



**Invitation to  
87th Annual General Meeting**

# Koenig & Bauer Aktiengesellschaft, Würzburg

## 87th Annual General Meeting

We cordially invite Shareholders to our 87th Annual General Meeting commencing at 11am on Thursday, 14 June 2012 at the Vogel Convention Center (VCC), Max-Planck-Str. 7/9, 97082 Würzburg, Germany.

### Agenda\*

**1. The 2011 financial statements and management report for Koenig & Bauer Aktiengesellschaft (with explanatory comments on disclosures under section 289 (4) and on accounting-related internal control systems under section 289 (5) of the German Commercial Code, HGB), the approved 2011 financial statements for the Koenig & Bauer Group as per IFRS, the management report for the Group (including explanatory comments on disclosures under section 315 (4) of the HGB) and the Supervisory Board report.**

The financial statements submitted by the Management Board for the Parent and the KBA Group have already been approved by the Supervisory Board and subsequently adopted. In accordance with statutory regulations there will thus be no resolution regarding this item on the agenda.

**2. Proposal for the utilisation of the earnings retained by Koenig & Bauer Aktiengesellschaft in 2011**

The Management and Supervisory Boards propose carrying forward to a new account retained earnings totalling €11,293,700.47

**3. Discharge of duties by the members of the Koenig & Bauer Aktiengesellschaft Management Board in the 2011 business year**

The Supervisory and Management Boards recommend that the discharge of members' duties be approved.

**4. Discharge of duties by the members of the Koenig & Bauer Aktiengesellschaft Supervisory Board in the 2011 business year**

The Management and Supervisory Boards recommend that the discharge of members' duties be approved.

**5. Appointment of public auditors for the 2012 business year**

The Supervisory Board proposes that KPMG Bayerische Treuhandgesellschaft AG, Nuremberg, be appointed public auditors for the 2012 business year.

\*Non-binding translation for Shareholders' convenience

**Documentation on the agenda**

All documentation cited in item 1 on the agenda will be displayed at the Company's business premises immediately following notification of the Annual General Meeting. The Group documentation cited in item 1 will also be published on the internet at:

<http://www.kba.com/en/investor-relations/hauptversammlung/hv-2012/>

The above-mentioned documentation will also be available at the Meeting.

**Total number of shares and voting rights on the date of notification of the Annual General Meeting**

The Company's issued share capital on the date of notification of the Annual General Meeting totalled €42,863,477.80, equivalent to 16,485,953 no-par shares. All the shares convey voting rights. The Company holds none of its own shares.

**Conditions for attending the Annual General Meeting and exercising voting rights**

Under section 123 (3) 2 of Germany's Stock Corporation Act and section 12 (3) of the Koenig & Bauer Aktiengesellschaft Articles of Association, only Shareholders who have furnished the Company with written proof of their equity holding in German or English through the custodian institute are entitled to attend the Annual General Meeting and exercise their voting rights. The deadline for submitting proof of entitlement (registration deadline) is zero hours on the 21st day prior to the Annual General Meeting (Thursday, 24 May 2012) and must reach the Company no later than midnight on Thursday, 7 June 2012 at the address below:

Koenig & Bauer Aktiengesellschaft  
 c/o UniCredit Bank AG  
 CBS40GM  
 80311 Munich  
 Germany  
 Fax: +49 89 5400-2519  
 E-mail: [hauptversammlungen@unicreditgroup.de](mailto:hauptversammlungen@unicreditgroup.de)

Entitlement to attend the Annual General Meeting and to exercise voting rights is restricted to Shareholders who have submitted proof of their equity holding, and entitlement is based solely on the equity held at the registration deadline. Post-deadline changes in a stock portfolio have no bearing on attendance and voting rights. The registration deadline does not represent a ban on the disposal of shares, nor does the post-deadline disposal of Company shares (partially or in their entirety) affect entitlement. The post-deadline acquisition of shares also has no bearing

on entitlement: a non-Shareholder on the registration deadline who acquires an equity holding prior to the Annual General Meeting is not entitled to attend.

Upon receipt at the above address of completed registration forms and proof of equity holdings the Company will issue Shareholders with admission tickets for the Annual General Meeting which will serve as passes both to attend the Meeting and to exercise voting rights.

### **Voting by proxy**

Shareholders who do not wish to attend the Annual General Meeting in person may exercise their voting rights through a proxy in the form of a Shareholders' association, a bank or any other institute or person specified in section 135 of Germany's Stock Corporation Law. Here, too, the Shareholder must meet the deadline for registration and proof of equity holdings in accordance with the conditions stated above. Proxy appointments, proxy revocations and proof of proxy in respect of the Company must be submitted in writing. Proof of proxy must be either produced by the proxy on the day of the Annual General Meeting or submitted to the Company in advance by letter, fax or e-mail to the address below:

Koenig & Bauer Aktiengesellschaft  
Investor Relations  
Friedrich-Koenig-Str. 4  
97080 Würzburg  
Germany  
Fax: +49 931 909-4880  
E-mail: corinna.mueller@kba.com

A proxy form is on the back of the admission ticket sent to Shareholders who have registered correctly for the Annual General Meeting by the given deadline. A form can also be accessed at <http://www.kba.com/en/investor-relations/hauptversammlung/hv-2012/> on the Company's website.

The above-mentioned regulations regarding forms of proxy do not apply to the forms for appointing, revoking and proving a proxy with regard to banks, Shareholders' associations or other institutes or persons specified in section 135 of Germany's Stock Corporation Law. In these instances special conditions may apply, and Shareholders should contact their prospective proxy to determine whether a specific form of proxy is demanded.

If a Shareholder appoints more than one proxy the Company may reject all but one of them.

The Company also offers Shareholders the option of exercising their voting rights through a Company representative whose proxy would include specific voting instructions. As in previous years Koenig & Bauer Aktiengesellschaft has appointed Christopher Kessler, a lawyer, as its representative. Shareholders appointing the Company representative as their proxy must provide clear instructions on voting. Without such instructions the proxy is invalid.

Proxy appointments, revocations and proof in respect of the Company representative must be submitted in writing. Shareholders wishing to appoint the Company representative as their proxy may use the form on the back of the admission ticket. Shareholders exercising this option must mail, fax or e-mail their admission tickets and completed proxy forms with binding voting instructions by midnight on Wednesday, 13 June 2012 to the following address:

Koenig & Bauer Aktiengesellschaft  
Legal Department  
Friedrich-Koenig-Str. 4  
97080 Würzburg  
Germany  
Fax: +49 931 909-6172  
E-mail: [stimmrechtsvertreter@kba.com](mailto:stimmrechtsvertreter@kba.com)

A proxy form with voting instructions and further information on appointing a proxy may be accessed on the Koenig & Bauer Aktiengesellschaft website at:  
<http://www.kba.com/en/investor-relations/hauptversammlung/hv-2012/>

In addition, all correctly registered Shareholders, Shareholder representatives and proxies attending the Annual General Meeting may empower the Company's named representative to exercise their voting rights at any point during the Meeting.

## Shareholders' rights

### Motions to amend the agenda under section 122 (2)

#### of Germany's Stock Corporation Law

Shareholders whose aggregated equity holdings constitute one twentieth of the issued share capital or €500,000 may demand that items be placed on the agenda and made public. The demand must be submitted in writing to the Koenig & Bauer Aktiengesellschaft Management Board and must reach the Company no later than midnight on Monday, 14 May 2012 at the address below:

The Management Board  
Koenig & Bauer Aktiengesellschaft  
Friedrich-Koenig-Str. 4  
97080 Würzburg  
Germany  
Fax: +49 931 909-4880  
E-mail: [corinna.mueller@kba.com](mailto:corinna.mueller@kba.com)

Each demand for a new item on the agenda must be accompanied by a statement setting out the grounds for the demand, or by a draft resolution.

Additions to the agenda, insofar as they have not already been announced in the invitation to the Annual General Meeting, must be made public in the electronic version of the *Bundesanzeiger* (Federal Gazette) immediately upon receipt by Koenig & Bauer Aktiengesellschaft, and distributed to such media for publication which may be expected to disseminate this information throughout the entire European Union. Furthermore all demands for additions to the agenda received by the Company following notification of the Annual General Meeting shall be published immediately (in the original language) on the Koenig & Bauer Aktiengesellschaft website under <http://www.kba.com/investor-relations/hauptversammlung/hv-2012/> and Shareholders notified accordingly.

**Tabling of motions and the proposal of candidates under sections 126 and 127 of Germany's Stock Corporation Law**

Shareholders wishing to table a motion on a specific item of the agenda under section 126 (1) or propose auditors under section 127 of the Stock Corporation Law must submit this in writing as a letter, fax or e-mail to the address below:

The Management Board  
Koenig & Bauer Aktiengesellschaft  
Friedrich-Koenig-Str. 4  
97080 Würzburg  
Germany  
Fax: +49 931 909-4880  
E-mail: [corinna.mueller@kba.com](mailto:corinna.mueller@kba.com)

Motions or proposals sent to a different address will not be considered.

All eligible motions and proposals received no later than midnight on Wednesday, 30 May 2012 will be published immediately (in the original language) at

<http://www.kba.com/investor-relations/hauptversammlung/hv-2012/> on the Company website. Responses or comments that the Company may wish to make will be published at the same address.

**Shareholders' right to information under section 131 (1) of Germany's Stock Corporation Law**

Upon demand the Management Board is obliged to furnish information on Company affairs to any shareholder at the Annual General Meeting, insofar as the information demanded is material to a judicious appraisal of the item on the agenda.

This obligation to furnish information encompasses the Company's legal and business relations to an affiliated enterprise, also provided that the information is material to a judicious appraisal of the item on the agenda.

**More detailed explanations and information on the Company website**

Under section 124a of Germany's Stock Corporation Law Shareholders can access information on the Annual General Meeting at <http://www.kba.com/en/investor-relations/hauptversammlung/hv-2012/> on the Company's website. More detailed explanations (in German only) on Shareholders' rights under sections 122 (2), 126 (1), 127 and 131 (1) can be accessed at:  
<http://www.kba.com/investor-relations/hauptversammlung/hv-2012/>

Würzburg, April 2012  
Management Board

Koenig & Bauer Aktiengesellschaft  
Friedrich-Koenig-Str. 4  
97080 Würzburg  
Germany