



**Invitation to
88th Annual General Meeting**

Koenig & Bauer Aktiengesellschaft, Würzburg

88th Annual General Meeting

We cordially invite Shareholders to our 88th Annual General Meeting commencing at 11am on Thursday, 13 June 2013 at the Vogel Convention Center (VCC), Max-Planck-Straße 7/9, 97082 Würzburg, Germany.

Agenda*

1. The 2012 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 2012 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 documents are available for inspection from the date on which the Annual General Meeting is convened onwards at the Company's premises at Friedrich-Koenig-Straße 4, 97080 Würzburg, Germany. They can also be found on the Company's website at <http://www.kba.com/en/investor-relations/annual-general-meeting/agm-2013/> Please note that the Company complies with the legal obligations to make these available on its website. The documents are sent once by post to Shareholders upon request. Furthermore, the above-named documents will also be on display at the Annual General Meeting. 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 2012**

The Management and Supervisory Boards propose utilising retained earnings for 2012 totalling €6,612,510.78 as follows:

| | |
|---|---------------|
| Payment of a dividend of 40 cents per ordinary share on 16,506,373 no-par shares | €6,602,549.20 |
| Transfer to other retained earnings accounts | € 9,961.58 |

**3. Discharge of duties by the members of the Koenig & Bauer Aktiengesellschaft
Management Board in the 2012 business year**

The Supervisory and Management Boards propose that such approval be granted to the Management Board members acting in 2012.

**4. Discharge of duties by the members of the Koenig & Bauer Aktiengesellschaft
Supervisory Board in the 2012 business year**

The Supervisory and Management Boards propose that such approval be granted to the Supervisory Board members acting in 2012.

5. Appointment of public auditors for the 2013 business year

The Supervisory Board proposes that KPMG Bayerische Treuhandgesellschaft AG, Nuremberg, be appointed public auditors for the 2013 business year.

6. Elections to the Supervisory Board

Under section 8 clause 1 of the Company's Articles of Association the Supervisory Board of Koenig & Bauer Aktiengesellschaft must be composed of twelve members, six of whom must be elected by Shareholders and six by Company employees in accordance with sections 96 (1) and 101 (1) of Germany's Stock Corporation Law and section 7 (1.1.1) of the Law on Codetermination.

Following the resignation by own request of Supervisory Board member and Shareholder representative, Mr Dr Hermann Jung, at the end of the Annual General Meeting on 13 June 2013, a new Supervisory Board member must be elected.

In accordance with the recommendation of the nomination committee, the Supervisory Board proposes to elect the following person as a Shareholder representative to the Koenig & Bauer Aktiengesellschaft Supervisory Board with effect from the end of the Annual General Meeting on 13 June 2013:

Mr Heinz-Joachim Neubürger, London/Great Britain
Freelance management consultant

The appointment of Mr Neubürger is in effect for the period up to the end of the Annual General Meeting which discharges duties for the 2017 business year.

The Annual General Meeting is not bound by the above recommendation.

Information pursuant to subparagraph 5.4.1 clauses 4 to 6 of the German Corporate Governance Code:

To the Supervisory Board's evaluation the proposed candidate has no personal or business relationship with the Company, the executive bodies of Koenig & Bauer Aktiengesellschaft or with significant Shareholders of Koenig & Bauer Aktiengesellschaft.

Notices and information to the Shareholders

Information on the candidate for election to the Supervisory Board proposed in agenda item 6:

Mr Heinz-Joachim Neubürger, London

Freelance consultant

Membership in other statutory supervisory boards in Germany:

Deutsche Börse AG, Frankfurt

Membership in comparable domestic and foreign supervisory bodies:

None

Further information on the candidate can be found in German on the Company's website at

<http://www.kba.com/investor-relations/hauptversammlung/hv-2013/>

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 registered for the Meeting on time and 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, 23 May 2013) and must reach the Company no later than midnight on Thursday, 6 June 2013 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

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.

In order to facilitate the registration process Shareholders will receive a registration form together with a personal invitation to the Annual General Meeting. 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. The tickets will be sent to the participants or deposited at the meeting place. Please note that as a rule only 4 tickets will be given out per stock portfolio. Submitting a ticket is not a pre-condition to attend, it is purely for organisational purposes.

Total number of shares and voting rights

The Company's issued share capital on the date of notification of the Annual General Meeting totalled €42,916,569.80, equivalent to 16,506,373 no-par shares. Every share conveys a voting right and one vote. The total number of voting rights is 16,506,373 votes. The Company holds none of its own shares.

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. Proxy appointments and proxy revocations 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

If authorization is issued to a proxy, the Company requires verification of this authorization. This can be submitted to the Company at the address above. Furthermore, the verification can be submitted to the reception and exit desks on the day of the Meeting.

A proxy form is received with 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/annual-general-meeting/agm-2013/> 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. In this respect, special verification of the authorisation to the Company is not required.

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 that they receive with 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, 12 June 2013 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

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/annual-general-meeting/agm-2013>

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, 13 May 2013 at the address below:

The Management Board
Koenig & Bauer Aktiengesellschaft
Friedrich-Koenig-Straße 4
97080 Würzburg
Germany

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.

In accordance with section 122 (1) in conjunction with section 142 (2.2) of Germany's Stock Corporation Law the applicants have to prove that they became Shareholders no less than three months before the Meeting and that they will hold these until a decision regarding the motion is reached. The deadline is calculated in accordance with section 121 (7) of Germany's Stock Corporation Law. Holding periods of legal predecessors can be attributable in accordance with section 70 of Germany's Stock Corporation Law.

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-2013/> 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 to counter a proposal of the Management Board and/or Supervisory Board 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-Straße 4
97080 Würzburg
Germany
Fax: + 49 931 909-4880
E-mail: corinna.mueller@kba.com

Counter motions must be submitted with a reason.
Motions or proposals sent to a different address will not be considered.

All eligible motions and proposals received no later than midnight on Wednesday, 29 May 2013 will be published immediately (in the original language) at <http://www.kba.com/investor-relations/hauptversammlung/hv-2013/> on the Company's 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 as well as the Group's business performance and the companies included in the consolidated financial statements, also provided that the information is material to a judicious appraisal of the item on the agenda. The Management Board may refuse to grant this information for the reasons listed under section 131 (3) of Germany's Stock Corporation Law.

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, the documents which are to be made available) at <http://www.kba.com/en/investor-relations/annual-general-meeting/agm-2013/> on the Company's website. Further information (in German only), such as motions of Shareholders as well as more detailed explanations 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-2013/>

Würzburg, April 2013
Management Board

Koenig & Bauer Aktiengesellschaft
Friedrich-Koenig-Straße 4
97080 Würzburg
Germany

