

KOENIG & BAUER

**95th Annual General Meeting of Koenig & Bauer AG
without physical presence of the shareholders or their proxies (with the
exception of the proxies appointed by the Company)
on Tuesday, 14 July 2020 at 11:00 a.m.**

Explanatory notes

**Pursuant to Section 121 para. 3 No. 3 German AktG (AktG)
on the shareholders' rights pursuant to Sections 122 para. 2, 123 para. 1, 126 para. 1,
127, 131 para. 1 of the German AktG (AktG) in conjunction with Article 2 Section 1 of
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")**

1. Request for additions to the agenda pursuant to Section 122 para. 2 AktG

Shareholders of Koenig & Bauer AG, 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 pursuant to Section 122 para. 2 AktG (AktG). In the present case, the proportionate amount of € 500,000 (equivalent to 192,308 no-par value shares) is lower; therefore the respective ownership in shares is sufficient.

Any new agenda item must be accompanied by a statement of reasons or a draft resolution. The request is to be sent in written form to the Management Board of Koenig & Bauer AG and must have been received by the company at least 30 days prior 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 **Saturday, June 13, 2020, 24:00 hours (CEST)**. Requests for additions received later will not be considered.

Please send respective written requests to the following address:

To the Managing Board
Koenig & Bauer AG
Friedrich-Koenig-Strasse 4
97080 Würzburg
Germany

Pursuant to Section 122 para. 2 sentence 1 AktG, the provision of section 122 para. 1 sentence 3 AktG are applicable to requests for additions. Accordingly, the applicants are to prove that they have owned the shares for at least 90 days prior to the date of receipt of the request and that they will continue to hold the shares until

the Management Board decides on the request. Section 121 para. 7 AktG is to be observed when calculating this period.

Additions to the agenda to be announced shall be published in the federal gazette (*Bundesanzeiger*) immediately after receipt of the request by the Company and shall be forwarded for publication to such media for which it can be assumed that they will disseminate the information throughout the European Union, and will be announced in accordance with the relevant provisions and published under <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

The provisions of the German AktG that these shareholders' rights are based on are the following:

Section 122 German AktG

Calling of a Meeting at the Request of a Minority (excerpt)

- (1) The general meeting is to be called, if shareholders whose holding in aggregate equals or exceeds one-twentieth of the share capital demand such meeting in writing stating the purpose and the reasons of such meeting; such demand is to be addressed to the management board. The articles of association may provide that the right to demand a general meeting shall require another form or the holding of a lower proportion of the share capital. The shareholders who have made the demand shall provide evidence to the effect that they have held the shares for at least 90 days prior to the receipt of the demand and that they will hold the shares until the management board decides upon the demand. Section 121 para. 7 shall apply accordingly.*
- (2) In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to € 500,000 may demand that items be put on the agenda and published. Each new item is to be accompanied by reasons or a draft resolution. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.*

[..]

Section 124 AktG

Publication of requests for supplements; proposals for resolutions

- (1) If the minority has requested that items be placed on the agenda in accordance with Section 122 para. 2, such items shall be announced either at the time the meeting is convened or, failing that, immediately upon receipt of the request. Section 121 para. 4 shall apply mutatis mutandis; in addition, Section 121 para. 4a shall apply mutatis mutandis to listed companies. Announcement and forwarding shall be effected in the same manner as for the convening of the meeting.*

[..]

2. Countermotions and election proposals pursuant to Sections 126 para. 1, 127 German 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 para. 1 AktG as well as nominations for the election of Supervisory Board members or the election of auditors in accordance with Section 127 AktG.

Pursuant to Section 124 para.3 sentence 4 AktG, nominations for the election of Supervisory Board members or auditors must include the name, profession and place of residence of the person nominated (in the case of legal entities, the company name and registered office). Pursuant to Section 125 para. 1 sentence 5 AktG, nominations for the election of Supervisory Board members must also contain information on their membership in other statutory supervisory boards; information on their membership in comparable domestic and foreign supervisory bodies of commercial enterprises should be enclosed.

Countermotions (together with any reasons) and nominations for election by shareholders for the Annual General Meeting must be sent exclusively to the following address of the Company:

Koenig & Bauer AG
Mrs Corinna Müller
Friedrich-Koenig-Straße 4
97080
Würzburg
Germany
Telefax: +49 (0) 931 909-4880
E-Mail: 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. Potential statements by the Company shall also be made available on the aforementioned website.

The Company may refrain from publishing a countermotion and its grounds if one of the exclusion criteria pursuant to section 126 para. 2 AktG applies. Pursuant to section 126 para. 2 AktG, a countermotion and its reasons do not need to be made accessible,

- insofar as the Management Board would render itself liable to prosecution by making such information available;

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- if the countermotion would lead to a resolution of the Annual General Meeting that would be contrary to the law or the Articles of Association;
- if the statement of reasons contains statements which are manifestly false or misleading in material respects or if it is defamatory;
- if a countermotion of the shareholder based on the same facts has already been made available to a general meeting of the Company pursuant to Section 125 AktG;
- if the same countermotion of the shareholder with essentially the same grounds has already been made accessible to at least two Annual General Meetings of the Company in the past five years pursuant to Section 125 AktG and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting;
- if the shareholder indicates that he will not participate in the Annual General Meeting and will not be represented by a proxy; or
- if the shareholder has not made, or has not caused to be made, a countermotion communicated by him at two Annual General Meetings within the last two years.

The reasons for a countermotion need not be made accessible if they exceed 5,000 characters in total (section 126 para. 2 sentence 2 AktG).

The above-mentioned exclusion criteria of section 126 para. 2 AktG apply accordingly to election proposals in accordance with section 127 sentence 1 AktG, with the exception of the circumstances relating to the reasons (as explained, election proposals do not have to be reasoned). In accordance with section 127 sentence 3 AktG, an election proposal does not have to be made accessible either if the proposal does not contain the name, the profession exercised and the place of residence (in case of legal entities, the company name and registered office) of the person proposed. Furthermore, nominations for the election of Supervisory Board members do not have to be made accessible if they are not accompanied by information on the proposed candidate's membership of other statutory supervisory boards within the meaning of section 125 para. 1 sentence 5 AktG (section 127 sentence 3 AktG).

Shareholders are requested to provide evidence of their status as shareholders at the time of submission of the countermotion or nomination.

No countermotions or election proposals can be made during the virtual Annual General Meeting. Duly submitted countermotions 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 countermotion or election proposal has duly registered for the Annual General Meeting.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are as follows:

Section 124 AktG

Publication of requests for supplements; proposals for resolutions (extract)
[..]

(3) [...] [sentence 4] The proposal for the election of Supervisory Board members or auditors shall state their names, profession and place of residence. [...]

Section 125 AktG

Notices to shareholders and members of the Supervisory Board (excerpt)

(1) [...] In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership in other Supervisory Boards to be formed by law; information on their membership in comparable domestic and foreign supervisory bodies of commercial enterprises shall be enclosed.

[..]

Section 126 AktG

Motions from shareholders

(1) Motions by shareholders, including the name of the shareholder, the grounds and any comment by the management, shall be made available to the entitled persons referred to in Section 125 paras. 1 to 3 under the conditions specified therein if the shareholder has sent a countermotion against a proposal of the Management Board and Supervisory Board on a specific item on the agenda, together with the grounds, to the address specified for this purpose in the notice of meeting at least 14 days before the meeting of the Company. The day of receipt shall not be counted. In case of listed companies, the information must be made available on the company's website. Section 125 para. 3 shall apply accordingly.

(2) A countermotion and its reasons need not be made accessible,

- 1. insofar as the Management Board would render itself liable to prosecution by making such information available,*
- 2. if the countermotion would lead to a resolution of the Annual General Meeting that would be contrary to the law or the Articles of Association,*
- 3. if the statement of reasons contains statements which are manifestly false or misleading in material respects or if it is defamatory,*
- 4. if a countermotion of the shareholder based on the same facts has already been made available to a General Meeting of the Company pursuant to section 125,*
- 5. if the same countermotion of the shareholder with essentially the same grounds has already been made accessible to at least two General Meetings of the Company pursuant to section 125 within the past five years and less than one-twentieth of the share capital represented voted in favor of it at the General Meeting,*
- 6. if the shareholder indicates that he will not participate in the Annual General Meeting and will not be represented by a proxy, or*
- 7. if the shareholder has failed to make or cause to be made a countermotion communicated by him at two Annual General Meetings within the last two years.*

The statement of reasons need not be made accessible if it is longer than 5,000 characters in total.

(3) If several shareholders submit countermotions on the same subject matter of the resolution, the Management Board may combine the countermotions and their grounds.

Section 127 AktG

Election proposals from shareholders

Section 126 shall apply mutatis mutandis to a shareholder's nomination of candidates for the election of Supervisory Board members or auditors. No reasons need be specified for the nomination. The Management Board need not make the nomination available even if the nomination does not contain the information required under section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5. The Management Board shall provide the following information on a shareholder's proposal for the election of Supervisory Board members of listed companies to which the Co-Determination Act, the Coal and Steel Co-Determination Act or the Co-Determination Supplementary Act applies:

- 1. Reference to the requirements of section 96 para. 2,*
- 2. information as to whether the overall fulfilment pursuant to section 96 para. sentence 3 was objected to, and*
- 3. information of the minimum number of seats on the Supervisory Board that must be occupied by both women and men in order to meet the minimum percentage requirement pursuant to section 96 para. 2 sentence 1.*

3. Possibility of asking questions pursuant to Article 2 section 1 para 2 sentence 1 no. 3, sentence 2 COVID-19 Act questions according to Article 2 Section 1 para. 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.

Shareholders who have registered for the Annual General Meeting and their proxies may submit their questions **until 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.

The Management Board decides which questions to answer and how to answer them at its own discretion. In particular, it may summarize questions and select meaningful questions in the interest of the other shareholders. Furthermore, the Management Board may give preference to shareholder associations and institutional investors with significant voting interests. The Management Board

reserves the right to answer recurring questions in general form in advance on the Company's website.

The provisions of the COVID-19 Act on which this possibility for shareholders to ask questions is based are as follows:

Article 2 Section 1 COVID-19 Act

Public limited liability companies; partnerships limited by shares; European Companies (SE); mutual insurance companies (extract)

[...]

(2) The Management Board may decide that the meeting is held as a virtual general meeting without the physical presence of the shareholders or their proxies, provided

[...]

3. the shareholders are given the opportunity to ask questions by way of electronic communication,

[...].

The Board of Directors shall decide, at its sole discretion, which questions to answer and how to answer them; it may also stipulate that questions must be submitted by electronic communication at least two days before the meeting.

4. Appeal against resolutions of the Annual General Meeting according to Article 2 Section 1 para. 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.

The provisions of the COVID-19 Act on which this shareholder right is based are as follows:

Article 2 Section 1 COVID-19 Act

Public limited liability companies; partnerships limited by shares; European Companies (SE); mutual insurance companies (extract)

[...]

(2) The Management Board may decide that the meeting is held as a virtual general meeting without the physical presence of the shareholders or their proxies, provided

[...]

4. the shareholders who have exercised their voting rights in accordance with No. 2 are given the opportunity to object to a resolution of the Annual General Meeting, in deviation from Section 245 No. 1 of the German AktG, waiving the requirement to appear at the Annual General Meeting.

[...].

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Würzburg, June 2020
The Management Board

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