



Invitation to 89th Annual General Meeting

Koenig & Bauer Aktiengesellschaft, Würzburg **89th Annual General Meeting**

We cordially invite Shareholders to our 89th Annual General Meeting commencing at 11am on Wednesday, 28 May 2014 at the Vogel Convention Center (VCC), Max-Planck-Straße 7/9, 97082 Würzburg, Germany.

Agenda

1. The 2013 financial statements and management report for Koenig & Bauer Aktiengesellschaft (with explanatory comments on disclosures under section 289 para. 4 and on accounting-related internal control systems under section 289 para. 5 of the German Commercial Code, HGB), the approved 2013 financial statements for the Koenig & Bauer Group as per IFRS, the management report for the Group (including explanatory comments on disclosures under section 315 para. 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-2014/>. Please note that the Company complies with legal obligations to make these available on its website. The documents will be sent once by post to Shareholders upon request. Furthermore, the aforementioned documents will also be presented 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. Resolution on the discharge of duties with regard to the members of the Koenig & Bauer Aktiengesellschaft Management Board in the 2013 business year

The Supervisory and Management Boards propose that such approval be granted to the Management Board members acting in 2013.

3. Resolution on the discharge of duties with regard to the members of the Koenig & Bauer Aktiengesellschaft Supervisory Board in the 2013 business year

The Supervisory and Management Boards propose that such approval be granted to the Supervisory Board members acting in 2013.

4. Appointment of public auditors for the 2014 business year

The Supervisory Board proposes that KPMG Bayerische Treuhandgesellschaft AG, Nuremberg, be appointed public auditors for the 2014 business year.

5. 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 section 96 para. 1 and section 101 para. 1 of the German Stock Corporation Law (AktG) and section 7 para. 1 sentence 1 no. 1) of the German Law on Codetermination (MitbestG).

Following the resignation of Dieter Rampl as Supervisory Board member (Shareholder representative) at his own request on 26 September 2013, in accordance with the recommendation of the nomination committee as well as the Supervisory Board and by request from the Management Board Dr Martin Hoyos was appointed by the register court in Würzburg on 14 October 2013 as member of the Supervisory Board of Koenig & Bauer Aktiengesellschaft. For this reason Dr Martin Hoyos shall be elected by the AGM as Shareholder representative. In accordance with section 104 para. 5 of the German Stock Corporation Law (AktG) the position held by a court-appointed member of the Supervisory Board automatically ends with the appointment of a Supervisory Board member properly elected by the AGM.

As Mr Heinz-Joachim Neubürger announced his departure at his own request from the Supervisory Board with immediate effect on 25 February 2014 and the Supervisory Board accepted his immediate resignation, it has become necessary to elect an additional new Supervisory Board member to represent the Shareholders. In accordance with the recommendation of the nomination committee and the Supervisory Board's resolution passed in its meeting on 20 March 2014, the judicial appointment of Ms Dagmar Rehm as new member of the Supervisory Board of Koenig & Bauer Aktiengesellschaft has been proposed by the Management Board at the register court in Würzburg. Regardless of any court appointment, Ms Dagmar Rehm shall be elected by the AGM on 28 May 2014 as Shareholder representative in the Supervisory Board of Koenig & Bauer Aktiengesellschaft. Should Ms Dagmar Rehm be appointed by the register court, her position on the Supervisory Board terminates automatically upon the proper appointment of a Supervisory Board member elected by the AGM in accordance with section 104 para. 5 of the German Stock Corporation Law (AktG).

The intention is to allow the Annual General Meeting to vote on each individual member pursuant to clause 5.4.3 sentence 1 of the German Corporate Governance Code (DCGK).

In accordance with the recommendation of the nomination committee, the Supervisory Board proposes that the following candidates be elected as Shareholder representatives to the Koenig & Bauer Aktiengesellschaft Supervisory Board with effect from the end of the Annual General Meeting on 28 May 2014:

- a) Dr Martin Hoyos, Vienna / Austria
Management consultant
- b) Ms Dagmar Rehm, Langen / Germany
CFO / Commercial managing director at Bilfinger Industrial Technologies GmbH, Frankfurt / Germany

The appointment of Dr Hoyos and Ms Rehm are each in effect for the period up to the end of the Annual General Meeting which will resolve on the discharging of duties for the 2018 business year.

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

Information pursuant to clause 5.4.1 paragraphs 4 to 6 of the German Corporate Governance Code (DCGK):

The proposed candidates have, in the assessment of the Supervisory Board, no personal or business relationships that need to be disclosed with the enterprise, the executive bodies of Koenig & Bauer Aktiengesellschaft or with any of the company's significant Shareholders.

Information on the candidates for election to the Supervisory Board proposed in agenda item 5:

- a) Dr Martin Hoyos, Vienna / Austria
Management consultant

Membership in other statutory supervisory boards in Germany:
Curanum AG, Munich / Germany

Membership in comparable foreign supervisory bodies:
AMG Advanced Metallurgical Group N.V., Amsterdam/ Netherlands
CAG Holding GmbH, Marktl / Austria
Prinzhorn Holding GmbH, Wiener Neudorf / Austria
Korian S.A., Paris / France

- b) Ms Dagmar Rehm, Langen / Germany
CFO / Commercial managing director at Bilfinger Industrial
Technologies GmbH, Frankfurt / Germany

Membership in other statutory supervisory boards in Germany:
O'Donovan AG, Bad Homburg / Germany

Membership in comparable foreign supervisory bodies:
Bilfinger Personalservice Österreich GmbH, Linz / Austria
Bilfinger VAM Anlagentechnik GmbH, Wels / Austria

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

<http://www.kba.com/investor-relations/hauptversammlung/hv-2014>

6. Resolution on the revision of the Company's Articles of Association

The internal rules of procedure of the Management Board and Supervisory Board have been revised in line with the German Corporate Governance Code (DCGK) dated 13 May 2013. The Company's Articles of Association should also be updated to avoid overlaps with the provisions in the current Articles of Association of Koenig & Bauer Aktiengesellschaft and to take into account the guidelines of the German Corporate Governance Code (DCGK) dated 13 May 2013. The Management Board and Supervisory Board therefore propose that the Articles of Association of Koenig & Bauer Aktiengesellschaft be amended, with an English courtesy translation, as follows:

I. General provisions

1.1 Name, seat

- 1.1 The name of the Company is »Koenig & Bauer AG«.**
The seat of the Company is Würzburg.

2 Object of the Company

- 2.1** The object of the Company is the production, sales and trade in products for general machinery and plant manufacturing as well as printing presses and other products for the print media industry, as well as the rendering of related services and consultancy services.

- 2.2 The Company is entitled to take any measures or actions which are incidental to, or may be deemed apt to directly or indirectly serve, the object of the Company; in particular, it may enter into affiliation, syndicate or similar agreements. The Company is entitled to establish branches or subsidiaries in Germany and elsewhere as well as to acquire or invest in other German or foreign enterprises. It may spin-off its operations, in whole or in part, to affiliated enterprises.

3 Announcements

Announcements of the company shall be published in the German Federal Gazette (Bundesanzeiger).

II. Share capital and shares

4 Share capital

The Company's share capital stands at **€42,964,435.80**.

5 Shares

- 5.1 The share capital is divided into **16,524,783** bearer shares (no-par value bearer shares).
- 5.2 The right of Shareholders to the certification of their shares is excluded. The Management Board shall decide on the issue of share certificates and all related details.
- 5.3 With the consent of the Supervisory Board, the Management Board is authorised to increase share capital by no more than **€15,443,766.00** in the period ending on 15 June 2016 through a single issue or multiple issues of new, no-par bearer shares for cash and/or in-kind capital contributions, up to a maximum aggregate total of 5,939,910 shares. New shares will be issued, and the conditions for such an issue determined, by the Management Board with the consent of the Supervisory Board.
- 5.3.1 In general, the new shares shall be offered to Shareholders on a pre-emptive basis.

5.3.2 However, with the consent of the Supervisory Board the Management Board is authorised to exclude pre-emption rights in the instances specified below:

- Residual amounts.
- Capital increases in exchange for cash contributions, if the issue price for the new shares is not substantially lower than the stock market price for the Company shares and the shares issued on a non-pre-emptive basis do not exceed 10% of the share capital neither at the time when this authorisation takes effect nor when it is exercised. This 10% threshold shall include shares issued or disposed of during the period of this authorisation but under a different authority with the exclusion of subscription rights in direct or indirect reliance on section 186 para. 3 sentence 4 of the German Stock Corporation Law (AktG).
- Capital increases via cash contributions for a notional portion of share capital not exceeding €1,468,766.00 through the issue of no more than 564,910 new no-par shares, if the new shares are offered to Company employees on a pre-emptive basis and issued to them.
- Capital increases via in-kind capital contributions for the granting of shares where these shares are to be used for the acquisition of other companies or interests in other companies.

5.4 In addition, opportunities regarding the acquisition and disposition of Company shares pursuant to section 71 et seq. of the German Stock Corporation Law (AktG) remain unaffected.

III. Organisation of the Company

6 Corporate bodies

The corporate bodies of the Company are the Management Board, Supervisory Board and the Annual General Meeting.

IV. Management Board

7 Composition and rules of procedure for the Management Board

7.1 The Management Board shall consist of at least two members. The Supervisory Board shall determine the number of Management Board members and appoint the chairman of the

Management Board. The Supervisory Board can also appoint the deputy chairman.

- 7.2 The Management Board shall adopt its own rules of procedure, which must be approved by the Supervisory Board.

8 Representation, Management Board

- 8.1 The Company is legally represented by two members of the Management Board or by one member of the Management Board together with an executive holding full power of representation (*Prokura*). The Supervisory Board may authorise Management Board members to represent the Company alone.
- 8.2 The Management Board shall manage the Company's business in accordance with statutory law, the Articles of Association and the rules of procedure.

V. Supervisory board

9 Composition and term

- 9.1 Pursuant to section 7 para. 1 sentence 1 of the Law on Codetermination (MitbestG), the Supervisory Board shall consist of 12 members.
- 9.2 Each member of the Supervisory Board shall be elected for a period ending upon the conclusion of the Annual General Meeting that resolves on the discharge for the fourth business year after the commencement of his respective term of office. This does not include the business year in which his term of office commenced.
- 9.3 In accordance with section 104 of the German Stock Corporation Law (AktG), if a Supervisory Board member resigns prematurely, then a new Supervisory Board member can be judicially appointed effective until the conclusion of the next Annual General Meeting. At such an Annual General Meeting, a new Supervisory Board member will be elected for a full term of office in accordance with section V clause 9.2.

- 9.4 Each member of the Supervisory Board may resign from office for any reason by giving at least two months prior written notice. The notice shall be submitted to the chairman or deputy chairman of the Supervisory Board.

10 Duties and authority

- 10.1 The Supervisory Board shall have all rights and obligations assigned by law, the Articles of Association or otherwise, in particular by the rules of procedure.
- 10.2 The Supervisory Board is authorised to make amendments to the Articles of Association that relate only to phrasing, in particular with regard to the utilisation of authorised capital.
- 10.3 In isolated cases the Supervisory Board is authorised to obtain appropriate advice from external experts at the expense of the Company, provided this is necessary for the Supervisory Board to perform its duties.

11 Chairman and deputy chairmen of the Supervisory Board

- 11.1 Directly after the Annual General Meeting at which the Supervisory Board members representing the Shareholders have been elected, the Supervisory Board shall, in a meeting held without notice, elect from among its members a chairman for the duration of its term of office in accordance with the provisions of the German Stock Corporation Law (AktG) and the Law on Codetermination (MitbestG), a deputy in accordance with section 27 of the Law on Codetermination (MitbestG) and an additional deputy. The session shall be conducted by the oldest AGM-appointed supervisory board member representing the Shareholders until a chairman of the supervisory board has been elected. In the event that the chairman or a deputy chairman prematurely ceases to hold office, the Supervisory Board shall, without undue delay, elect a new chairman or deputy chairman, as the case may be, for the remainder of the period for which the departing chairman or deputy chairman had been elected.
- 11.2 The deputy chairman shall exercise the rights and duties of the chairman's office in accordance with the law, Articles

of Association and rules of procedure if the chairman is prevented from doing so. This applies for the additional deputy if the deputy is unavailable. Section 29 para. 2 sentence 3 and section 31 para. 4 sentence 3 of the Law on Codetermination (MitbestG) remain unaffected.

- 11.3** Declarations of intent of the Supervisory Board and its committees are made on behalf of the Supervisory Board by the chairman or, if he is unavailable, by one of the deputies in the order set forth in section V clause 11.2.

12 Internal organisation

- 12.1** The Supervisory Board shall be quorate if at least a total of half its members are present in passing resolutions. Resolutions may be made in person or by voting in written form. A member also takes part in decisionmaking regarding a resolution by abstaining from voting. In the event of a tie vote the chairman of the Supervisory Board shall have the casting vote in accordance with section 29 para. 2 and section 31 para. 4 of the Law on Codetermination (MitbestG).
- 12.2** Furthermore, the Supervisory Board determines its own rules of procedure in accordance with legal requirements, the Articles of Association and duties allocated to it.

13 Supervisory Board compensation

- 13.1** The members of the Supervisory Board are each entitled to a fixed compensation in the amount of €24,000, beginning with the 2015 business year. This amount shall be payable following the completion of each business year. The chairman shall receive twice, and each deputy chairman shall receive one and a half times, this amount.
- 13.2** The members of the Supervisory Board shall also be reimbursed for all travel expenses as well as for other expenses reasonably incurred in the performance of their duties. In addition, every member in attendance at a meeting shall receive a daily allowance of €250.

- 13.3 The Company shall reimburse each member of the Supervisory Board for all expenses as well as for any VAT payable on their compensation or expenses.

VI. Annual General Meeting

14 Location, rights of participation, voting rights

- 14.1 The Annual General Meeting shall take place at the seat of the Company.
- 14.2 Only those Shareholders are entitled to participate in, and to exercise voting rights at, the Annual General Meeting who send a registration to the Company at the address given in the formal notice of the calling of the meeting and who can provide proof of their entitlement to participate in the Annual General Meeting and to exercise voting rights.
- 14.3 The registration and proof of entitlement must be received by the Company in written or electronic form at least six days prior to the Annual General Meeting. This excludes the day of the meeting and the day of receipt of the request.
- 14.4 Pursuant to section 2 above of these Articles of Association, proof of entitlement requires a certification showing the number of shares owned issued in written form (pursuant to section 126b of the German Civil Code, BGB) by the depository bank or financial services institution. This proof of entitlement can be in German or in English and the deadline for submitting proof of entitlement is midnight on the 21st day prior to the Annual General Meeting at the seat of the Company.
- 14.5 Voting rights may be exercised by proxy. Proxy appointments, revocations and proof of appointment to act as proxy with regard to the Company must be in writing (pursuant to section 126b of the German Civil Code, BGB). Revocation may also be effected in person by the Shareholder attending the Annual General Meeting. The formal notice of the calling of the meeting may grant relief with respect to the written form requirement. Section 135 of the German Stock Corporation Law (AktG) remains unaffected. If a Shareholder appoints

more than one proxy the Company may reject one or more of such proxies.

- 14.6 In case of doubt the person leading the meeting pursuant to section VI clause 15.1 of these Articles of Association shall determine rights to participate.
- 14.7 Each share grants one vote at the Annual General Meeting.
- 14.8 The Annual General Meeting may be transmitted in audio and video form. The person leading the meeting pursuant to section VI clause 15.1 of these Articles of Association is authorised to allow the full or partial transmission of the Annual General Meeting by means of electronic media.

15 Chairmanship and passing resolutions

- 15.1 The person who shall chair and conduct the Annual General Meeting (the person leading the meeting) shall be the chairman of the Supervisory Board. If he is unable to attend, the additional deputy shall chair this meeting. If neither the chairman nor the additional deputy is able to attend, the Supervisory Board shall vote one of its members representing the Shareholders present to take over the chairmanship.
- 15.2 The person leading the meeting shall guide the debates and determine the order of agenda items as well as the manner of casting votes in the Annual General Meeting. He is entitled to set a reasonable time limit for questions and remarks, including time limits applying to the entire course of the Annual General Meeting, to specific agenda items, and for individual speakers, and he may furthermore set such limits both at the beginning of as well as during the Annual General Meeting. He is also entitled, to the extent necessary to conduct the Annual General Meeting in an orderly fashion, to instruct that debate be ended.
- 15.3 Resolutions of the Annual General Meeting are adopted with a simple majority of votes cast and, if a capital majority is required, with a simple majority of voting nominal capital represented, unless otherwise stipulated by law or the Articles of Association.

VII. Financial statements and profit utilisation

16 Business year

The business year is the calendar year.

17 Utilisation of annual net profit

If the Management Board and Supervisory Board adopt the annual financial statements, they may transfer each year annual net profit representing over half of the year's annual net profit into other revenue reserves until these are equal to half of the share capital.

18 Profit sharing

In the event of a capital increase, profit sharing may be set in a manner different from that set forth in section 60 of the German Stock Corporation Act (AktG).

Notices and information to the Shareholders

Conditions for attending the Annual General Meeting and exercising voting rights

Under section 123 para. 3 sentence 2 of the German Stock Corporation Law (AktG) and section 12 para. 2 to 4 of the Koenig & Bauer Aktiengesellschaft Articles of Association, only Shareholders who have timely registered for the Annual General Meeting and furnished the Company with written proof in German or English of their equity holding through the custodian institute are entitled to attend the Annual General Meeting and exercise their voting rights. The deadline for submitting proof of entitlement ("proof of entitlement deadline") is midnight on the 21st day prior to the Annual General Meeting (Wednesday, 7 May 2014) and must reach the Company no later than midnight on Wednesday, 21 May 2014 at the following address:

Koenig & Bauer Aktiengesellschaft
c/o UniCredit Bank AG
CBS51GM
80311 Munich
Germany
Fax: +49 (0)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 as of the proof of entitlement deadline. Post-deadline changes in a stock portfolio have no bearing on the scope and exercise of attendance and voting rights. The proof of entitlement deadline does not represent a ban on the disposal of shares, nor does the post-deadline disposal of Company shares, either in part or in whole, affect entitlement. Likewise, the post-deadline acquisition of shares has no bearing on entitlement. For example, a non-Shareholder on the proof of entitlement 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 via their depository bank. Upon receipt of completed registration forms and proof of equity holdings at the address above the Company will issue admission tickets for the Annual General Meeting to Shareholders which will serve as passes both to attend the Meeting and to exercise voting rights. The tickets will be sent to the participants or held at the meeting place. Please note that as a rule only 4 tickets will be given out per stock portfolio. Showing tickets is not a pre-condition to attendance, but is requested purely for organisational purposes.

Total number of shares and voting rights

The Company's share capital on the date of notification of the Annual General Meeting totalled €42,964,435.80, divided into 16,524,783 no-par shares. All shares are voting shares and grant one vote. The total number of voting rights is thus 16,524,783 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 by proxy or through a Shareholders' association, a bank or any other institution or person specified in section 135 of the German Stock Corporation Law (AktG). Here, too, the Shareholder must meet the above deadlines for registration and proof of equity holdings in accordance with the stated conditions. Proxy appointments, proxy revocations and proof of proxy in respect of the Company must be submitted in written form (Textform). Proxy appointments and proxy revocations must either be 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-Straße 4
97080 Würzburg
Germany
Fax: +49 (0)931 909-4880
E-mail: corinna.mueller@kba.com

If authorisation is issued to a proxy, the Company requires verification of this authorisation. 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 printed on the back side of the admission ticket sent to Shareholders who have timely and properly registered for the Annual General Meeting. A form can also be accessed on the Company's website at <http://www.kba.com/en/investor-relations/annual-general-meeting/agm-2014/>.

The aforementioned rules 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 institutions or persons specified in section 135 of the German Stock Corporation Law (AktG). In these instances special conditions may apply, and Shareholders should contact their prospective proxy to determine whether a specific form of proxy is required. 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 one or more of them.

The Company is also again offering Shareholders the option of exercising their voting rights through a Company representative bound to comply with specific voting instructions. As in previous years Koenig & Bauer Aktiengesellschaft has appointed Christopher Kessler, a German 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 (Textform). 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 Tuesday, 27 May 2014 to the following address:

Koenig & Bauer Aktiengesellschaft
Legal Department
Friedrich-Koenig-Straße 4
97080 Würzburg
Germany
Fax: +49 (0)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-2014>

In addition, all timely and properly registered Shareholders, Shareholder representatives and proxies attending the Annual General Meeting may authorise 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 para. 2 of the German Stock Corporation Law (AktG)

Shareholders whose aggregate equity holdings are equal to at least one twentieth of the Company's share capital or €500,000 may require 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 Sunday, 27 April 2014 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 paras. 1 and 2 in conjunction with section 142 para. 2 sentence 2) of the German Stock Corporation Law (AktG) the applicants must prove that they became Shareholders no fewer than three months before the Meeting and that they will remain Shareholders until a decision regarding the motion is reached. The deadline is calculated in accordance with section 121 para. 7 of the German Stock Corporation Law (AktG). Ownership periods of legal predecessors can be tacked on in accordance with section 70 of the German Stock Corporation Law (AktG).

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 German Federal Gazette (Bundesanzeiger) without undue delay following receipt by Koenig & Bauer Aktiengesellschaft and distributed to such media for publication which may be expected to disseminate this information throughout the European Union. Furthermore all demands for additions to the agenda received by the Company following notification of the Annual General Meeting shall be published (in the original language) without undue delay on the Koenig & Bauer Aktiengesellschaft website at <http://www.kba.com/investor-relations/hauptversammlung/hv-2014> , and Shareholders shall be notified accordingly.

Tabling of motions and the proposal of candidates under sections 126 paras. 1 and 127 of the German Stock Corporation Law (AktG)

Shareholders wishing to table a motion to counter proposed resolutions of the Management Board and/or Supervisory Board on a specific item of the agenda under section 126 para. 1 or proposed candidates under section 127 of the German Stock Corporation Law (AktG) 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 (0)931 909-4880
E-mail: corinna.mueller@kba.com

Countermotions must be submitted accompanied by a statement of explanation.
Motions or proposals sent to a different address will not be considered.

All eligible motions and proposals received no later than midnight on Tuesday, 13 May 2014 will be published (in the original language) without undue delay at

<http://www.kba.com/investor-relations/hauptversammlung/hv-2014> 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 para. 1 of the German Stock Corporation Law (AktG)

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 required is material to an appropriate appraisal of an 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 companies included in the consolidated financial statements, again provided that the information is material to an appropriate appraisal of the item on the agenda. The Management Board may refuse to grant this information for the reasons listed under section 131 para. 3 of the German Stock Corporation Law (AktG).

More detailed explanations and information on the Company website

Pursuant to section 124a of the German Stock Corporation Law (AktG) Shareholders can access information (in particular this formal notice of the calling of the meeting, the documents and shareholder motions to be made available with regard to the Annual General Meeting, and other information) at

<http://www.kba.com/en/investor-relations/annual-general-meeting/agm-2014/> on the Company's website. Further information in German only, such as German-language motions of Shareholders as well as more detailed explanations of Shareholders' rights under sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Law (AktG) can be accessed at <http://www.kba.com/investor-relations/hauptversammlung/hv-2014>

Würzburg, April 2014
The Management Board

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

