supervisory Board for the entire body.

The Supervisory Board is convinced that Professor Lanza is able to dedicate the time required to fulfil her mandate and

considers Professor Lanza independent within the meaning of the recommendations of the German Corporate Governance Code.

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

Professor Lanza is a member of the following statutory Supervisory Boards:

- ZF Friedrichshafen AG, Friedrichshafen
- Mahle GmbH, Stuttgart
- Hager SE, Blieskastel
- Balluff GmbH, Neuhausen

She is not a member of any comparable domestic and foreign supervisory bodies of commercial enterprises.

**Personal data:**

Born : 1973

Nationality: German

**Current full-time occupation:**

Head of the wbk Institute for Production Engineering for the Production Systems Department at the Karlsruhe Institute of Technology

**Professional background**

- Since 2012 holder of the Chair of Production Systems and Quality Management at the Karlsruhe Institute of Technology and head of the Institute of Production Engineering
- Since 2009 Director of the "Global Advanced Manufacturing Institute (GAMI)" in Suzhou, PR China
- 2008 - 2012 Holder of the first Shared Professorship "Global Production Engineering and Quality" of the Karlsruhe Institute of Technology in cooperation with Daimler AG (Strategy Department)
- 2003 - 2008 Head of the Production Systems Department at the wbk Institute for Production Technology, former University of Karlsruhe

**Qualification:**

- 1993 – 1999 Diploma studies in industrial engineering

and management, specializing in corporate planning at the University of Karlsruhe

- 2000 – 2003 Research assistant at the Institute of Production Engineering (wbk) in the working group Production Informatics and Quality Management
- 2004 PhD "Simulative start-up support based on the quality capabilities of production processes", awarded the Erna Scheffler Promotion Prize of the Soroptimist Club Karlsruhe (2005)
- 2009 Heinz Maier-Leibnitz Award: Recognition by the German Research Foundation
- 2010 – 2013 Member of the Research Union Industry-Science of the Federal Government, Mobility Promoter Group
- 2016 Federal Cross of Merit on Ribbon for research in the field of production technology and commitment to the promotion of young scientists

#### **Memberships:**

- Associate Member of CIRP - International Academy for Production Engineering
- Member of the German Academy of Science and Engineering - acatech
- Member of wgp - Scientific Society for Production Engineering
- Member of the Scientific Commission of Lower Saxony
- Member of the scientific advisory board of Plattform Industrie 4.0
- Member of the steering committee of the Alliance Industry 4.0 Baden-Württemberg

#### **Competence profile:**

Professor Dr.-Ing. Gisela Lanza has been a member of the institute management of the wbk Institute for Production Engineering at the Karlsruhe Institute of Technology (KIT) since 2004. Professor Lanza is head of the Production Systems Department, which focuses on global production strategies, production system planning and quality assurance in research and practice.

The holistic design and evaluation of production systems is her central research question in numerous research and joint projects. The methodological approach includes the use of quantitative methods to increase efficiency as well as the development and introduction of innovative technologies in production processes. Her close exchange in research and

consulting activities with numerous companies, primarily from the automotive, mechanical and plant engineering industries, ensures the practical applicability and industrial benefit of her research.

On the Supervisory Board of Koenig & Bauer AG, Professor Lanza has been chairman of the strategy committee for five years.

Taking into account the competence profile of the Koenig & Bauer Supervisory Board, Professor Lanza's background means that she covers the fields of technology/innovation, production/supply chain and digitalization/industry 4.0. With the envisaged composition, the Supervisory Board as a whole possesses the knowledge, skills and professional experience required for the proper performance of its duties, as well as appropriate sector knowledge.

Professor Dr. Lanza's complete curriculum vitae as well as additional information can also be obtained on the Company's website under <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>. An English version of her curriculum vitae can be downloaded from 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 amendment of the Articles of Association of Koenig & Bauer AG, change of the right to participate (Section VI paragraph 14.4 of the Articles of Association)**

The requirements for participating in the Annual General Meeting and exercising voting rights were changed by the Second Shareholders' Rights Directive ("ARUG II"). ARUG II came into force on January 1, 2020. In the case of bearer shares of listed companies, the amended Section 123 para. 4 sentence 1 of the German Stock Corporation Act stipulates that in future, in order to participate in the Annual General Meeting or exercise voting rights, proof of the last intermediary in accordance with the newly inserted Section 67c para. 3 of the German Stock Corporation Act shall be sufficient. Pursuant to Section VI No. 14.4 of the Koenig & Bauer AG Articles of Association, in accordance with the provisions of the currently valid version of Section 123 para. 4 sentence 1 of the German Stock Corporation Act, proof of shareholding issued in text form in German or

English by the depositary bank is required for participation in the Annual General Meeting and the exercise of voting rights. ARUG II came into force on January 1, 2020. The amendments to Section 123 para. 4 sentence 1 of the German Stock Corporation Act and the newly inserted Section 67c of the German Stock Corporation Act will only apply from September 3, 2020 and for the first time to Annual General Meetings convened after September 3, 2020. They will therefore already be applicable in connection with the preparation and holding of the Koenig & Bauer AG Annual General Meeting in 2021.

In order to avoid any deviation from the provisions in the Articles of Association and the law regarding proof of participation in the Company's Annual General Meeting or the exercise of voting rights, it is proposed that a resolution be passed now to amend the provisions in the Articles of Association regarding proof of participation in the Company's Annual General Meeting or the exercise of voting rights. The Management Board shall ensure that the amendment to the Articles of Association does not take effect until September 3, 2020 by registering the amendment to the Articles of Association with the commercial register at appropriate times.'

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

Section VI, paragraph 14.4 of the Company's Articles of Association is amended as follows:

"14.4 As proof of entitlement under Section VI, paragraph 14.2, proof of shareholding in text form from the last intermediary pursuant to Section 67c, paragraph 3 of the German Stock Corporation Act is sufficient. The proof must refer to the beginning of the 21st day prior to the General Meeting".

The Management Board is instructed to apply for the amendment of the Articles of Association to be entered in the Commercial Register only after September 3, 2020.

**b) Resolution on the amendment of the Articles of Association of Koenig & Bauer AG, authorization for online participation and postal voting at the Annual General Meeting (Section VI paragraph 14.8 and new paragraph 14.9 of the Articles of Association)**

With the options of online participation or postal voting, the Management Board is to be authorized to offer shareholders more flexible alternatives for participating in the Annual General Meeting (online participation) or exercising their voting rights (postal voting). The aim is to further simplify the exercise of shareholder rights by means of a modern drafting of the Articles of Association and to make it easier for all shareholders, regardless of their place of residence or external circumstances, to communicate with the Company. Whether and to what extent the respective authorization is used will be announced in the invitation to the Annual General Meeting.

The Management Board and the Supervisory Board therefore propose that a resolution be adopted:

Section VI, paragraph 14.8 of the Articles of Association of Koenig & Bauer AG is amended as follows:

"The Management Board is authorized to provide that shareholders may participate in the General Meeting without being present at the venue and without a proxy and to exercise all or some of their rights in whole or in part by means of electronic communication (online participation). The Management Board is further authorized to make provisions regarding the scope and procedure of participation and the exercise of rights pursuant to sentence 1. These will be announced when the General Meeting is convened."

Section VI, paragraph 14.9 of the Koenig & Bauer AG Articles of Association is inserted as follows

"The Management Board is authorized to provide that shareholders may cast their votes in writing or by means of electronic communication (postal voting) even without participating in the meeting. The Management Board is further authorized to make provisions for the procedure pursuant to sentence 1. These will be announced when the General Meeting is convened."

### III. Notice and information to shareholders

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

The share capital of the Koenig & Bauer AG (“**Company**”) at the time of convening the Annual General Meeting amounts to € 42,964,435.80 and is divided up into 16,524,783 bearer shares. Each 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 convening the Annual General Meeting therefore amounts to 16,524,783. At the time of convening the Annual General Meeting, the Company does not hold any treasury shares.

#### 2. Conducting the Annual General Meeting as a virtual Annual General Meeting

Based on a decision made by the Management Board with the approval of the Supervisory Board, the Annual General Meeting 2020 will be held as a virtual Annual General Meeting without physical presence of the shareholders or their proxies (with the exception of the company-nominated proxies) in accordance with the German Act on Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Proceedings (Federal Law Gazette I 2020, p. 569, “COVID-19 Act”).

The holding of the Annual General Meeting 2020 as a virtual general meeting in accordance with the COVID-19 Act will lead to modifications in the procedures and methods of the Annual General Meeting. The shareholders or their proxies have the option

- to follow the entire virtual Annual General Meeting live in image and sound on the Internet,
- their right to vote by postal voting (in writing or by electronic communication), or
- by authorizing proxies nominated by the Company,
- to ask questions by electronic communication, and
- to object to resolutions of the Annual General Meeting by electronic communication, provided that the shareholders have exercised their voting rights.

The prerequisite for exercising the aforementioned rights is that the respective requirements set out in Section III No. 3 (Requirements for following the Annual General Meeting on the Internet and exercising voting rights) are met.

The Annual General Meeting will be transmitted live on July 14, 2020 from 11:00 a.m. (CEST) on the Company's website (<https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>) via the Investor-Portal set up specifically for the Annual General Meeting ("**Investor-Portal**"). The data required to access the Investor-Portal, the number of the registration confirmation and the access code, will be sent to the shareholders with their registration confirmation. Voting rights are not exercised in real time; in particular, the live transmission does not enable participation in the Annual General Meeting within the meaning of Section 118 (1) sentence 2 German Stock Corporation Act (AktG).

The opening of the Annual General Meeting by the chairman of the meeting and the speech of the chairman of the Management Board can also be followed live on the Company's website by other interested parties.

### **3. Requirements for following the Annual General Meeting on the Internet and exercising voting rights**

Pursuant to Section VI, paragraph 14.2 and paragraph 14.3 of the Company's Articles of Association, only those shareholders who register at the following address and proven their eligibility to the Company no later than six days prior to the Annual General Meeting, i.e. no later than Tuesday, July 7, 2020, 24:00 hours (CEST), are entitled to follow the entire Annual General Meeting on the Internet and to exercise their voting rights.

Koenig & Bauer AG  
c/o Computershare Operations Center  
80249 Munich  
or by fax: +49 89 30903-74675  
or by e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

As proof of entitlement, it is sufficient to provide evidence of share ownership by the depositary bank that they were shareholders of the Company at the beginning of the 21st day prior to the Annual General Meeting, i.e. on **Tuesday, June 23, 2020, 0:00 hours (CEST) ("Record Date")**. Like the registration, the proof of shareholding must also be received by the Company at the above address by no later than **Tuesday, July 7, 2020, 24:00 (CEST)**. Proof of share ownership may be furnished in text form in German or English. The Record Date is the decisive date for the

entitlement to follow the entire virtual Annual General Meeting on the Internet and to exercise voting rights. In relation to the Company, only those shareholders who have provided evidence of their shareholdings as of the Record Date shall be deemed shareholders in this respect. The Record Date has no effect on the salability of the share.

Usually, the depositary banks, as the final intermediaries, assume the registration and transmit the proof of share ownership for their customers after the customers have placed an order to register for the Annual General Meeting. Shareholders are therefore requested to contact their respective depositary bank as early as possible to arrange their registration for the Annual General Meeting.

After timely receipt of the registration and proof of shareholding by the Koenig & Bauer AG registration office specified above, the latter will send the shareholders registration confirmations as well as postal voting forms and proxy forms for the Annual General Meeting.

#### **4. Procedure for voting by postal voting**

Shareholders may exercise their voting rights by postal voting. The prerequisite for exercising voting rights by postal voting is registration in due form and time and proof of shareholding in accordance with the provisions of Section III No. 3 above (Requirements for following the Annual General Meeting on the Internet and exercising voting rights).

Voting by postal voting can either be done in text form using the postal voting form provided for this purpose with the confirmation of registration or by means of electronic communication via the password-protected Investor-Portal (<https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>).

##### *Postal voting form*

Votes cast by means of the postal voting form may be transmitted by post, fax or e-mail and must be received by the Company at the address below by **July 13, 2020, 24:00 hours (CEST)**:

Koenig & Bauer AG  
c/o Computershare Operations Center  
80249 Munich  
or by fax: +49 (0) 89 30903-74675  
or by e-mail: [Koenig-Bauer-HV2020@computershare.de](mailto:Koenig-Bauer-HV2020@computershare.de)

The postal voting form can also be downloaded from the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>. An English version of the postal voting form may be downloaded from the Company's website at <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/>

### *Electronic postal voting*

Electronic postal voting is carried out via the Investor-Portal on the Koenig & Bauer AG website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>. Shareholders can find details in the explanations provided there.

Electronic postal voting via the Investor-Portal is still possible during the virtual general meeting, but must be completed by the start of each voting at the latest. Up to this point in time, revocation or a change in voting is also possible via the Investor-Portal.

Proxies (with the exception of the company-nominated proxies) may also use electronic postal voting. The regulations on granting, revocation and proof of proxy remain unaffected.

## **5. Procedure for voting by the proxies appointed by the Company**

The Company again offers shareholders the opportunity to have their voting rights exercised by a proxy appointed by the Company and bound by instructions. The Company has appointed Ms Carolin Rüb and Dr Torsten Bolz - both legal counsels at Koenig & Bauer AG - as company-nominated proxies with the right to sub delegate. If shareholders authorize the named proxies, they must in any case give them explicit instructions for exercising their voting rights. Without these instructions, the proxy is invalid. The proxies are obliged to vote only in accordance with the instructions; they cannot exercise the voting rights at their own discretion. In particular,

the proxies will not accept any instructions to object to resolutions of the Annual General Meeting or to ask questions and/or propose motions.

Even if the company-nominated proxies are authorized, registration and proof of share ownership are required in accordance with the provisions of Section III No. 3 (Requirements for following the Annual General Meeting on the Internet and exercising voting rights).

The granting of the power of attorney to the company-nominated proxies, its revocation and the proof of authorization must be in text form. Shareholders may either use the form that they receive with the confirmation of registration or issue their proxies and instructions via the Investor-Portal.

*Authorization using the form for issuing powers of attorney and instructions*

If shareholders wish to use the form sent with the registration confirmation, the following applies:

Powers of attorney and instructions to the company-nominated proxies must be received by the Company at the following address, fax number or e-mail address by **July 13, 2020, 24:00 hours (CEST)**, by post, fax or e-mail:

Koenig & Bauer AG  
c/o Computershare Operations Center  
80249 Munich  
or by fax: +49 (0) 89 30903-74675  
or by e-mail: [Koenig-Bauer-HV2020@computershare.de](mailto:Koenig-Bauer-HV2020@computershare.de)

The form for granting power of attorney and instructions as well as further information on granting power of attorney and instructions can also be downloaded from the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>. An English version of the form may be downloaded from the Company's website at <https://www.koenig-bauer.com/en/investor-relations/annual-general-meeting/>.

## *Authorization via the Investor-Portal*

It is possible to issue power of attorney and instructions to the proxies of the Company via the Investor-Portal (<https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>) before and also during the virtual Annual General Meeting, but they must be completed by the start of each voting at the latest. Up to this point in time, the revocation of the power of attorney and the instructions or changes to the power of attorney and instructions issued on the Internet are also possible via the Investor-Portal.

### **6. Procedure for voting by proxy**

Shareholders may also exercise their voting rights in the virtual Annual General Meeting by another authorized representative, an intermediary, a shareholders' association, a voting rights advisor, a person who offers to exercise the voting rights in the Annual General Meeting in a businesslike manner vis-à-vis shareholders or by another person of their choice. In this case, too, timely registration and proof of share ownership in accordance with the above conditions under Section III No. 3 (Requirements for following the Annual General Meeting on the Internet and exercising voting rights) are required.

The granting of the power of attorney, its revocation and the proof of authorization vis-à-vis the Company require text form. Intermediaries, shareholders' associations, voting rights advisors and other equivalent persons pursuant to Section 135 (8) of the German Stock Corporation Act (AktG) may stipulate different rules for the form of the proxy authorization. In such a case, shareholders are requested to consult with the person to be authorized in good time regarding any form of proxy authorization that may be required by the latter.

Together with the confirmation of registration, shareholders will receive a proxy form and further information on how to grant power of attorney. The use of the proxy form is not mandatory.

The granting of a power of attorney and its revocation vis-à-vis the Company as well as the transmission of proof of a power of attorney declared to a proxy or its revocation can either be transmitted via the Investor-Portal at

<https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>) or declared at the following address:

Koenig & Bauer AG

c/o Computershare Operations Center

80249 Munich

or by fax: +49 (0) 89 30903-74675

or by e-mail: [Koenig-Bauer-HV2020@computershare.de](mailto:Koenig-Bauer-HV2020@computershare.de)

Proxies cannot physically participate in the Annual General Meeting either. They can only exercise the voting rights of shareholders they represent by postal voting or by granting (sub-)authorization to the company-nominated proxies.

The exercise of rights by proxies by way of electronic communication via the Investor-Portal requires that the respective proxy receives the personal access code sent by the person issuing the power of attorney with the confirmation of registration. The use of the personal access code by the authorized representative is also considered proof of authorization.

If a shareholder authorizes more than one person, the Company may reject one or more of them.

## **7. Shareholders' rights**

### **a) Requests for supplements pursuant to Section 122 (2) AktG**

Shareholders whose shares together amount to one-twentieth of the share capital (this corresponds to € 2,148,221.79 or rounded up to the next higher whole number of shares 826,240 shares) or the proportionate amount of € 500,000.00 (this corresponds to 192,308 shares rounded up to the next higher whole number of shares) may request that items be placed on the agenda and published. The request must be addressed in writing to the Koenig & Bauer AG Management Board and must be received by the Company at least 30 days before the Annual General Meeting; the day of receipt and the day of the Annual General Meeting are not counted. The last possible date of receipt is therefore **Saturday, June 13, 2020, 24:00 hours (CEST)**. Requests for supplements received after this date will not be considered. Please send any such requests to the following address:

To the Management Board  
Koenig & Bauer AG  
Friedrich-Koenig-Strasse 4  
97080 Würzburg  
Fax: +49 (0) 931 909-4880

Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Shareholders submitting a request must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board decides on the request.

**b) Countermotions and election proposals pursuant to sections 126 (1) and 127 AktG**

Shareholders of the Company may submit countermotions to proposals of the Management Board and/or the Supervisory Board regarding certain items on the agenda in accordance with Section 126 (1) German Stock Corporation Act (AktG) as well as nominations for the election of Supervisory Board members or the election of auditors in accordance with Section 127 German Stock Corporation Act (AktG). Such countermotions (together with any reasons) and election proposals must be sent exclusively to the following address of the Company:

Koenig & Bauer AG  
Mrs Corinna Müller  
Friedrich-Koenig-Strasse 4  
97080 Würzburg  
or by fax: +49 (0) 931 909-4880  
or by e-mail: [corinna.mueller@koenig-bauer.com](mailto:corinna.mueller@koenig-bauer.com)

Koenig & Bauer AG will make accessible countermotions and election proposals from shareholders to be made available, which it receives at the above address by Monday, **June 29, 2020, 24:00 hours (CEST)**, on its website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> immediately after receipt.

No countermotions or election proposals may be submitted during the virtual Annual General Meeting. Duly submitted counter-motions and election proposals will be treated in the Annual General Meeting as if they had been made in

the Annual General Meeting if the shareholder making the counter-motion has duly registered for the Annual General Meeting.

**c) Possibility of asking questions pursuant to Article 2 § 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act**

Contrary to Section 131 AktG, shareholders have no right to information at the virtual Annual General Meeting on July 14, 2020; the company-nominated proxies are also not available for this purpose. Instead, shareholders will have the opportunity to submit questions in advance of the Annual General Meeting. However, this does not imply a right to an answer. The Management Board decides on the answers to the questions at its own discretion.

Shareholders registered for the Annual General Meeting and their proxies may submit their questions by the end of July 11, 2020, 24:00 hours (CEST) at the latest only via the password-protected Investor-Portal on the Company's website <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>, stating the number of the registration confirmation. Questions submitted by other means will not be considered. No questions can be asked during the virtual Annual General Meeting.

**d) Appeal against resolutions of the Annual General Meeting according to Article 2 § 1 paragraph 2 Sentence 1 No. 4 COVID-19 Act**

Shareholders who have exercised their voting rights by postal voting or by granting power of attorney to the company-nominated proxies are given the opportunity to object to a resolution of the Annual General Meeting without having to appear in person. The objection can only be made electronically via the password-protected Investor-Portal <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> from the opening of the virtual Annual General Meeting on 14 July 2020 until its closure by the chairman of the meeting.

**8. Further explanations**

Further explanations of the rights of shareholders pursuant to Sections 122 (2), 126 (1) and 127 of the German Stock Corporation Act (AktG), Article 2 Section 1 (2) of the

COVID-19 Act can be found on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

#### **IV. Further information and documents on the Annual General Meeting**

##### **1. Technical notes on the virtual Annual General Meeting**

In order to participate by means of electronic communication, to use the Investor-Portal and to exercise shareholder rights, you need an Internet connection and an Internet-capable terminal. In order to be able to optimally reproduce the image and sound transmission of the Annual General Meeting, a stable Internet connection with a sufficient transmission speed is advisable.

If you use a computer to receive the image and sound transmission of the virtual Annual General Meeting, you will also need a browser and speakers or headphones.

To access the Company's Investor-Portal, you will need your access card, which you will receive unsolicited after you have duly registered. On this access card you will find your individual access data with which you can log in to the Investor-Portal on the registration page.

In order to avoid the risk of restrictions on the exercise of shareholder rights due to technical problems during the virtual Annual General Meeting, we recommend - as far as possible - that you exercise your shareholder rights (in particular your voting rights) before the beginning of the Annual General Meeting. Via the Investor-Portal, registered shareholders or shareholder representatives can exercise their voting rights from Tuesday, June 23, 2020, in accordance with the Record Date.

##### **2. Note on the availability of image and sound transmission**

Shareholders can follow the entire virtual Annual General Meeting via image and sound transmission on the Internet. The image and sound transmission of the virtual Annual General Meeting and the availability of the Investor-Portal may be subject to fluctuations in the current state of technology due to restrictions on the availability of the telecommunications network and limitations on third-party Internet services, over which the Company has no influence.

Therefore, the Company cannot assume any warranties or liability for the functionality and continuous availability of the Internet services used, the network elements of third parties used, the image and sound transmission as well as access to the Investor-Portal and its general availability. The Company also assumes no responsibility for errors and defects in the hardware and software used for the online service, including those of the service companies used, unless there is intent. For this reason, the Company recommends that the above-mentioned options for exercising rights, in particular for exercising voting rights, be used at an early stage.

### **3. Reference to the company's website**

The invitation to the virtual Annual General Meeting, the other documents to be made available to the Annual General Meeting and all other information in connection with the virtual Annual General Meeting are available on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

### **4. Voting results**

The voting results determined by the chairman of the meeting are also published on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

### **5. Notes on data protection**

If you register for the Annual General Meeting or grant a proxy, Koenig & Bauer AG will collect personal data about you and/or your proxy. This is done to enable shareholders to exercise their rights at the Annual General Meeting.

Koenig & Bauer AG processes your data as the responsible party in accordance with the provisions of the EU Data Protection Basic Regulation (DSGVO) and all other relevant laws. Details on the handling of your personal data and your rights under the DSGVO can be found on the Company's website at

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

Würzburg, June 2020  
Koenig & Bauer AG  
the Management Board



**Koenig & Bauer AG**

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