

# KOENIG & BAUER

**96<sup>th</sup> Annual General Meeting of the Koenig & Bauer AG without physical presence of shareholders or their proxies (with the exception of proxies appointed by the Company)  
on Tuesday, May 11, 2021, at 11:00 a.m.**

## **Explanatory note on agenda item 1 pursuant to section 124 a sentence 1 No. 2 German Stock Corporation Act (AktG)**

Agenda item 1 provides for the 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 group as of December 31, 2020, and of the Supervisory Board's report and the Corporate-Governance report for the business year 2020 and the non-financial group report. The stated documents also include the compensation report and the explanatory report regarding the information pursuant to Section 289a para. 1 as well as pursuant to Section 315a para. 1 of the German Commercial Code (*Handelsgesetzbuch -HGB*).

A resolution on this agenda item is not intended for the following reasons: A resolution on the annual financial statements, established by the Management Board is expendable since the Supervisory Board has approved and adopted the annual financial statements in its meeting on March 23, 2021 pursuant to Section 172 para.1 1. halvesentence German Stock Corporation Act (*Aktiengesetz - AktG*). Furthermore, the Supervisory Board has approved the consolidated financial statements in the same meeting on March 23, 2021. Management and Supervisory Board did not make use of the possibility granted pursuant to Section 172 para. 1 2. halvesentence in connection with Section 173 AktG pertaining to the annual financial statements. Additionally, Section 173 para. 1 sentence 2 AktG is not applicable in terms of the consolidated financial statements. A resolution of the Annual General Meeting is therefore not provided for as agenda item 1.

The documents referred to in Section 175 para. 2 AktG are published and available on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> from the day on which the Annual General Meeting is convened.

They will also be accessible there during the virtual Annual General Meeting. The documents will be sent to shareholders by mail on request. Furthermore, all the above documents will be explained at the virtual Annual General Meeting.

Würzburg, March 2021

The Management Board

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