

KOENIG & BAUER

96th Annual
General Meeting
Invitation



we're on it.

Koenig & Bauer AG, Würzburg

96th Annual General Meeting

WKN 719350

ISIN DE0007193500

We cordially invite the shareholders to the 96th Annual General Meeting of our Company on

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

The Annual General Meeting will be held as a virtual Annual General Meeting. For registered shareholders and shareholder representatives of Koenig & Bauer AG, the virtual Annual General Meeting will be transmitted live in image and sound from the Vogel Convention Center (VCC), Max-Planck-Straße 7-9, 97082 Würzburg, Germany, as the venue of the Annual General Meeting. Shareholders' voting rights may be exercised exclusively by postal vote or by granting power of attorney to the proxies nominated by the Company. This does not affect the possibility of authorizing third parties. Physical participation of shareholders and their proxies (with the exception of proxies nominated by the Company) 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 the approved consolidated financial statements and the combined management report for Koenig & Bauer AG and the Koenig & Bauer Group as at December 31, 2020, as well as the report of the Supervisory Board and the corporate governance report for the 2020 business year and the non-financial Group report**
- 2) Resolution on the appropriation of the profits of Koenig & Bauer AG for the business year 2020**

- 3) **Resolution on the discharge of the members of the Koenig & Bauer AG Management Board for the business year 2020**
- 4) **Resolution on the discharge of the members of the Koenig & Bauer AG Supervisory Board for the business year 2020**
- 5) **Appointment of the public auditor and the group auditor for the business year 2021**
- 6) **Elections to the Supervisory Board**
- 7) **Resolution on the approval of the compensation system for the members of the Management Board („Say on Pay“) in accordance with Section 120a (1) Stock Corporation Act (AktG)**
- 8) **Resolution on the remuneration of the members of the Supervisory Board and on the amendment of Section V, item 13 „Supervisory Board Remuneration“ of the Articles of Association of Koenig & Bauer AG**
- 9) **Resolution on the approval of two profit and loss transfer agreements**
 - **Profit and loss transfer agreement between Koenig & Bauer AG and Koenig & Bauer Banknote Solutions GmbH**
 - **Profit and loss transfer agreement between Koenig & Bauer Banknote Solutions GmbH and Koenig & Bauer Banknote Solutions (DE) GmbH**

II. Proposals for resolutions

- 1) **Presentation of the adopted annual financial statements and the approved consolidated financial statements and the combined management report for Koenig & Bauer AG and the Koenig & Bauer Group as at December 31, 2020, as well as the report of the Supervisory Board and the corporate governance report for the 2020 business year and the non-financial Group report**

The aforementioned documents also include the remuneration report and the explanatory report on the disclosures pursuant to Section 289a (1) of the German Commercial Code (Handelsgesetzbuch - HGB) and Section 315a (1) HGB. The documents are published and available on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> from the date of convening and will also be accessible there during the virtual Annual General Meeting. They will also be sent to shareholders by mail on request. Finally, these documents will also be explained at the virtual Annual General Meeting. At its meeting on March 23, 2021, the Supervisory Board approved the annual financial statements prepared by the Management Board; the annual financial statements are thus adopted. At the same meeting it also approved the consolidated financial statements. In accordance with the statutory provisions, no resolution is therefore to be adopted by the Annual General Meeting on this agenda item.

2) Resolution on the appropriation of the profits of Koenig & Bauer AG for the business year 2020

The Management Board and Supervisory Board propose that the unappropriated profit of EUR 29,528,160.81 for the 2020 business year be carried forward to new account.

The unappropriated profit is composed of the

Unappropriated profit for the 2020 business year	EUR 21,265,769.31
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and

the unappropriated profit for the business year 2019	EUR 8,262.391.50
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Total	EUR 29,528,160.81
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3) Resolution on the discharge of the members of the Koenig & Bauer AG Management Board for the business year 2020

The Supervisory Board and the Management Board

propose that discharge be granted for the current members of the Management Board of Koenig & Bauer AG for the business year 2020.

4) Resolution on the discharge of the members of the Koenig & Bauer AG Supervisory Board for the business year 2020

The Management Board and the Supervisory Board propose that discharge be granted for the current members of the Supervisory Board of Koenig & Bauer AG for the business year 2020.

5) Appointment of the public auditor and the group auditor for the business year 2021

On the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Nuremberg branch, be elected as auditors of the annual financial statements and auditors of the consolidated financial statements for the business year 2021.

Both the recommendation of the Audit Committee and the proposal of the Supervisory Board are free from undue influence by third parties. Nor were there any regulations that would have restricted the choices with regard to the selection of a particular auditor or audit firm to perform the audit.

6) Elections to the Supervisory Board

At the end of the Annual General Meeting on May 11, 2021, the term of office of the Supervisory Board member elected as a shareholder representative, Dipl.-Ing. Matthias Hatschek, will end.

Mr. Hatschek has kindly agreed to stand for a further term of office.

Mr. Hatschek has been a shareholder representative on the Supervisory Board since 2006. In the interests of the Company, Koenig & Bauer does not impose any regular limit on membership of the Supervisory Board, so that the individual knowledge and professional

qualifications of the Supervisory Board members can be utilized without rigid time limits.

Particularly for the efficiency and restructuring program Performance 2024 extended (P24x), the Supervisory Board considers Mr. Hatschek's continued participation in the Supervisory Board to be expedient in terms of continuity due to his many years of Koenig & Bauer expertise and his specific competence profile. For this reason, the supervisory board very much welcomes his willingness to stand for re-election.

Pursuant to Section V, item 9.1 of the Koenig & Bauer AG Articles of Association, the Koenig & Bauer AG Supervisory Board consists of a total of twelve members and, in accordance with Sections 96 (1), (2) and 101 of the German Stock Corporation Act (Aktiengesetz - AktG) in conjunction with Sections 1 (1) and 7 (1) sentence 1 no. 1 Co-determination Act (Mitbestimmungsgesetz - MitbestG), is made up of six shareholder and six employee representatives on the Supervisory Board, and at least 30 percent each of women and men.

The minimum quota must be fulfilled separately on the Koenig & Bauer AG Supervisory Board for both sides, the shareholder and the employee representative side, as the employee representative side has 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 and Professor Dr.-Ing. Gisela Lanza. The female employee representatives are Mrs. Julia Cuntz and Mrs. Simone Walter. The remaining Supervisory Board members are men. The minimum quota is therefore currently met on both the shareholders' side and the employees' side and would remain to be fulfilled on the shareholders' side following the re-election of Mr. Hatschek.

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

Mr. Dipl.-Ing. Matthias Hatschek, entrepreneur, resident in St. Martin/ Austria,

be elected to the Supervisory Board of Koenig & Bauer AG as a shareholder representative with effect from the end of the Annual General Meeting on May 11, 2021 for the period until the end of the Annual General Meeting which resolves on the formal approval of the actions of the Supervisory Board for the business year 2025.

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

At Koenig & Bauer AG, the recommendations of the German Corporate Governance Code on the independence of supervisory board members (C.6 to C.12) are complied with in full.

The election proposal takes into account the objectives resolved by the supervisory board for its composition and thus also takes into account the completion of the competence profile drawn up by the supervisory board for the entire body.

The Supervisory Board has satisfied itself that Mr. Hatschek can devote the time required to exercise the mandate.

At the same time, in accordance with recommendation C.6, the ownership structure should be taken into account on the shareholder side of the Supervisory Board. Mr. Hatschek is a minority shareholder of MKB Holding GmbH, which is the owner of AlternInvest GmbH from Vienna/Austria. Alterninvest GmbH holds a significant share in the share capital of Koenig & Bauer AG of 10.2 percent.

Information pursuant to Section 125 (1) sentence 5 AktG and further information on the Supervisory Board candidate proposed under agenda item 6:

Mr. Hatschek is not a member of any other statutory supervisory board of a German company or of any comparable domestic or foreign supervisory bodies of business enterprises.

Personal data:

Place of residence: St. Martin, Austria

Born: 1964

Nationality: Austrian

Activities in the Supervisory Board Committees:

Strategy Committee

Nominating Committee

Mediation Committee pursuant to Sec. 27 (3) German Co-Determination Act (Mitbestimmungsgesetz - MitbestG)

Current full-time occupation:

- Managing directors in Austrian forestry operations
- Managing director in a real estate development and management company
- Managing director in an industrial and corporate investment company

Professional background and experience:

- since 1993 entrepreneurially active as managing partner in various companies
- Extensive expertise in the field of sustainability through many years of operational management of large forestry operations in Austria
- High strategic competence through further development of the family-owned companies through various M&A activities with successful integration of the acquired companies
- Major involvement as a start-up investor with successful start-ups in the fields of information technology, wood pellets and pet supplies

Qualification:

- 1990 Graduation in Forestry, University of Natural Resources and Applied Life Sciences, Vienna
- Degree: Dipl.-Ing.

Competency Profile:

Dipl.-Ing. Matthias Hatschek has been entrepreneurially active since 1993 as managing partner in various companies, currently in Austrian forestry companies, in a real estate development and management company as well as in an industrial and corporate investment company. Due to his many years as a managing director, Mr. Hatschek has extensive management experience. Furthermore, he is a proven expert in the field of sustainability through the operational management of large forestry operations in Austria with planning periods of up to 100 years and a focus on nature conservation. Mr. Hatschek is characterized by a high level of strategic competence, which he has demonstrated through the further development of the family-owned companies through various M&A activities with successful integration of the acquired companies. As a full-blooded entrepreneur, Mr. Hatschek is also involved as a start-up investor with successful company formations in the areas of information technology, wood pellets and animal supplies.

On the Supervisory Board of Koenig & Bauer AG, Mr. Hatschek serves on the Strategy, Nomination and Mediation Committees pursuant to Section 27 (3) MitbestG. Taking into account the competence profile of the Supervisory Board of Koenig & Bauer AG, Mr. Hatschek covers the areas of sustainability and markets/products/communication in particular due to his career and professional experience and, as a holistic entrepreneurial personality, has extensive management experience and strategic competence. With the intended composition, the Supervisory Board as a whole has the knowledge, skills and professional experience required to properly perform its duties, as well as corresponding sector knowledge.

Mr. Hatschek has been a member of the Supervisory Board as a shareholder representative since 2006. In the interests of the Company, Koenig & Bauer does not impose any regular time limit for membership of the Supervisory Board, so that the individual knowledge and professional qualifications of the Supervisory Board members can be utilized without rigid time restrictions. In particular for the efficiency and restructuring program Performance 2024 extended (P24x), the supervisory board considers Mr. Hatschek's continued participation in the supervisory board to be expedient in terms of continuity. With the intensive involvement of the Supervisory Board and the Strategy Committee, the company set up a performance project from the end of 2019 which was approved by the Supervisory Board in September 2020 as program P24x. With a five-year term, the program is aimed at a large number of operational changes, strategic measures, efficiency improvements and process adjustments. From the company's point of view, it is extremely important that - as far as possible - the Supervisory Board members involved in the decision-making process also accompany implementation into 2024 and beyond, if necessary.

The curriculum vitae of Dipl.-Ing. Matthias Hatschek and further information can also be found on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

7) Resolution on the approval of the compensation system for the members of the Management Board („Say on Pay“) in accordance with Section 120a (1) Stock Corporation Act (AktG)

A new Section 120a AktG was introduced with the Act Implementing the Second Shareholders' Rights Directive (ARUG II). Section 120a (1) AktG provides that the Annual General Meeting of listed companies shall resolve on the approval of the compensation system for Management Board members presented by the Supervisory Board whenever there is a significant change, but at least every four years.

The Annual General Meeting last passed a resolution on

the compensation system for members of the Koenig & Bauer AG Management Board on May 9, 2018. Based on the preparatory work of its Personnel Committee, the Supervisory Board has decided to replace the system for the remuneration of the members of the Management Board submitted to the 2018 Annual General Meeting for approval with an enhanced remuneration system.

Based on the recommendation of its Personnel Committee, the Supervisory Board proposes that the compensation system for the Management Board members resolved by the Supervisory Board at its meeting on March 22, 2021 be approved as presented below:

Compensation system for the Management Board

1. Principles of the compensation system for the Management Board

As in the past, the remuneration system for members of the Koenig & Bauer AG Management Board has four core components: fixed remuneration, short-term variable remuneration, long-term variable remuneration and pension commitments. The remuneration system is designed to:

- set incentives for successful implementation of operational and strategic goals,
- to promote sustainable and long-term corporate development,
- setting non-financial goals in addition to financial goals,
- create an appropriate balance between the compensation function on the one hand and performance-based incentives on the other,
- promote trusting cooperation among Management Board members on jointly developed goals as a team, but also to reward individual achievements,
- to ensure appropriate alignment with performance incentives for executives below the Management Board,
- offer attractive compensation in order to attract and retain best candidates for management positions in the Koenig & Bauer Group.

2. Revision of the remuneration system

Following the reform of the German Corporate Governance Code (GCGC), the Supervisory Board reviewed the compensation system for members of the Management Board in the 2020 business year. In its meeting on March 22, 2021, the Supervisory Board adjusted the compensation system to the new recommendations of the GCGC. The main changes are shown in the following table:

Significant changes in the compensation system

Subject	Previously	New
Long-term variable compensation	Compensation commitment so far dependent on medium-term EBIT development	Share-based payment
Maximum remuneration	So far only regulation of a cap for the individual variable compensation components	Additional regulation of a total cap
Claw-back and suspension	No regulation so far	Regulation included

3. Fixed compensation elements

a. Fixed remuneration

The members of the Board of Management receive fixed basic compensation, each at the same level, with the exception of the Spokesman of the Management Board, whose fixed compensation is increased by up to 25 percent. This structure is intended to promote team-oriented decision-making by the members of the Board of Management. The granting of a fixed basic salary promotes independent, risk-adjusted and autonomous management of the Company.

b. Ancillary services

The Company grants the Management Board members fringe benefits which may be taxed as non-cash benefits. These may include, for example:

- D&O insurance; criminal law protection insurance;
- Provision of a company car also for private use; care and maintenance of the vehicle;
- Benefits for voluntary pension insurance and for health, long-term care and accident insurance (with disability and death insurance);
- Cost of an annual medical examination;
- Rent allowances/one-time relocation allowances;
- Expenses and reimbursement of expenses (such as travel expenses);
- Reimbursement of expenses for trips home.

The maximum amount of fringe benefits is determined for each Management Board member for the respective upcoming business year. For this purpose, the Supervisory Board shall determine an amount in relation to the fixed remuneration. The Supervisory Board reserves the right, if necessary, to grant compensatory payments to new members of the Management Board for - in particular variable - remuneration from a previous employment or service relationship if they lose such payments due to the transfer to Koenig & Bauer AG. In the year in which the compensatory payment is made, the maximum remuneration (see Section 8.) shall be increased by the compensatory amount.

4. Annual bonus

The Supervisory Board has agreed with the members of the Management Board that they will receive an annual bonus („Annual Bonus“) dependent on the achievement of targets in the current business year.

a. Annual Target Agreement

To this end, the Supervisory Board reaches an agreement with each Management Board member before the beginning of each b year on the targets relevant for the assessment of the Annual Bonus („Target Agreement“). The Target Agreement specifies when 100 percent of the individual targets have been achieved and when 150 percent of the targets have been achieved. The annual Target Agreements are agreed in such a way that the Supervisory Board is convinced that they create an incentive to manage the company sustainably in accordance with the communicated operational and strategic targets. In this way, the Supervisory Board aims to make a contribution to ensuring an attractive and sustainable return for its shareholders in the long term and enabling them to participate in the success of the Company.

b. Alignment of the goals

The targets are set in line with the Company's business and risk strategy. The Annual Bonus depends

- 50 percent on the success of the Company (Group) and
- 50 percent on the achievement of individual targets in the management of the Board department headed by the Board member (including any additional duties assumed)

When setting individual targets, non-financial targets, especially those of a qualitative nature, must be defined in addition to financial targets.

(1) The goal dependent on the Company's success

With the aim of value-based corporate management, the targets that are dependent on the success of the company are aligned to the Group's key performance indicator, the EBIT margin. The EBIT margin is derived from the audited consolidated financial statements of Koenig & Bauer AG, which were issued with an unqualified audit certificate and approved by the supervisory board. The EBIT margin is calculated as the relative share of earnings before interest, taxes, depreciation and amortisation (EBIT) in total Group sales.

In each case, an EBIT margin is determined for an

- Target achievement of 100 percent
- Target achievement of 50 percent
- Target achievement of 150 percent

In the event of target achievement between the defined target achievement levels (50 percent; 100 percent; 150 percent), linear interpolation is applied. If target achievement is less than 50 percent, the Annual Bonus is cancelled and the annual compensation dependent on long-term performance is limited to the basic target amount. If the maximum value is reached, a further increase in EBIT margin does not lead to an increase in either the Annual Bonus or the basic amount of the annual compensation dependent on long-term performance.

(2) Individual goals

When setting individual targets, non-financial targets, in particular those of a qualitative nature, are set in addition to financial targets. The Supervisory Board aims to align the majority of individual targets to key performance indicators (KPIs) that can be objectively measured. As a rule, (i) one operational, (ii) one strategic and (iii) one non-financial target shall be agreed, which shall have the following weighting: 40:40:20. The above weightings shall not be exceeded or fallen short of by more than 15 points without objective justification.

The operational targets are based on the departmental responsibilities of the Management Board member or special tasks or projects managed by him. The strategic targets are based on the medium-term strategy discussed with the Supervisory Board, i.e. until 2024 on the Performance 2024x efficiency program. Groupwide and department-specific ESG (environmental - social - governance) factors are used for the non-financial targets.

(3) Determination of the degree of target achievement for individual targets

If the benchmark for the degree of target achievement is specified in the Target Agreement by means of a ratio or in some other way, the agreed benchmark shall apply. Otherwise, the degree of target achievement shall be determined by the Supervisory Board at its due discretion using a value between 50 and 150 percent. The following benchmarks apply:

100 percent	Target achievement in line with the target description and the communicated expectations of the Supervisory Board
150 percent	Clearly perceptible and very significant exceeding of targets beyond the communicated expectations of the Supervisory Board (for example: Target achieved significantly ahead of schedule; target achieved significantly more cost-effectively than expected; acceptance of the measures taken within the Company; particular sustainability of target achievement; measures taken to achieve target simultaneously used to achieve other targets that were not expected;

particular contribution to the long-term and continuous development of the Company).

50 percent

Clearly perceptible and very significant shortfall in targets beyond the communicated expectations of the Supervisory Board (examples: Target achieved in part but not in full; target achievement more cost-intensive than expected; unexpected acceptance deficits; lack of sustainability; target achievement is associated with negative effects that were not to be expected).

If 50 percent of the target is achieved, the respective individual target is not achieved. The Annual Bonus is reduced in line with the weighting of the unachieved target and does not lead to an increase in the basic amount of the annual compensation dependent on long-term performance. Exceeding the maximum target achievement level does not lead to a further increase in either the Annual Bonus or the basic amount of the annual compensation dependent on long-term performance. For intermediate values between 50 and 100 percent and between 100 and 150 percent, linear interpolation is used.

c. Amount of the Annual Bonus

The Annual Bonus amounts to a gross 60 percent of the fixed annual salary („target bonus“) if 100 percent of the targets agreed with the Supervisory Board are achieved, and a maximum gross 90 percent of the fixed annual salary („maximum bonus“) if 150 percent of the targets set are achieved.

The cap on the Annual Bonus and the staggering of the Annual Bonus help to ensure that Management Board members are not guided by short-term compensation

interests when managing the Company on their own responsibility.

d. Determination and payment of the Annual Bonus

After the end of the business year, the Supervisory Board carries out the year-end assessment. This is carried out on the basis of the defined performance indicators, taking into account the values actually achieved, the planned values, the previous year's values and their development over time, as well as a qualitative assessment of target achievement, also taking into account the overall risk orientation of the company.

5. Remuneration dependent on the long-term success of the company

The compensation of the Management Board members includes an annual component that is dependent on the long-term performance of the Company. For this purpose, a basic amount is invested annually, either actually or virtually, in shares of the Company, which are released after four years or settled depending on the development of the share price. The compensation component dependent on the long-term performance of the Company ensures that the compensation incentives for Management Board members develop in parallel with the share price of the Company in the long term (share ownership).

a. Basic amount

The basic amount of the annual compensation, which is dependent on the long-term performance of the Company, corresponds in gross terms to at least 65 percent of the fixed annual salary („Target Basic Amount“) and at most 130 percent of the fixed annual salary („maximum basic amount“). The Target Basic Amount is not dependent on the achievement of specific targets or further requirements. The increase in the basic amount above the Target Basic Amount is based on the degree to which the targets set have been achieved, as explained in more detail in Section 4.b. above. The maximum basic amount is reached when 150 percent of the targets have been achieved.

b. (Virtual) investment in shares of the Company

The basic amount of the annual remuneration, which is dependent on the long-term performance of the Company, shall be invested in shares of the Company by an appointed bank on the day following the Annual General Meeting which resolves on the discharge of the members of the Management Board for the preceding business year („Exchange Date“) at the discretion of the member of the Management Board and held in a blocked custody account or, from this day onwards, held in favor of the member of the Management Board as virtual shares in Koenig & Bauer AG („remuneration shares“).

c. Blocking period of four years

The (virtual) shares are subject to a blocking period of four years. After the expiry of four years from the Exchange Date, the Management Board member may withdraw the compensation shares from the blocked deposit. The Management Board member is not authorized to sell and/or transfer - in any form whatsoever - the shares during the blocking period. In the case of dividend payments, the Management Board member shall be treated in the same way as a shareholder entitled to dividends in that the Company shall book the dividend payments directly to a blocked account set up for this purpose. If shareholders are offered subscription rights to shares or other financial instruments, the appointed bank will endeavor to realize the subscription rights. The proceeds are credited to the blocked account. A right of disposal of the Management Board member over the compensation shares, dividends and other amounts in the blocked account only exists after expiry of the blocking period.

d. Right to vote of the member of the Board of Directors

Each Management Board member can choose whether the basic amount is invested in shares or managed as virtual shares. If the Management Board member has chosen management as virtual compensation shares, the rights from the virtual compensation shares are not assignable and transferable during the vesting period. The basic amount develops during the vesting period as if

the basic amount of the annual remuneration dependent on the long-term performance of the Company had been invested in shares of Koenig & Bauer AG. After expiry of the vesting period, the basic amount plus the share price gain or minus the share price loss is paid out with the next salary statement. The amount of the share price gain or loss shall be determined on the basis of the difference between the non-volume-weighted average closing price of the Company's shares in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange during the five trading days prior to the start and end of the lock-up period. In the case of dividend payments, the Management Board member is treated in the same way as a shareholder entitled to dividends in that the Company posts the dividend payments directly to a blocked account set up for this purpose. The Management Board member has no right of disposal until the blocking period has expired. In the event of capital or structural measures by the Company during the vesting period, the Supervisory Board shall adjust the rights arising from the virtual compensation share at its reasonable discretion (Section 315 (1) BGB) with the aim of ensuring that the value of the Management Board member's position is the same as it would be if the basic amount were invested in shares of the Company.

6. Special remunerations

The Supervisory Board reserves the right to decide at its due discretion on special benefits, including special compensation, for future extraordinary achievements or successes by members of the Management Board. The special compensation will not exceed the total annual compensation*) during the current term of appointment and for a period of five years.

*) Total compensation is calculated as the sum of fixed compensation, the Annual Bonus (100 percent if targets are met), the basic annual amount of compensation based on long-term performance, the pension contribution and fringe benefits (the latter set at a flat rate of EUR 50,000).

7. Pension commitments

The members of the Board of Management receive a pension commitment based on a defined contribution system. The Company grants the Management Board members a pension in such a way that EUR 200,000 per year is paid into the pension reinsurance policy with ALTE LEIPZIGER Lebensversicherung a.G. during their period of service.

The main features of the defined contribution plan are summarized in the following table:

Claim:	Retirement benefits, occupational disability, survivors' benefits
Vesting:	immediately contractually forfeitable
Disbursement:	One-time lump-sum settlement or retirement pension, no earlier than age 63
Adjustment of pension benefits:	the promised pension benefits are increased by the profit shares paid by the insurer. After the start of pension payments, the pension benefit is increased annually by at least 1.5 percent p. a.
Disability:	Occupational disability in the amount of the promised guaranteed retirement pension
Death:	Survivor's pension (60 percent), half-orphan's pension (10 percent), full orphan's pension (20 percent)

8. Maximum compensation

The total annual compensation of the Management Board members is limited to a maximum amount ranging between EUR 1,750,000 (ordinary Management Board members) and EUR 2,170,000 (Spokesman of the Management Board) (grant cap and inflow cap). The total compensation for the grant cap and the inflow cap is calculated as the sum of (i) fixed annual salary, (ii) Annual Bonus, (iii) basic amount of annual compensation dependent on the long-term performance of the Company, (iv) any special compensation, (v) annual pension contribution, and (vi) fringe benefits.

The Supervisory Board reserves the right, if necessary, to make compensatory payments to new members of the Management Board for - in particular variable - remuneration from a previous employment or service relationship if they lose such remuneration due to the

transfer to Koenig & Bauer AG (see already Section 3.b.). In the year of payment of the compensation benefit, the maximum remuneration shall be increased by the compensation amount.

9. Overview of fixed and variable compensation components and their respective relative share

The following overview shows the relative share of fixed compensation and variable compensation components in total compensation. *)

Compensation component	Share of total compensation
Fixed remuneration	32.30 percent to 33.42 percent
Annual Bonus	19.38 percent to 20.05 percent
Basic amount of compensation performance	31.49 percent to 32.59 percent

*) Total compensation is calculated as the sum of fixed compensation, the Annual Bonus (100 percent if targets are met), the basic annual amount of compensation based on long-term performance (100 percent if targets are met), the pension contribution and fringe benefits (the latter set at a flat rate of EUR 50,000).

The above overview shows that the variable compensation linked to the achievement of long-term targets significantly exceeds the share from short-term targets; see also recommendation G. 6 of the GCGC. The Supervisory Board reserves the right to change the breakdown of compensation components by agreement with the members of the Management Board. However, it will not deviate by more than 5 percentage points upwards or downwards from the above overview.

10. Contribution of compensation to the long-term development of the company

The Supervisory Board is convinced that the Management Board manages the Company successfully

and responsibly and, without neglecting short-term objectives, focuses on sustainable and long-term development. The system of Management Board compensation supports this:

(I) through annually recurring Target Agreements as well as the type and selection of the agreed targets (see already 4.),

(II) by capping the annual variable compensation components, which encourage steady development more than the pursuit of short-term opportunities,

(III) by linking the long-term variable compensation to the stock market price of the shares for a period of four years,

(IV) by an appropriate fixed remuneration component.

11. Mandate remuneration

If a member of the Management Board holds an office within the Group as a managing director, member of the Supervisory Board or Advisory Board, or in any other capacity, compensation shall be offset against the compensation as a member of the Board of Management.

Members of the Management Board shall require the approval of the Supervisory Board before assuming any activity as a member of a supervisory board, an advisory board or similar functions outside the Koenig & Bauer Group. At the same time, the supervisory board shall decide whether and to what extent any remuneration is to be offset against the remuneration of the Management Board.

12. Claw-back

Koenig & Bauer AG may refuse to pay the Annual Bonus and the annual remuneration dependent on the long-term performance of the Company (hereinafter referred to as „performance-related remuneration“) in whole or in part in the contractually regulated cases and may demand the return of payments made in the last year since payment (claw-back). The employment contracts provide for claw-back cases:

- (1) if it subsequently transpires that the assessment of the performance-related compensation is based on incorrect or incomplete information on the agreed bases of assessment and it can be reasonably assumed that the Supervisory Board would have assessed the compensation granted or determined in the business year on the compensation component concerned more than 5 percent lower if correct or complete information had been provided;
- (2) if the member of the Management Board has seriously violated the Code of Conduct of the Koenig & Bauer Group or statutory prohibitions in the business year in which the performance-related remuneration was granted. A violation by the Management Board member shall be deemed to be equivalent if the Management Board member has not dutifully intervened against violations by third parties.

13. Individual questions

a. Regulations in the event of a change of control

The employment contracts of the Management Board members do not contain any provisions for the event of a change of control. In particular, they have not been granted any special termination rights or severance payments in the event of a change of control.

b. Severance pay in the event of premature departure

In the event of premature termination of Management Board membership, the Company will not compensate more than the value of the entitlements for the remaining term of the contract. The payments, including fringe benefits, may not exceed two years' compensation (severance payment cap). The calculation of the annual compensation is determined as the sum of (i) the fixed annual salary, (ii) the Annual Bonus in accordance with the most recently applicable Target Agreement, (iii) other fringe benefits, and (iv) pension contributions. Any special compensation or entitlements to the Annual Bonus dependent on the long-term performance of the Company are not taken into account in calculating the severance payment cap.

If the premature termination occurs at the request of the Management Board member or if there is good cause for termination by the Company, no severance payments will be made.

c. Continued payment of remuneration in the event of illness

In the event of illness, remuneration shall continue. In the event of an illness lasting longer than 6 months or if the same illness results in an absence of more than 8 months, the end of which is not yet foreseeable, the Supervisory Board may declare the employment relationship terminated prematurely without observing the notice period and retire the Management Board member prematurely on grounds of incapacity. In this case, the Management Board member retains the entitlement to salary for the current and following quarter, while the bonus remains limited to the portion corresponding to the period until termination of the employment relationship.

d. Post-contractual non-competition clause

The members of the Management Board are subject to a non-competition clause after leaving the Management Board. For the duration of the non-competition clause, the Company pays the Management Board members compensation equivalent to half of their fixed salary and the Annual Bonus (the latter calculated on the basis of the average over the last three full years). In line with the recommendation of the GCGC, the employment contracts stipulate that a severance payment (see Note 13 b. above) is to be made to compensate for and settle the waiting allowance. The same applies if the Management Board member leaves the company and receives pension benefits resulting from his work for the company. Any other earned income which the Management Board member earns or maliciously fails to earn shall be offset against the compensation. The Company may waive compliance with the non-competition clause before or simultaneously with the end of the Management Board member's contract with the effect that it is released from the obligation to pay the waiting compensation six months after receipt of the declaration.

14. Temporary deviation from the remuneration system

The Supervisory Board may temporarily deviate from the compensation system approved by the Annual General Meeting if this is necessary in the interests of the long-term welfare of the Company. The deviation requires a resolution of the Supervisory Board which expressly refers to the deviation from the compensation system of the Management Board approved by the Annual General Meeting. The resolution shall state the deviation from the compensation system of the Management Board, the beneficiary members of the Management Board as well as the duration and the reasons for the deviation. The deviation from the compensation system shall be reported in the compensation report. The components of the compensation system from which deviation may be made are in particular the variable compensation and the caps relating to individual compensation components, but not the overall cap.

15. Consideration of the remuneration and employment conditions of executives and employees

On the basis of the compensation system, the Supervisory Board determines the specific target and maximum compensation for each Management Board member, as described in more detail above. In determining this, the Supervisory Board attaches importance to compensating the members of the Management Board appropriately. The criteria for this are the tasks, personal performance and experience of the individual Management Board members as well as the economic situation, performance and future prospects of the Company and the customary level of compensation, taking into account the market environment (horizontal appropriateness) and the compensation structure that otherwise applies in the Company (vertical appropriateness).

MDAX and SDAX companies are used to assess horizontal appropriateness. In doing so, the Supervisory Board will either be guided by published compensation studies of renowned institutions or a peer group of companies of the MDAX or SDAX formed by

the Supervisory Board, or will ask an independent compensation consultant for the classification in a group of peer companies agreed with the Supervisory Board. In selecting the peer group, the Supervisory Board will use the market position of Koenig & Bauer AG and key figures such as sales, number of employees and market capitalization as part of a rough plausibility check. As the remuneration systems of the MDAX and SDAX companies are only comparable to a limited extent, the horizontal comparison is primarily intended to achieve a rough classification in the selected peer group on the basis of the total remuneration actually granted or paid.

In vertical terms, the Supervisory Board takes into account the development of Management Board compensation in relation to the compensation of the upper management circle and the workforce in Germany. The Supervisory Board delineates the upper management circle as follows: The executives are all managers who report directly to members of the Management Board. The rest of the workforce is made up of employees of Koenig & Bauer AG who are covered by collective bargaining agreements and those who are not. The Supervisory Board reserves the right to introduce a group-wide comparative view instead of a view based on Koenig & Bauer AG. However, no decisions have been made on this at present.

16. Procedure for determining and reviewing the remuneration system

Pursuant to Sections 87(1) and 87a AktG, the Supervisory Board determines the compensation of the members of the Management Board and resolves the underlying compensation system. In doing so, the Supervisory Board is supported by its Personnel Committee, which monitors the appropriate design of the compensation system and prepares the resolutions of the Supervisory Board. If necessary, the Supervisory Board consults external consultants. It ensures that they are independent when making their selection. In the event of significant changes, but at least every four years, the compensation system is submitted to the

Annual General Meeting for approval. If the Annual General Meeting does not approve the compensation system presented for voting in each case, a revised compensation system will be presented for resolution at the latest at the following Annual General Meeting.

As the law assigns responsibility for setting, reviewing and implementing the system of compensation for Management Board members to the Supervisory Board, conflicts of interest are largely ruled out from the outset. Conflicts of interest on the part of individual Supervisory Board members have not arisen in the past. Should conflicts of interest arise in the future, the members of the Supervisory Board are obliged to disclose them immediately to the Chairman of the Supervisory Board. In this case, the Supervisory Board members concerned would not participate in the resolutions on the relevant agenda items in the Supervisory Board or in the committees.

8) Resolution on the remuneration of the members of the Supervisory Board and on the amendment of Section V, item 13 „Supervisory Board Remuneration“ of the Articles of Association of Koenig & Bauer AG

Pursuant to Section 113 (3) AktG, as amended by the Act Implementing the Second Shareholder Rights Directive (*Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie - ARUG II*), the Annual General Meeting of a listed company must pass a resolution on the remuneration of Supervisory Board members at least every four years.

The current remuneration regulations for the members of the Supervisory Board are set out in Section V, item 13 of the Articles of Association of Koenig & Bauer AG and were resolved by the 2019 Annual General Meeting.

However, following the regular review required by law, the Supervisory Board and the Management Board have come to the conclusion that the remuneration regulations for the Supervisory Board are no longer in line with the market in some respects. The supervisory board remuneration paid by Koenig & Bauer AG to

date is significantly below the SDAX averages for 2019, which are presented in the 2020 Supervisory Board Study by the German Association for the Protection of Securities Ownership (*Deutsche Schutzvereinigung für Wertpapierbesitz e.V. - DSW*). In order to be able to retain and recruit adequately qualified Supervisory Board members now and in the future, and also in view of the increasing demands on Supervisory Board activities and the time burdens, the compensation paid to Supervisory Board members is to be increased to the average level paid at SDAX companies for the first time from the 2022 business year. Retaining and attracting outstanding elected officials as members or chairmen of the Supervisory Board or a committee is a prerequisite for the best possible supervision and advice to the Management Board, which in turn makes a major contribution to a successful business strategy and the long-term success of the Company.

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

- a. The compensation of the Supervisory Board is approved as follows:
 - (1) Each member of the Supervisory Board currently receives a fixed annual compensation of EUR35,000 (item 13.1 of the Articles of Association). The granting of fixed compensation is in line with suggestion G.18 of the GCGC. According to this, the compensation of the Supervisory Board should consist of fixed remuneration. The Management Board and Supervisory Board are convinced that focusing on fixed compensation for Supervisory Board members ensures independent performance of the control and monitoring task.
 - (2) The Chairman of the Supervisory Board shall receive double and his deputies one and a half times this compensation (item 13.2 of the Articles of Association). This provision is in line with the standard for listed stock corporations and recommendation G. 17 of the GCGC. Accordingly, the higher time expenditure of the

Chairman and Deputy Chairman of the Supervisory Board shall be taken into account appropriately.

- (3) Separate compensation shall be paid for the activities of the members of the Supervisory Board in the committees of the Supervisory Board (item 13.3 of the Articles of Association).
- (a) The Chairperson of the Audit Committee shall receive an additional EUR 11,250 per year, each other member of the Audit Committee shall receive EUR 7,500.
 - (b) The Chairperson of the Strategy Committee shall receive an additional EUR 9,375 per year, each other member of the Strategy Committee shall receive EUR 6,250.
 - (c) The Chairperson of the Personnel Committee shall receive an additional EUR 4,625 per year, each other member EUR 3,750.

The members of the other committees do not receive separate compensation. Committee activities are only taken into account once in the compensation, whereby compensation for activities on several committees is based on the highest-paid function.

The increased compensation of the committee members is also in line with the standard for listed stock corporations and recommendation G. 17 of the GCGC.

- (4) The remuneration of the Supervisory Board shall be paid at the end of a business year. If members of the Supervisory Board leave the Supervisory Board in the course of a business year, they shall receive the remuneration pro rata temporis and rounded up to full months. If a member of a committee leaves the committee, he or she also receives the compensation provided for in accordance with his or her function in the committee on a pro rata basis and rounded up to

full months. However, pro rata compensation for committee activities requires that the committee concerned has met during the relevant period in order to perform its duties (item 13.4 of the Articles of Association).

- (5) The members of the Supervisory Board shall be reimbursed for reasonable travel and other expenses incurred in the performance of their duties. In addition, each member present at the meeting receives a daily allowance of EUR 250; no daily allowance is granted for committee meetings (item 13.5 of the Articles of Association).

The granting of attendance fees is widespread. The attendance fee for members of the Koenig & Bauer AG Supervisory Board tends to be in the lower range of the usual attendance fees. At DAX 30 companies, the attendance fee ranges between EUR 500 and EUR 3,000 (cf. item 3.44 of the 2020 Supervisory Board Study by the German Association for the Protection of Securities Ownership).

- (6) The Company shall reimburse each member of the Supervisory Board for the value-added tax payable by him in connection with his activities as a member of the Supervisory Board on the remuneration and reimbursement of expenses. In the interests of the Company, it shall provide the members of the Supervisory Board with insurance cover to an extent appropriate for the performance of their Supervisory Board duties (item 13.6 of the Articles of Association).
- (7) Effective January 1, 2022, the compensation of the members of the Supervisory Board shall be increased as follows:

- Each member of the Supervisory Board receives fixed annual compensation of EUR 45,000.
- The Chairperson of the Supervisory Board receives fixed annual compensation of EUR 120,000, Vice Chairperson EUR 80,000. The arrangement results in higher compensation for the activities of the Chairperson of the Supervisory Board and the deputies compared with the compensation paid to ordinary members of the Supervisory Board.
- For service on the committees of the Supervisory Board, the following shall receive
 - the Chairperson of the Audit Committee EUR 22,500 and each other member of the Committee EUR 15,000
 - the chairperson of the Strategy Committee EUR 20,000 and each other member of the Committee EUR 13,000
 - the Chairperson of the Personnel Committee EUR 10,000 and each other member of the Committee EUR 8,000.

The members of the Supervisory Board are aware of their responsibility and will deliberate until the end of fiscal year 2021 on the achievement of the goals pursued by the Company as well as the overall economic situation affected by the Covid-19 pandemic and, if necessary, waive payment of the increase amount for fiscal year 2022.

The increase reflects, on the one hand, the renewed increase in the content and time required for Supervisory Board activities in recent years, resulting in particular from the continuously growing importance of corporate governance, sustainability and social responsibility, the development of the German Corporate Governance Code and the increasing requirements for monitoring the internal control system, risk management and internal compliance. On

the other hand, the increase in compensation follows the development of compensation levels at comparable companies. For the assessment of appropriateness, the MDAX and SDAX companies have been used as a comparison group, as can be seen from published studies by renowned institutions. According to the 2020 Supervisory Board Study by the German Association for the Protection of Securities Ownership (item 5.2.4 and item 5.3.4), the average position-related compensation of the Supervisory Board members of the MDAX companies considered in the business year 2019 was

Chairperson of the Supervisory Board	EUR 187,000
Vice Chairperson	EUR 123,000
Audit Committee Chairperson	EUR 104,000
Committee member	EUR 78,000
Full member	EUR 65,000

and the average position-related compensation of the Supervisory Board members of the SDAX companies under review

Chairperson of the Supervisory Board	EUR 100,000
Vice Chairperson	EUR 80,000
Audit Committee Chairperson	EUR 76,000
Committee member	EUR 60,000
Full member	EUR 46,000.

According to the 2020 Compensation Study by the auditing firm PricewaterhouseCoopers (PwC), the median total compensation in the years 2014 to 2019 was EUR 86,225 in the MDAX (previous year: EUR 78,000) and EUR 50,000 in the SDAX (previous year: EUR 52,000).

- (8) In accordance with Section 113 (3) AktG, a resolution on the compensation of the members of the Supervisory Board shall be adopted at least every four years. The Management Board and Supervisory Board review the compensation of the Supervisory Board in advance of each presentation to the Annual General Meeting. The

MDAX and SDAX companies will continue to be taken into account as benchmark companies in the future. Supervisory Board compensation that is also appropriate in view of the market environment ensures that the Company will continue to have outstandingly qualified candidates for the Supervisory Board in the future. It is an incentive for the members of the Supervisory Board to make a special effort for the benefit of the Company and thus makes an important contribution to promoting the business strategy and the long-term development of the Company.

(9) In addition, the use of modern communication media will be explicitly regulated in the future, as it has gained considerable importance, not least under the influence of the Covid-19 pandemic. Item 13.5 of the Articles of Association will therefore be amended as follows: „In addition to attendance, participation by videoconference, telephone or similar common means of communication shall be deemed to constitute attendance at a meeting.“

b. Section V, items 13.5 and 13.7 of the Articles of Association of Koenig & Bauer AG are amended and reworded as follows:

(1) Section V, item 13.5 of the Articles of Association is amended to read as follows:

„The members of the Supervisory Board shall be reimbursed for reasonable travel and other expenses incurred in the performance of their duties. In addition, each member attending a meeting of the Supervisory Board shall receive a daily allowance of EUR 250; no daily allowance shall be paid for meetings of the committees. In addition to attendance, participation by videoconference, telephone or similar customary means of communication shall be deemed to constitute attendance at a meeting.“

(2) Section V, item 13.7 of the Articles of Association is amended and reworded as follows:

- (1) „Effective January 1, 2022, the compensation of the members of the Supervisory Board shall increase as follows:

The fixed annual compensation of the members of the Supervisory Board shall increase to EUR 45,000.

The Chairman of the Supervisory Board shall receive fixed annual compensation of EUR 120,000.00, his deputies EUR 80,000.00.

For work on the committees of the Supervisory Board, the following shall receive

- the Chairperson of the Audit Committee EUR 22,500 and each other member of the Committee EUR 15,000
- the Chairperson of the Strategy Committee EUR 20,000 and each other member of the Committee EUR 13,000
- the Chairperson of the Personnel Committee EUR 10,000 and each other member of the Committee EUR 8,000.

In all other respects, paragraphs (1) and (3) to (6) of item 13 shall continue to apply as in effect on January 1, 2022.“

- (2) The Supervisory Board is authorized to amend the wording of the Articles of Association after January 1, 2022 to reflect the above increase amounts and to give paragraph 2 the wording of the second sentence of item 13.7.

A comparison of the amendments to the Articles of Association (synopsis) can be found on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

9) Resolution on the approval of two profit and loss transfer agreements

Koenig & Bauer AG concluded a profit and loss transfer agreement with Koenig & Bauer Banknote Solutions GmbH on March 17, 2021. Koenig & Bauer Banknote Solutions GmbH also concluded a profit and loss transfer agreement with Koenig & Bauer Banknote Solutions (DE) GmbH on March 9, 2021.

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

„The profit and loss transfer agreements between Koenig & Bauer AG and Koenig & Bauer Banknote Solutions GmbH and between Koenig & Bauer Banknote Solutions GmbH and Koenig & Bauer Banknote Solutions (DE) GmbH are approved.“

The profit and loss transfer agreement between Koenig & Bauer AG and Koenig & Bauer Banknote Solutions GmbH essentially has the following content:

- Koenig & Bauer Banknote Solutions GmbH is obliged to transfer its entire profit arising during the term of the agreement in full to Koenig & Bauer AG. The profit transfer may not exceed the amount specified in Section 301 AktG (as amended) (item 1 (1) of the profit and loss transfer agreement).
- Koenig & Bauer Banknote Solutions GmbH may only transfer amounts from the net profit for the year to revenue reserves (Section 272 (3) HGB) - with the exception of statutory reserves - to the extent that this is economically justified on the basis of a reasonable commercial assessment (item 1 (2) of the profit and loss transfer agreement).
- Koenig & Bauer AG is obliged to assume losses in accordance with the provisions of Section 302 AktG as amended. The above reference extends to Section 302 AktG as a whole (item 2 of the profit and loss transfer agreement).

- The profit and loss transfer agreement was concluded subject to the approval of the shareholders' meeting of Koenig & Bauer Banknote Solutions GmbH and the approval of the Annual General Meeting of Koenig & Bauer AG. It shall become effective upon entry in the commercial register of Koenig & Bauer Banknote Solutions GmbH. item 1 (Transfer of Profits) and item 2 (Transfer of Losses) shall take effect from the beginning of the business year of Koenig & Bauer Banknote Solutions GmbH current at the time of entry in the commercial register (item 3 (1) of the profit and loss transfer agreement).
- The profit and loss transfer agreement between Koenig & Bauer AG and Koenig & Bauer Banknote Solutions GmbH has been concluded for an indefinite period of time and may be terminated by either party by giving six months' notice to the end of any business year of Koenig & Bauer Banknote Solutions GmbH. However, termination is permitted at the earliest with effect from the end of a period of at least five time years since the beginning of the business year of Koenig & Bauer Banknote Solutions GmbH in which the agreement first became effective. A time year shall be deemed to be a period comprising twelve full months. In any case, the agreement shall be concluded for a period of at least five years within the meaning of Section 14 (1) no. 3 Corporate Income Tax Act (Körperschaftsteuergesetz - KStG). Ordinary termination may in no case take effect prior to the expiry of this minimum contractual period (Sec. 3 (2) of the profit and loss transfer agreement).
- The right to terminate for good cause without notice remains unaffected. Good cause shall be deemed to exist if circumstances exist which meet the requirements of good cause within the meaning of Section 297 (1) AktG or within the meaning of Section 14 (1) no. 3 sentence 2 KStG (item 3 (3) of the profit and loss transfer agreement).
- In any case, the termination must be in writing (Section 3 (4) of the profit and loss transfer agreement).

The profit and loss transfer agreement between Koenig & Bauer Banknote Solutions GmbH and Koenig & Bauer Banknote Solutions (DE) GmbH essentially has the following content:

- Koenig & Bauer Banknote Solutions (DE) GmbH is obliged to transfer its entire profit arising during the term of the agreement in full to Koenig & Bauer Banknote Solutions GmbH. The profit transfer may not exceed the amount specified in Section 301 AktG (as amended) (item 1 (1) of the profit transfer agreement).
- Koenig & Bauer Banknote Solutions (DE) GmbH may only transfer amounts from net income to revenue reserves (Section 272 (3) HGB) - with the exception of statutory reserves - to the extent that this is economically justified on the basis of prudent business judgment (item 1 (2) of the profit and loss transfer agreement).
- Koenig & Bauer Banknote Solutions GmbH is obliged to absorb losses in accordance with the provisions of Section 302 AktG as amended. The above reference extends to Section 302 AktG as a whole (item 2 of the profit and loss transfer agreement).
- The profit and loss transfer agreement was concluded subject to the approval of the shareholders' meeting of Koenig & Bauer Banknote Solutions (DE) GmbH and the approval of the shareholders' meeting of Koenig & Bauer Banknote Solutions GmbH. It shall become effective upon entry in the commercial register of Koenig & Bauer Banknote Solutions (DE) GmbH. Item 1 (Transfer of Profits) and Item 2 (Transfer of Losses) shall take effect from the beginning of the business year of Koenig & Bauer Banknote Solutions (DE) GmbH current at the time of entry in the commercial register (item 3 (1) of the profit and loss transfer agreement).
- The profit and loss transfer agreement between Koenig & Bauer Banknote Solutions GmbH and Koenig & Bauer

Banknote Solutions (DE) GmbH has been concluded for an indefinite period and may be terminated by either party by giving six months' notice to the end of any fiscal year of Koenig & Bauer Banknote Solutions (DE) GmbH. However, termination shall be permitted at the earliest with effect from the end of a period of at least five time years since the beginning of the business year of Koenig & Bauer Banknote Solutions (DE) GmbH in which the agreement first became effective. A time year shall be deemed to be a period comprising twelve full months. In any case, the agreement shall be concluded for a period of at least five years within the meaning of Section 14 (1) no. 3 KStG. Ordinary termination may in no case take effect prior to the expiry of this minimum contractual period (Section 3 (2) of the profit and loss transfer agreement).

- The right to terminate for good cause without notice remains unaffected. Good cause shall be deemed to exist if circumstances exist which meet the requirements of good cause within the meaning of Section 297 (1) AktG or within the meaning of Section 14 (1) no. 3 sentence 2 KStG (item 3 (3) of the profit and loss transfer agreement).
- In any case, the termination must be in writing (item 3 (4) of the profit and loss transfer agreement).

Koenig & Bauer AG is the sole shareholder of Koenig & Bauer Banknote Solutions GmbH. Koenig & Bauer Banknote Solutions GmbH is the sole shareholder of Koenig & Bauer Banknote Solutions (DE) GmbH. For this reason, both profit and loss transfer agreements do not have to provide for compensation payments or settlements for outside partners or shareholders.

As the sole shareholder of Koenig & Bauer Banknote Solutions GmbH, Koenig & Bauer AG indirectly holds 100 percent of the shares in Koenig & Bauer Banknote Solutions (DE) GmbH (parent-grandchild relationship). The obligation of Koenig & Bauer Banknote Solutions GmbH to assume losses vis-à-vis Koenig & Bauer Banknote Solutions (DE) GmbH can therefore also

indirectly affect the obligation of Koenig & Bauer AG to assume losses. For this reason, the Management Board and Supervisory Board of Koenig & Bauer AG have decided to submit the profit and loss transfer agreement between Koenig & Bauer Banknote Solutions GmbH and Koenig & Bauer Banknote Solutions (DE) GmbH to the Annual General Meeting for approval.

The respective profit transfer agreements will also be submitted to the shareholders' meetings of Koenig & Bauer Banknote Solutions GmbH and Koenig & Bauer Banknote Solutions (DE) GmbH for approval shortly before the Annual General Meeting.

The Management Board of Koenig & Bauer AG and the managing directors of Koenig & Bauer Banknote Solutions GmbH have prepared a joint report pursuant to Section 293a AktG. With regard to the profit transfer agreement between Koenig & Bauer Banknote Solutions GmbH and Koenig & Bauer Banknote Solutions (DE) GmbH, the respective shareholders will, as a precautionary measure, refrain from preparing a joint report pursuant to Section 293a AktG. An audit of the two profit and loss transfer agreements pursuant to Section 293b AktG is not required due to the respective 100 percent shareholdings.

The following documents are available on the internet at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> from the day of convening and also during the virtual Annual General Meeting and will be sent to shareholders on request:

- Profit and loss transfer agreements between Koenig & Bauer AG and Koenig & Bauer Banknote Solutions GmbH as well as between Koenig & Bauer Banknote Solutions GmbH and Koenig & Bauer Banknote Solutions (DE) GmbH;
- Joint report by the Management Board of Koenig & Bauer AG and the management of Koenig & Bauer Banknote Solutions GmbH;

- financial statements of Koenig & Bauer AG for the past three business years.

Koenig & Bauer Banknote Solutions (DE) GmbH and its legal predecessors are or were consolidated in the Koenig & Bauer Group's consolidated financial statements; at the same time, Koenig & Bauer Banknote Solutions (DE) GmbH is exempt from publishing its annual financial statements in accordance with Section 264 (3) HGB. This is published accordingly in the Federal Gazette. Koenig & Bauer Banknote Solutions GmbH (as well as its legal predecessors) is a micro-corporation pursuant to Section 267a HGB and is therefore exempt from any audit requirement. Therefore, a separate publication of the annual financial statements of Koenig & Bauer Banknote Solutions GmbH and Koenig & Bauer Banknote Solutions (DE) GmbH or their legal predecessors for the past three years cannot be made.

III. Notices and information to shareholders

1. Number of shares and voting rights

The share capital of Koenig & Bauer AG („Company“) at the time of convening the Annual General Meeting amounts to EUR 42,964,435.80 and is divided into 16,524,783 no-par value bearer shares. Each no-par value share is entitled to vote and grants one vote. The total number of no-par value shares and voting rights at the time of convening the Annual General Meeting is therefore 16,524,783 in each case. 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 General Meeting

The Management Board of Koenig & Bauer AG has decided, with the consent of the Supervisory Board, that the Annual General Meeting will be held as a virtual meeting without the physical presence of shareholders or their proxies (with the exception of proxies nominated by the company) in accordance with the Act to Mitigate

the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law (COVID-19 Act) - extended and most recently amended by Article 11 of the Act on the Further Shortening of the Residual Debt Exemption Procedure and the Adjustment of Pandemic-Related Provisions in Corporate, Cooperative, Association and Foundation Law and in Tenancy and Lease Law dated December 22, 2020 - will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies nominated by the Company).

Shareholders and their proxies (with the exception of the proxies nominated by the Company) have no right or opportunity to be present at the venue of the Annual General Meeting.

The holding of the Annual General Meeting 2021 as a virtual General Meeting in accordance with the COVID-19 Act will lead to modifications in the processes and procedures of the Annual General Meeting. The shareholders or their proxies have the option,

- to follow the entire virtual Annual General Meeting live on the internet in picture and sound,
- exercise their right to vote by postal voting (in writing or by electronic communication), or by authorizing the proxies nominated by the Company (with the simultaneous possibility of authorizing third parties),
- ask questions by means of electronic communication and
- to declare objections to resolutions of the Annual General Meeting by means of 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 the Company's website at (<https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>) on May 11, 2021 from 11:00 a.m. (CEST) via the online portal set up specifically for the Annual General Meeting („InvestorPortal“). Shareholders will receive the data required to access the **InvestorPortal**, the registration confirmation number and the access code, with their registration confirmation. Voting rights are not exercised in real time; in particular, live transmission does not enable participation in the Annual General Meeting within the meaning of Section 118 (1) sentence 2 AktG.

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

3. Requirements for following the Annual General Meeting on the internet and exercising voting rights

Pursuant to Section VI item 14.2 and item 14.3 of the Company's Articles of Association, only those shareholders are entitled to follow the entire Annual General Meeting on the internet and to exercise their voting rights who have registered at least six days prior to the Annual General Meeting, i.e. no later than **Tuesday, May 4, 2021, 24:00 hours (CEST)** on the following address:

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

have registered with the Company and provided proof of their entitlement to the Company. As proof of

entitlement, it is sufficient to provide evidence of share ownership from the ultimate intermediary pursuant to Section 67c (3) AktG that they were shareholders of the Company at the beginning of the 21st day before the Annual General Meeting, i.e. **Tuesday, April 20, 2021, 0:00 hours (CEST) („Record Date“)**.

Like the registration, the proof of shareholding must be received by the Company at the aforementioned address **no later than Tuesday, May 4, 2021, 24:00 hours (CEST)**. 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 persons who have provided proof of share ownership as of the Record Date shall be deemed to be shareholders in this respect. The Record Date has no effect on the saleability of the share.

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

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

4. Procedure for voting by postal vote

Shareholders may exercise their voting rights by postal vote. The prerequisite for exercising voting rights by postal vote is registration in due form and time and proof of share ownership in accordance with the provisions of Section III no. 3 above (Prerequisites 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 **Monday, May 10, 2021, 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: anmeldestelle@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/>.

Electronic postal vote

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 InvestorPortal is also possible during the virtual Annual General Meeting, but must be completed by the start of the 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 proxies nominated by the Company) may also use electronic postal voting. The regulations on the granting, revocation and proof of proxy remain unaffected.

5. Procedure for voting by the Company's proxies

The Company again offers shareholders the option of having their voting rights exercised by a proxy appointed by the Company and bound by instructions. The Company has appointed Mr. Bernd Borchardt and Mr. Julian Sauerbrey - both Legal Counsels at Koenig & Bauer AG - as company-nominated proxies with the right to sub delegate. Insofar as shareholders authorize the designated proxies, they must in any case expressly issue them with 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 voting rights at their own discretion. In particular, the proxies shall not accept any instructions to file objections to resolutions of the Annual General Meeting or to ask questions and/or propose motions.

Even in the case of authorization of the Company's proxies, 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 power of attorney to the proxies, its revocation and proof of authorization must be in text form. Shareholders can either use the form they receive with the confirmation of registration to authorize proxies or issue their authorizations and instructions via the InvestorPortal.

Authorization by means of the form for granting power of attorney and issuing instructions

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

Proxies and instructions to the Company's proxies must be received by the Company by **Monday, May 10, 2021, 24:00 hours (CEST)** by mail, fax or e-mail at the following address, fax number or e-mail address:

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

The form for granting power of attorney and issuing instructions as well as further information on granting power of attorney and issuing instructions can also be found on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

Authorization via the InvestorPortal

It is possible to grant power of attorney and issue instructions to the Company's proxies via the InvestorPortal (<https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>) before and during the virtual Annual General Meeting, but this must be completed by the start of voting at the latest. Until this point in time, it is also possible to revoke the proxy and the instructions or make changes to the proxy and instructions issued via the internet via the InvestorPortal.

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 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.

Shareholders will receive a proxy form and further information on authorizing proxies together with the confirmation of registration. 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 vis-à-vis an authorized representative or its revocation can either be transmitted via the InvestorPortal 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: anmeldestelle@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 authorized representatives by way of electronic communication via the InvestorPortal requires that the respective authorized representative receives from the principal the personal access code sent with the registration confirmation. The use of the

personal access code by the authorized representative shall also constitute proof of authorization.

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

7. Electronic confirmation of voting and proof of vote counting

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 Company's InvestorPortal. 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.

Proof of the vote count

Pursuant to Section 129 (5) AktG, voting shareholders or their proxies may request confirmation from the Company within one month of the Annual 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
Fax: +49 (0931) 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.

8. Shareholders' rights

a. Request for additions to the capital stock pursuant to Section 122 (2) AktG

Shareholders whose shares together amount to one-twentieth of the share capital (equivalent to EUR 2,148,221.79 or, rounded up to the next highest whole number of shares, 826,240 shares) or the pro rata amount of EUR 500,000.00 (equivalent to 192,308 shares rounded up to the next highest whole number of shares) may request that items be added to the agenda and published. The request must be made in writing to the Koenig & Bauer AG Management Board and must be received by the Company at least 30 days prior to the Annual General Meeting; the day of receipt and the day of the Annual General Meeting shall not be counted. The last possible date of receipt is therefore **Saturday, April 10, 2021, 24:00 hours (CEST)**. Requests for supplements received after this time will not be considered. Please send 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. Applicants 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 has decided on the request.

b. Countermotions and nominations pursuant to Sections 126 (1) and 127 AktG in conjunction with Section 1 (2) sentence 3 COVID-19 Act

Shareholders of the Company may submit countermotions to proposals of the Management Board and/or Supervisory Board on specific items of the agenda pursuant to Section 126 (1) AktG as well as election proposals for the election of Supervisory Board members or the election of auditors pursuant to Section 127 AktG. Such countermotions (together with any justification) and election proposals shall be sent exclusively to the following address of the Company:

Koenig & Bauer AG
Investor Relations
Friedrich-Koenig-Straße 4
97080 Würzburg
or by fax: +49 (0) 931 909-4880
or by e-mail: hauptversammlung@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, April 26, 2021, 24:00 hours (CEST)** on its website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> immediately after receipt.

Shareholder motions or election proposals that are to be made accessible pursuant to Section 126 or Section 127 AktG are deemed to have been made at the meeting pursuant to Section 1 (2) sentence 3 of the COVID-19 Act if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Meeting. No countermotions may be made or election proposals submitted during the virtual Annual General Meeting.

Shareholders may also exercise their voting rights in respect of countermotions by postal vote or by granting proxy. The explanations in Section III. 4. and Section III. 5. apply accordingly.

c. Shareholders' right to ask questions by electronic communication pursuant to Article 2 Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act

In deviation from Section 131 AktG, shareholders have no right to information at the virtual Annual General Meeting on May 11, 2021; the proxies appointed by the Company are also not available for this purpose. A right to information pursuant to Sections 293, 293g (3) of the AktG on all matters of importance to the conclusion of an intercompany agreement on the part of the other party to the agreement also does not exist at the virtual Annual General Meeting. However, shareholders who have duly registered for the Annual General Meeting or their proxies are granted a right to ask questions by way of electronic communication in accordance with Article 2 Section 1 (2) sentence 1 no. 3 and sentence 2 of the COVID 19 Act.

Shareholders registered for the Annual General Meeting and their proxies may submit their questions by **no later than the end of Sunday, May 9, 2021, 24:00 hours (CEST)**, only via the password-protected InvestorPortal on the Company's website <https://www.koenig-bauer.com/>

[de/investor-relations/hauptversammlung/](https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/), quoting the registration confirmation number. Questions submitted by other means will not be considered. The Management Board shall decide how to answer questions at its own dutiful discretion. No questions may be asked during the virtual Annual General Meeting.

d. Objection to resolutions of the Annual General Meeting pursuant to Article 2 Section 1 (2) sentence 1 no. 4 of the COVID-19 Act

Shareholders who have exercised their voting rights by postal vote or by granting power of attorney are granted the opportunity to object to a resolution of the Annual General Meeting, waiving the requirement to appear in person. The objection can only be made electronically via the password-protected InvestorPortal <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> after the opening of the virtual Annual General Meeting on May 11, 2021 until its closure by the chairman of the meeting.

9. Further explanations

Further explanations of shareholders' rights pursuant to Sections 122 (2), 126 (1) and 127 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 relating to the Annual General Meeting

1. Time information in this convening notice

All time data in Section III are given in Central European Time (CEST), which is authoritative for Germany. With regard to the Coordinated Universal Time (UTC), this corresponds to the ratio $UTC = CEST$ minus two hours.

2. Technical Notes on the Virtual Annual General Meeting

In order to participate by electronic means, to use the InvestorPortal and to exercise shareholder rights, you need an internet connection and an internet-enabled terminal device. A stable internet connection with sufficient transmission speed is recommended in order to be able to optimally play back the video and audio transmission of the Annual General Meeting.

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

To access the Company's InvestorPortal, you will need your access card, which will be sent to you unsolicited after proper registration. On this access card you will find your individual access data, which you can use to log in to the InvestorPortal on the login 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, it is recommended - as far as possible - that shareholder rights (in particular voting rights) be exercised before the start of the Annual General Meeting. Registered shareholders or shareholder representatives will be able to exercise their voting rights via the InvestorPortal from Tuesday, April 20, 2021, corresponding to the Record Date.

3. Note on the availability of image and sound transmission

Shareholders can follow the entire virtual Annual General Meeting via video and audio transmission on the internet. According to the current state of the art, the image and sound transmission of the virtual General Meeting and the availability of the InvestorPortal may be subject to fluctuations due to restrictions in the availability of the telecommunications network and the restriction of 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 third-party network elements used, the transmission of images and sound, or access to the InvestorPortal and its general availability. The Company also accepts no responsibility for errors and defects in the hardware and software used for the online service, including those of the service providers used, unless there is intent. For this reason, the Company recommends making use of the above-mentioned options for exercising rights, in particular voting rights, at an early stage.

4. 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 further information in connection with the Annual General Meeting are available on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

5. Voting results

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

6. Notes on data protection

If you register for the Annual General Meeting or grant a proxy, Koenig & Bauer AG collects 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 compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other applicable 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, March 2021
Koenig & Bauer AG
The Management Board

Overview of information pursuant to Section 125 of the German Stock Corporation Act in conjunction with Table 3 of the Commission Implementing Regulation (EU) 2018/1212 (EU-IR)

A. Specification of the message

1. Unique identifier of the event	Convocation of the virtual Annual General Meeting of Koenig & Bauer AG on May 11, 2021 formal specification according to EU-IR: 4681af89e68beb11811c005056888925
2. Type of Message	Notice of Annual General Meeting formal specification according to EU-IR: NEWM

B. Specification of issuer

1. ISIN	DE0007193500
2. Name of issuer	Koenig & Bauer AG

C. Specification of the meeting

1. Date of the General Meeting	May 11, 2021 formal specification according to EU-IR: 20210511
2. Time of the General Meeting	11:00 a.m. (CEST) formal specification according to EU-IR: 09:00 a.m. (UTC)
3. Type of General Meeting	Annual General Meeting held as virtual meeting without the physical presence of shareholders or their proxies (with the exception of proxies nominated by the company) formal specification according to EU-IR: GMET
4. Location of the General Meeting	URL to the Company's InvestorPortal to follow the Annual General Meeting in video and audio as well as to exercise shareholders' rights: formal specification according to EU-IR: https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/ Location of the Annual General Meeting pursuant to the German Stock Corporation Act: Vogel Convention Center (VCC), Max-Planck-Str. 7/9, 97082 Würzburg, Germany
5. Record Date	April 20, 2021, 0:00 hours (CEST) formal specification according to EU-IR: 20210419; 22:00 p.m. (UTC)

6. Uniform Resource Locator (URL)	https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/
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D. Participation* in the Annual General Meeting

1. Method of participation* by shareholder	<p>Exercising the right to vote</p> <ul style="list-style-type: none"> • by postal voting • by granting power of attorney to a third party or • by granting power of attorney and issuing instructions to the proxies nominated by the company <p>Following the General Annual Meeting via the video and audio broadcast</p> <p>formal specification according to EU-IR: EV; PX</p>
2. Issuer deadline for the notification of participation*	<p>May 4, 2021, 24:00 hours (CEST)</p> <p>formal specification according to EU-IR: 20210504, 22:00 p.m. (UTC)</p>
3. Issuer deadline for voting	<p>Exercising the right to vote postal voting / by granting power of attorney to a third party / by granting power of attorney and issuing instructions to the proxies nominated by the company</p> <ul style="list-style-type: none"> • By letter, email or fax until May 10, 2021, 24:00 hours (CEST) (time of receipt is decisive) <p>formal specification according to EU-IR: 20210510, 22:00 p.m. (UTC)</p> <ul style="list-style-type: none"> • Electronically via the InvestorPortal: until the time when voting begins in the virtual Annual General Meeting on May 11, 2021. <p>formal specification according to EU-IR: 20210511, until the time when voting begins in the virtual Annual General Meeting on May 11, 2021</p>

Further information on convening the Annual General Meeting (Blocks E to F of Table 3 of Commission implementing Regulation (EU) 2018/1212) can be found on the following website:

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

* The term "participation" is used here exclusively in the meaning of Commission Implementing Regulation (EU) 2018/1212 and is not identical to participation in the meaning of section 118 German Stock Corporation Act.

Notes:

Koenig & Bauer AG

Friedrich-Koenig-Str. 4
97080 Würzburg
Germany

koenig-bauer.com