

KOENIG & BAUER

96th Annual General Meeting of Koenig & Bauer AG

on Tuesday, May 11, 2021, at 11:00 a.m. (CEST)

Virtual Annual General Meeting without physical presence of shareholders or their proxies (except for proxies appointed by the Company)

Notes on postal voting, authorizing third parties and issuing powers of attorney and instructions to the proxies appointed by the Company

Dear Shareholders,

Based on the Act to Mitigate the Consequences of the COVID 19 Pandemic in Civil, Insolvency and Criminal Procedure Law (Federal Law Gazette I 2020, p. 569), extended and last amended by Article 11 of the Act to Further Shorten the Residual Debt Exemption Procedure and to Adjust Pandemic-Related Provisions in Corporate, Cooperative, Association and Foundation Law as well as in Tenancy and Lease Law of December 22, 2020, the Koenig & Bauer AG management board, with the consent of the supervisory board, has decided to hold this year's Annual General Meeting as a virtual meeting without the physical presence of shareholders or their proxies (except for proxies appointed by the company).

In the following, we would like to provide you with some information on exercising your shareholder rights, in particular your voting rights, at the virtual Annual General Meeting.

I. **Registration for the virtual Annual General Meeting: Prerequisite for exercising shareholder rights, in particular voting rights**

Only persons who are shareholders of the Company at the beginning of the 21st day before the Annual General Meeting, i.e. on Tuesday, April 20, 2021, at 0:00 hours (CEST) ("Record Date"), register for the Annual General Meeting in due time and prove their entitlement to exercise shareholder rights (hereinafter: "duly registered shareholders") are entitled to exercise shareholder rights, in particular voting rights. Proof of share ownership by the ultimate intermediary pursuant to Section 67c (3) AktG shall suffice as proof of entitlement.

The registration and the proof must be received by the Company at the following address no later than Tuesday, May 4, 2021, 24:00 hours (CEST):

Koenig & Bauer AG
c/o Computershare Operations Center
80249 Munich
Germany
Fax: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

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After timely receipt of the registration and proof of share ownership at the above-mentioned registration office of Koenig & Bauer AG, the latter will send the shareholders registration confirmations and a form for postal voting or voting by proxy of the Company (hereinafter: "form for postal voting and voting by proxy") for the Annual General Meeting.

II. Functions of the registration confirmation

With the help of the registration confirmation, shareholders can

1. exercise their voting rights by mail, by fax or by e-mail or electronically via the online portal (hereinafter "InvestorPortal") by absentee ballot or
2. authorize a third party and issue power of attorney and instructions to the proxies authorized by the Company.

To ensure the smooth running of the Annual General Meeting and the proper exercise of voting rights, we ask all shareholders to note the following information:

III. Registration for the InvestorPortal

All shareholders can use the InvestorPortal to exercise their shareholder rights and in particular to vote by electronic mail or to issue their proxy and instructions electronically to the proxies appointed by the Company. Shareholders can access the InvestorPortal via the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>. It will be available from Tuesday, April 20, 2021.

Properly registered shareholders should first enter the "registration confirmation number" and the internet access code to log in to the InvestorPortal. This information is printed in the top right-hand corner of the registration confirmation. After clicking on the REGISTER button, shareholders still have to accept that they have read and understood the terms of use.

Shareholders can then choose whether they wish to grant power of attorney with instructions to the proxies nominated by the Company, authorize a third party or vote by postal vote. To do this, the corresponding items "Grant proxy with instructions to the Company-nominated proxies", "Grant proxy to a third party" or "Vote by postal vote" must be marked as desired.

In the next step, either the power of attorney together with instructions can be issued to the proxies, or the power of attorney can be issued to a third party, or the vote can be cast directly by electronic postal vote. When issuing instructions/voting, shareholders can choose either to

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vote yes or no to all the resolutions proposed by the management or to issue instructions or vote separately on each individual resolution proposal. There is also the option of abstaining from voting. Once they have issued all instructions or cast all votes, shareholders then click CONFIRM.

A confirmation of the issuance of the proxy and instructions or the postal vote will then appear. At the bottom of the page, shareholders can click on the appropriate button "HIDE THE FLOW", "PRINT CONFIRMATION", "AMENDMENT", "REVOCATION", or log out of the system.

IV. Granting power of attorney and issuing instructions to the proxies nominated by the Company, granting power of attorney to a third party or postal vote

All shareholders who have duly registered may, both before and during the Annual General Meeting, authorize the proxies nominated by the Company to exercise their voting rights on their behalf in accordance with their instructions (Item IV.1), grant power of attorney to a third party (Item IV.2) or cast their vote by postal vote (Item IV.3).

1. Granting power of attorney and issuing instructions to the proxies nominated by the Company

For this year's Annual General Meeting on May 11, 2021, the Company has appointed Mr. Bernd Borchardt and Mr. Julian Sauerbrey - both Legal Counsels at Koenig & Bauer AG - each individually with the right to sub-authorize as proxies of the Company. The Company proxies will exercise voting rights only in accordance with the instructions issued by the shareholders. We kindly ask all shareholders to note that granting power of attorney and issuing instructions to Mr. Borchardt and Mr. Sauerbrey is only possible with regard to the resolutions proposed by the management on the agenda items published in the Federal Gazette together with the invitation to the Annual General Meeting and with regard to counter motions and election proposals in accordance with sections 126 (1), 127 AktG.

a. Issuing powers of attorney and instructions by mail, fax or e-mail

Shareholders may use the forms for postal voting and voting by proxy sent out with the registration confirmations for granting power of attorney and issuing instructions to the proxies appointed by the Company. Please send the completed and signed form by mail, fax or e-mail by no later than **May 10, 2020, 24:00 hours (CEST)** to the following address:

Koenig & Bauer AG
c/o Computershare Operations Center
80249 Munich
Germany

KOENIG & BAUER

Germany

Fax: +49 (0) 89 30903-74675

E-Mail: anmeldestelle@computershare.de

b. Electronic issuing of proxies and instructions by using the InvestorPortal

All shareholders can also issue a proxy and instructions to the proxies appointed by the Company by using the InvestorPortal. Proxies and instructions should be issued as early as possible, but must be issued during the Annual General Meeting by no later than the start of voting, which will be announced by the chairman of the meeting.

2. Authorization of a third party

a. Granting of power of attorney

If neither an intermediary (e.g. a bank) nor a person or institution equivalent to a bank pursuant to Section 135 (8) AktG (e.g. a shareholders' association) but another third party is authorized, the proxy must be issued in text form (Section 126b BGB) to the Company or directly to the proxy. Shareholders are requested to use the form for postal voting and proxy voting for this purpose, which properly registered shareholders receive together with the confirmation of registration for the Annual General Meeting and which also contains the form field for the authorization of a third party.

Proxies to third parties may also be issued via the InvestorPortal before and during the Annual General Meeting.

b. Proof of authorization

It is necessary to provide proof of authorization. Shareholders are requested to use the following address for the transmission of the proof of authorization by mail, by fax or by e-mail:

Koenig & Bauer AG
c/o Computershare Operations Center
80249 Munich
Germany
Germany
Fax: +49 (0) 89 30903-74675
E-mail: anmeldestelle@computershare.de

The same applies to the granting of proxy by declaration to the Company; in this case, separate proof of the granting of proxy is not required.

c. Exercise of voting rights by proxy

Voting by proxy may be transmitted to the Company either by mail, fax or

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e-mail. For this purpose, proxies may use the form for postal voting and proxy voting which is sent to the duly registered shareholders together with the confirmation of registration.

Votes cast by proxy by mail, fax or e-mail must also be received at the above address by no later than **May 10, 2021, 24:00 hours (CEST)**.

Voting by proxy is also possible via the InvestorPortal. This requires that the proxy receives the proxy's access data from the authorizer in good time and agrees to the terms of use. The instructions given in section III. must be observed when registering for the InvestorPortal.

3. Postal vote

a. Postal vote by mail, fax or e-mail

Prior to the Annual General Meeting, votes may be submitted to the Company by postal vote either by mail, fax or e-mail. Shareholders can use the form for postal voting and voting by proxy, which will be sent to them together with the registration confirmation after proper registration. Votes cast by postal vote must be received at the latest by the end of **May 10, 2021, 24:00 hours (CEST)** at the following address:

Koenig & Bauer AG
c/o Computershare Operations Center
80249 Munich
Germany
Germany
Fax: +49 (0) 89 30903-74675
E-mail: anmeldestelle@computershare.de

The same applies to the amendment or revocation of postal votes by this means.

b. Postal voting using the InvestorPortal

Up to the date of the Annual General Meeting and for the duration thereof, shareholders may also cast their votes by postal voting via the InvestorPortal. Voting via the InvestorPortal is possible until the start of voting, which will be announced by the chairperson of the meeting. We kindly ask all shareholders to note that voting by postal vote electronically via the InvestorPortal - before or during the Annual General Meeting (until the start of voting) - is only possible with regard to the resolutions proposed by the management on the agenda items published in the Federal Gazette together with the invitation to the Annual General Meeting and with regard to counter motions and election proposals in accordance with sections 126 (1), 127 AktG.

4. Revocation / amendment of the proxy and instructions issued via the InvestorPortal or postal votes cast.

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Via the InvestorPortal, shareholders can revoke their proxy once issued and change instructions issued or change their vote once cast. Revocations and amendments must also be made no later than the start of voting, which will be announced by the chairperson of the meeting.

V. Notes on the ranking of instructions issued to the Company-nominated proxies and postal votes cast

If shareholders have issued their votes by postal vote or their proxies and instructions to the Company-nominated proxies in different ways, we consider the proxies and instructions or votes received with the most recent date of issue to be binding, irrespective of the date of receipt.

If, in addition, declarations differing from one another are received by different means of transmission and it is not clear which was issued last, they will be taken into account in the following order:

1. via InvestorPortal, 2. by e-mail, 3. by fax, and 4. in paper form.

If shareholders have issued a power of attorney but no instructions to the Company's proxies, the proxies cannot represent these shareholders. In this case they will abstain from voting. We therefore ask all shareholders to issue their instructions by checking the boxes provided for this purpose.

If we receive both a vote by postal vote and a proxy with instructions for the Company's proxies, we regard the vote by postal vote as binding.

VI. Electronic confirmation of the vote and proof of the vote count

1. Electronic confirmation of voting

Pursuant to Section 118 (1) sentence 3 AktG, shareholders or their proxies who cast votes by electronic postal voting shall receive from the Company an electronic confirmation of the electronic exercise of voting rights in accordance with the requirements of Article 7 (1) of the Implementing Regulation (EU) 2018/1212. This confirmation shall be provided directly to the shareholder or, in the case of a proxy, to the proxy after the electronic postal vote has been cast in the InvestorPortal of the Company. If the vote is not cast by the shareholder himself, but by an intermediary within the meaning of Section 67 (4) AktG by means of electronic postal voting, the intermediary shall, pursuant to Section 118 (1) sentence 4 AktG, immediately provide the shareholder with the electronic confirmation of the electronic exercise of the voting right. The Company reserves the right to use a third party to transmit the electronic confirmation of the vote.

VII. Proof of the vote count

Pursuant to Art. 129 par. 5 AktG, voting shareholders or their proxies may request confirmation from the Company within one month of the Annual

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General Meeting, i.e. by Friday, **June 11, 2021, 24:00 hours (CEST)**, as to whether and how the votes cast were counted. The request is to be sent to the following address:

Koenig & Bauer AG
Investor Relations
Friedrich-Koenig-Straße 4
97080 Würzburg
Germany
Fax: +49 (0) 931 909 4880
E-Mail: hauptversammlung@koenig-bauer.com

The Company or a third party commissioned by it to transmit the confirmation, shall transmit a confirmation to the shareholder or his proxy in accordance with the requirements of Article 7 (2) of the Implementing Regulation (EU) 2018/1212 within the fifteen-day period pursuant to Article 9 (5) subparagraph 2 of the Implementing Regulation (EU) 2018/1212. If the votes are not cast by the shareholder himself, but by an intermediary within the meaning of Section 67 (4) AktG, and if the intermediary requests the transmission of the aforementioned confirmation, the intermediary shall transmit this confirmation on the counting of the votes cast to the shareholder without undue delay.

Würzburg, March 2021

The Board of Managing Directors
Koenig & Bauer AG
Friedrich-Koenig-Str. 4
97080 Würzburg