

KOENIG & BAUER

Invitation

97th Annual General Meeting



we're on it.

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 24, 2022 formal specification according to EU-IR: 4681af89e68beeb11811c005056888925
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 24, 2022 formal specification according to EU-IR: 20220524
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	May 3, 2022 0:00 hours (CEST) formal specification according to EU-IR: 20220502; 22:00 p.m. (UTC)
6. Uniform Resource Locator (URL)	https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/

D. Participation* in the Annual General Meeting

1. Method of participation* by shareholder	Exercising the right to vote <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 Following the General Annual Meeting via the video and audio broadcast formal specification according to EU-IR: EV; PX
2. Issuer deadline for the notification of participation*	May 17, 2022, 24:00 hours (CEST) formal specification according to EU-IR: 20220517, 22:00 p.m. (UTC)
3. Issuer deadline for voting	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 <ul style="list-style-type: none"> By letter or email until May 23, 2022, 24:00 hours (CEST) (time of receipt is decisive) formal specification according to EU-IR: 20220523, 22:00 p.m. (UTC)
	Electronically via the InvestorPortal: until the time when voting begins in the virtual Annual General Meeting on May 24, 2022. formal specification according to EU-IR: 20220524, until the time when voting begins in the virtual Annual General Meeting on May 24, 2022

Koenig & Bauer AG, Würzburg, Germany

97th Annual General Meeting

WKN 719350
ISIN DE0007193500

We cordially invite the shareholders to the 97th Annual General Meeting of our company on

Tuesday, May 24, 2022, 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, the venue of the Annual General Meeting. Shareholders' voting rights may only be exercised 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 attendance by shareholders and their proxies (with the exception of the proxies nominated by the Company) is excluded.**

For further details, please refer to Section IV - Notices and Information to shareholders.

I. Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as well as the combined management report for Koenig & Bauer AG and the Koenig & Bauer Group as at December 31, 2021, the non-financial Group report and the report of the Supervisory Board for the financial year 2021**

- 2. Resolution on the appropriation of the net profit of Koenig & Bauer AG for the financial year 2021**
- 3. Resolution on the discharge of the members of the Koenig & Bauer AG Management Board for the financial year 2021**
- 4. Resolution on the discharge of the members of the Supervisory Board of Koenig & Bauer AG for the financial year 2021**
- 5. Election of the auditor and the group auditor for the financial year 2022**
- 6. Elections to the Supervisory Board**
- 7. Resolution on the approval of the remuneration report**
- 8. Resolution on the approval of the domination agreement between Koenig & Bauer AG and Koenig & Bauer Industrial GmbH**
- 9. Resolution on the approval of an extension of the minimum term of the profit and loss transfer agreement between Koenig & Bauer Industrial GmbH and Koenig & Bauer Gießerei GmbH dated June 4, 2018**
- 10. Resolution on the creation of new authorized capital with the possibility of excluding subscription rights and the corresponding amendment to the Articles of Association**

II. Proposals for resolutions

- 1) Presentation of the adopted annual financial statements and the approved consolidated financial statements as well as the combined management report for Koenig & Bauer AG and the Koenig & Bauer Group as at December 31, 2021, the non-financial Group report and the report of the Supervisory Board for the financial year 2021**

The aforementioned documents also include the explanatory report on the disclosures pursuant to Section 289a para. 1 HGB and Section 315a para. 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 convocation 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. The aforementioned website also contains the corporate governance statement with corporate governance reporting and the remuneration report for the members of the Management Board and Supervisory Board for the financial year 2021.

At its meeting on March 22, 2022, 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 net profit of Koenig & Bauer AG for the financial year 2021

The Management Board and Supervisory Board propose that the unappropriated profit of €35,181,443.80 for the financial year 2021 be transferred to other revenue reserves.

The unappropriated profit comprises the unappropriated profit carried forward to new account in 2020 in the amount of €29,528,160.80 and the unappropriated profit in 2021 in the amount of €5,653,283.99.

3) Resolution on the discharge of the members of the Koenig & Bauer AG Management Board for the financial year 2021

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 financial year 2021.

4) Resolution on the discharge of the members of the Supervisory Board of Koenig & Bauer AG for the financial year 2021

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 financial year 2021.

5) Election of the auditor and the group auditor for the financial year 2022

Based on the recommendation of its Audit Committee, the Supervisory Board proposes that the following resolution be adopted:

“PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Nuremberg branch, is appointed auditor of the financial statements and group financial statements for the financial year 2022.”

Both the recommendation of the Audit Committee and the proposal of the Supervisory Board are free from undue influence by third parties. Nor were any restrictions imposed on the Audit Committee or the Supervisory Board with regard to the selection of a particular auditor or audit firm (Art. 16 Para. 6 of the EU Regulation on Statutory Auditors).

Before submitting the election proposal, the Supervisory Board obtained a declaration of independence from PricewaterhouseCoopers GmbH, Frankfurt am Main, Nuremberg branch.

6) Elections to the Supervisory Board

The term of office of the Supervisory Board member elected as shareholder representative, Mr. Carsten Dentler, ends at the close of the Annual General Meeting on May 24, 2022. Mr. Dentler has thankfully declared his willingness to stand for a further term of office.

Pursuant to Section V, item 9.1 of the Articles of Association of Koenig & Bauer AG, the Supervisory Board of Koenig & Bauer AG shall consist of a total of twelve members and, in accordance with Sections 96 para. 1, para. 2 and 101 of the German Stock Corporation Act (AktG) in conjunction with Sections 1 para. 1 and 7 para. 1 sentence 1 no. 1 of the German Co-Determination Act (Mitbestimmungsgesetz - MitbestG), shall be composed of six shareholder and six employee representatives, and at least 30% each of women and men.

The minimum quota must be fulfilled separately on the Supervisory Board of Koenig & Bauer AG for both sides, the side of the shareholders and the side of the employee representatives, as the side of the employee representatives has objected to the overall fulfillment. Therefore, at least two seats on both the shareholder side and the employee representative side must be occupied by women and at least two seats by men.

The shareholder representatives on the Supervisory Board are Dagmar Rehm and Professor Gisela Lanza. The employee representatives are Julia Cuntz and Simone Walter. The remaining Supervisory Board members are men. The minimum quota is therefore currently met on both the shareholder and employee sides and would continue to be met on the shareholder side following the re-election of Mr. Dentler.

Taking into account the objectives for the composition of the Supervisory Board resolved by the Supervisory Board and in accordance with the proposal of its Nomination Committee, the Supervisory Board therefore proposes,

Mr. Carsten Dentler, managing partner of Palladio Infrastruktur GmbH, resident in Bad Homburg v.d. Höhe

be elected to the Supervisory Board of Koenig & Bauer AG as shareholder representatives with effect from the end of the Annual General Meeting on May 24, 2022 for the period until the end of the Annual General Meeting, which resolves on the ratification of the actions of the members of the Supervisory Board for the financial year 2026.

Disclosures in accordance with recommendation C.13 of the German Corporate Governance Codex (GCGC) (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 regarding the independence of Supervisory Board members (C.6 to C.12) are fully complied with.

The election proposal takes into account the objectives resolved by the Supervisory Board for its composition and thus at the same time takes into account the filling of the competence profile drawn up by the members of the Supervisory Board for the entire body. Mr. Dentler is very familiar with Koenig & Bauer AG and its business segments. In the event of his re-election, Mr. Dentler's specific competence profile as a capital market expert and business graduate would ensure that the shareholder representatives would continue to be able to draw on their wide range of experience and expertise in corporate management, production/purchasing/logistics, capital markets, accounting, auditing, financing, economics, science and technology.

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

Information pursuant to Art. 125 para. 1 sentence 5 AktG and further information on the candidate for the Supervisory Board proposed under item 6 of the agenda:

Mr. Dentler is Deputy Chairman of the Supervisory Board of Scope SE & Co. KGaA, Berlin and Scope Management SE, Berlin.

Mr. Carsten Dentler's curriculum vitae and competence profile, as well as further information, can be found under Section III - Reports, annexes and further information on the agenda items - and on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

7) Resolution on the approval of the remuneration report

Following the amendment of the Stock Corporation Act by the Act Implementing the Second Shareholders' Rights Directive (ARUG II), a remuneration report must in future be prepared annually by the Management Board and Supervisory Board in accordance with Section 162 AktG and submitted to the Annual General Meeting for approval in accordance with Section 120a para. 4 AktG.

This procedure is mandatory for the first time for the 2021 financial year and this year's 2022 Annual General Meeting of Koenig & Bauer AG. The remuneration report is based on the management board remuneration system approved by the 2021 Annual General Meeting.

In accordance with Section 162 para. 3 AktG, the remuneration report was examined by the auditor of Koenig & Bauer AG to determine whether the legally required disclosures pursuant to Section 162 para. 1 and para. 2 AktG had been made. In addition to the statutory requirements, the auditor also examined the content of the disclosures. The report on the audit of the remuneration report is attached to this report.

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

“The remuneration report prepared by the Management Board and the Supervisory Board for the financial year 2021 is approved.”

The remuneration report for financial year 2021 and the report on its audit by the auditor can be found under Section III - Reports, annexes and further information on the agenda items - of this convocation and on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

8) Resolution on the approval of the domination agreement between Koenig & Bauer AG and Koenig & Bauer Industrial GmbH

Koenig & Bauer AG concluded a domination agreement (Beherrschungsvertrag) with Koenig & Bauer FT Engineering GmbH on January 1, 2022. Koenig & Bauer FT Engineering GmbH was renamed Koenig & Bauer Industrial GmbH upon entry in the commercial register on February 8, 2022. Pursuant to Section 293 para. 1 AktG, the domination agreement between Koenig & Bauer AG as the controlling entity and Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) as the controlled entity requires the approval of the Annual General Meeting of Koenig & Bauer AG and the approval of the shareholders' meeting of Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH). The shareholders' meeting of Koenig & Bauer FT Engineering GmbH has already approved the domination agreement on March 30, 2022.

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

“The domination agreement between Koenig & Bauer AG and Koenig & Bauer Industrial GmbH dated January 1, 2022 is approved.”

The domination agreement between Koenig & Bauer AG and Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) essentially has the following content:

a) Koenig & Bauer Industrial GmbH places the management of its company under the control of Koenig & Bauer AG, which is accordingly entitled to issue instructions to the management of Koenig & Bauer Industrial GmbH regarding the management of the company.

b) Koenig & Bauer AG shall be entitled to inspect all books and other documents of Koenig & Bauer Industrial GmbH. Koenig & Bauer Industrial GmbH undertakes to provide Koenig & Bauer AG with all requested information, to inform Koenig & Bauer AG at any time about important matters and to keep Koenig & Bauer AG regularly informed about the business activities and the development of Koenig & Bauer Industrial GmbH.

c) Koenig & Bauer AG shall compensate Koenig & Bauer Industrial GmbH for any net loss for the year during the term of the agreement, unless such loss can be compensated from retained earnings allocated during the term of the agreement. Subject to the insolvency of Koenig & Bauer AG, Koenig & Bauer Industrial GmbH may waive or settle this claim only three years after the registration and announcement of the effective termination of this agreement in the commercial register of Koenig & Bauer Industrial GmbH. The provision of Section 302 AktG, as amended from time to time, shall apply accordingly.

d) The agreement shall become effective upon its entry in the commercial register. In order to become effective, it requires the approval of the Annual General Meeting of Koenig & Bauer AG and the approval of the Shareholders' Meeting of Koenig & Bauer Industrial GmbH.

e) The domination agreement is concluded for an indefinite period. It may be terminated with six months' notice to the end of any financial year of Koenig & Bauer Industrial GmbH, but for the first time to the end of December 31, 2026 or, if no financial year ends on that date, to the end of the financial year running on that date.

f) The right to terminate without notice remains unaffected. The agreement may be terminated without notice if Koenig & Bauer AG no longer holds the majority of voting rights in Koenig & Bauer Industrial GmbH or if Koenig & Bauer Industrial GmbH is sold.

g) The option to terminate the domination agreement by mutual agreement instead of giving notice remains unaffected.

Koenig & Bauer AG is the sole shareholder of Koenig & Bauer Industrial GmbH. For this reason, Koenig & Bauer AG shall neither provide for compensation payments nor severance payments for outside shareholders.

Koenig & Bauer AG is the sole shareholder of Koenig & Bauer Industrial GmbH. For this reason, Koenig & Bauer AG shall neither provide for compensation payments nor severance payments for outside shareholders.

The conclusion of the domination agreement is explained in legal and economic terms in the joint written report prepared by the Management Board of Koenig & Bauer AG and the management of Koenig & Bauer Industrial GmbH pursuant to Section 293a para. 1 half-sentence 2 AktG. An audit of the domination agreement pursuant to Section 293b AktG is not required due to the 100% shareholding.

The joint report can be accessed on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>. Furthermore, the following documents are available at this internet address from the day of convocation and also during the virtual Annual General Meeting:

- Domination agreement between Koenig & Bauer AG and Koenig & Bauer Industrial GmbH dated January 1, 2022;
- Koenig & Bauer AG annual financial statements for the financial years 2019, 2020 and 2021;
- Consolidated financial statements with the combined management reports of the Koenig & Bauer Group for the financial years 2019, 2020 and 2021;
- Annual financial statements of Koenig & Bauer FT Engineering GmbH for the financial years 2019 and 2020;
- the annual financial statements (balance sheet and income statement) of Koenig & Bauer FT Engineering GmbH for the 2021 financial year after merger

Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) is and will be consolidated in the consolidated financial statements of the Koenig & Bauer Group. In addition, the company has made use of the exemption options provided by Section 264 para. 3 HGB and has dispensed with the preparation of notes and a management report.

Koenig & Bauer Industrial AG & Co. KG, which was absorbed into Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) by

way of accretion, was consolidated in the Koenig & Bauer Group's consolidated financial statements; at the same time, Koenig & Bauer Industrial AG & Co. KG was exempt from publishing its annual financial statements in accordance with Section 264b of the German Commercial Code (Handelsgesetzbuch - HGB). Therefore, a separate publication of the annual financial statements of Koenig & Bauer Industrial AG & Co. KG for the past three years cannot be made.

9) Resolution on the approval of an extension of the minimum term of the profit and loss transfer agreement between Koenig & Bauer Industrial GmbH and Koenig & Bauer Gießerei GmbH dated June 4, 2018

On June 4, 2018, Koenig & Bauer Industrial AG & Co. KG (formerly: KBA-Industrial Solutions AG & Co. KG) entered into a profit and loss transfer agreement (the "**Profit and Loss Transfer Agreement**") with Koenig & Bauer Gießerei GmbH (formerly: KBA-Gießerei GmbH) with the approval of the 2018 Annual General Meeting for an indefinite period of time, which may be terminated for the first time after the expiry of five years on December 31, 2022.

After the limited partner of Koenig & Bauer Industrial AG & Co. KG, Koenig & Bauer Industrial Management GmbH, was initially merged with Koenig & Bauer FT Engineering GmbH in November 2021 as part of the restructuring of the production division of the Koenig & Bauer Group, the limited partner position was thus transferred to Koenig & Bauer FT Engineering GmbH. Koenig & Bauer AG then ceased to be the general partner of Koenig & Bauer Industrial AG & Co. KG with effect from December 31, 2021, 23:59, so that the trading business of Koenig & Bauer Industrial AG & CO. KG with all assets and liabilities, including the Profit and Loss Transfer Agreement, was transferred to Koenig & Bauer FT Engineering GmbH by way of accrual in universal succession (Gesamtrechtsnachfolge). Koenig & Bauer FT Engineering GmbH thus became party to the Profit and Loss Transfer Agreement with Koenig & Bauer Gießerei GmbH.

Koenig & Bauer FT Engineering GmbH was renamed Koenig & Bauer Industrial GmbH upon entry in the commercial register on February 8, 2022.

In order to avoid possible tax disadvantages and to ensure financial planning security, Koenig & Bauer AG as the sole shareholder of Koenig & Bauer In-

dustrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) and Koenig & Bauer Gießerei GmbH have agreed on an early extension of the minimum term of the Profit and Loss Transfer Agreement until December 31, 2026 and concluded a corresponding agreement on 14 December 2021 with effect from January 1, 2022. The early extension of the minimum term of the Profit and Loss Transfer Agreement also ensures the synchronization with the minimum term until December 31, 2026 provided for in Section 4 para. 2 of the domination agreement between Koenig & Bauer AG and Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH), which is necessary for tax reasons.

The agreement between Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) and Koenig & Bauer Gießerei GmbH has the following essential content:

- a) The Parties agree that the minimum term of five (5) time years specified in Section 3 para. 2 of the Profit and Loss Transfer Agreement dated June 4, 2018, attached hereto as an annex, shall be extended until the expiry of December 31, 2026.
- b) The parties further agree that the other provisions of the Profit and Loss Transfer Agreement shall remain unchanged.

As Koenig & Bauer AG undertakes to assume the losses of Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) in the course of the domination agreement, there is also a potential, economic risk for Koenig & Bauer AG in the event that Koenig & Bauer Industrial GmbH offsets losses of Koenig & Bauer Gießerei GmbH. Therefore, the Management Board, with the approval of the Supervisory Board, has decided to submit the extension of the minimum term of the Profit and Loss Transfer Agreement between Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) and Koenig & Bauer Gießerei GmbH dated June 4, 2018 to the Annual General Meeting for approval.

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

“The extension of the minimum term of the Profit and Loss Transfer Agreement between Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT

Engineering GmbH) and Koenig & Bauer Gießerei GmbH dated June 4, 2018, which was resolved on December 14, 2021, is approved”.

The agreement between Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) and Koenig & Bauer Gießerei GmbH regarding the extension of the minimum term of the Profit and Loss Transfer Agreement as well as the annual financial statements of Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) for the past three years are available in the Federal Gazette on the company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> from the day of convocation and also during the virtual Annual General Meeting.

From the day of convocation and also during the virtual Annual General Meeting, the following documents are available on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>:

- Agreement between Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) and Koenig & Bauer Gießerei GmbH on the extension of the minimum term of the Profit and Loss Transfer Agreement
- Annual financial statements of Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) for the financial years 2019, 2020 and 2021 (balance sheet and income statement)

Koenig & Bauer Gießerei GmbH is consolidated in the consolidated financial statements of the Koenig & Bauer Group. In addition, the company is exempt from disclosing its annual financial statements in accordance with Section 264 para. 3 HGB. Therefore, a separate publication of the annual financial statements for the past three years cannot be made.

Koenig & Bauer AG and Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) have waived the preparation of a joint report in accordance with Section 293a para. 3 AktG.

Koenig & Bauer Industrial GmbH (formerly: Koenig & Bauer FT Engineering GmbH) is the sole shareholder of Koenig & Bauer Gießerei GmbH; a contract review is therefore not required pursuant to Section 293b para. 1 half-sentence 2 AktG. Likewise, a resolution of outside shareholders is not required.

10) Resolution on the creation of new authorized capital with the possibility of excluding subscription rights and the corresponding amendment to the Articles of Association

The authorization resolved by the Annual General Meeting on May 23, 2017 to increase the Company's capital against cash and/or non-cash contributions (Authorized Capital) by up to €8,580,000 by issuing a maximum of 3,300,000 no-par value shares, including the option to exclude subscription rights, will expire on May 22, 2022.

To ensure that the Company is also in a position in the future to use authorized capital in particular for the acquisition of shareholdings in companies and to strengthen the Company's equity, new authorized capital is to be created.

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

a) The Management Board is authorized, with the approval of the Supervisory Board, to increase the capital stock by up to €8,580,000 in the period up to May 23, 2026 by issuing up to 3,300,000 new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2022). The authorization may be exercised once or several times, in total or in partial amounts. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue.

The new shares shall in principle be offered to the shareholders for subscription. The statutory subscription right may be granted to shareholders in such a way that the shares are taken up by one or more banks or companies within the meaning of Section 186 para 5 sentence 1 AktG determined by the Management Board with the obligation to offer them to the shareholders for subscription (indirect subscription right). However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude the shareholders' statutory subscription rights in the following cases:

- for fractional amounts;
- in the case of capital increases against cash contributions, if the issue price for the new shares is not significantly lower than the stock market price of the Company's shares and the shares issued with exclusion of subscription rights do not exceed a total of 10% of the capital stock, either at the time the authorization becomes effective or at the time it is exercised. Shares issued or sold during the term of this authorization under exclusion of subscription rights in direct or analogous application of Section 186 para. 3 sentence 4 AktG shall be counted towards this limit;
- in the case of capital increases against cash contributions for an arithmetical share in the capital stock of up to a total of €1,300,000 by issuing up to 500,000 new no-par value shares if the new shares are issued as part of a participation program and/or as share-based payment to members of the Management Board of the Company, members of the representative body of a company affiliated with the Company or to employees of the Company and its affiliated companies. Insofar as shares are to be granted to members of the Management Board of the Company, the Supervisory Board of the Company shall decide on the allocation in accordance with the allocation of responsibilities under stock corporation law;
- in the case of capital increases against contributions in kind for the granting of shares if the new shares are to be used for the acquisition of companies, equity interests in companies, other assets or claims to the acquisition of assets, including claims against the Company or its affiliated companies.

b) Section II, item 5.3 of the Articles of Association of Koenig & Bauer AG shall be repealed and reworded as follows:

The Management Board is authorized, with the approval of the Supervisory Board, to increase the capital stock by up to €8,580,000 in the period up to May 23, 2026 by issuing up to 3,300,000 new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2022). The authorization may be exercised once or several times, in total or in partial amounts. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue.

The new shares shall in principle be offered to the shareholders for subscription. The statutory subscription right may be granted to shareholders in such a way that the shares are taken up by one or more banks or companies within the meaning of Section 186 (5) sentence 1 AktG determined by the Management Board with the obligation to offer them to the shareholders for subscription (indirect subscription right). However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude the shareholders' statutory subscription rights in the following cases:

- for fractional amounts;
 - in the case of capital increases against cash contributions, if the issue price for the new shares is not significantly lower than the stock market price of the shares of the Company and the shares issued with exclusion of subscription rights do not exceed a total of 10% of the capital stock, either at the time the authorization becomes effective or at the time it is exercised. Shares issued or sold during the term of this authorization with exclusion of subscription rights in direct or analogous application of Section 186 para. 3 sentence 4 AktG shall be counted towards this limit;
 - in the case of capital increases against cash contributions for an arithmetical share in the capital stock of up to a total of €1,300,000 by issuing up to 500,000 new no-par value shares if the new shares are issued as part of a participation program and/or as share-based payment to members of the Management Board of the Company, members of the representative body of a company affiliated with the Company or employees of the Company and its affiliated companies. Insofar as shares are to be granted to members of the Management Board of the Company, the Supervisory Board of the Company shall decide on the allocation in accordance with the allocation of responsibilities under stock corporation law;
 - in the case of capital increases against contributions in kind if the new shares are to be used to acquire companies, equity interests in companies, other assets or claims to the acquisition of assets, including claims against the Company or its affiliated companies.
- c) The Supervisory Board is authorized to amend the wording of the Articles of Association after the full or partial implementation of the capital stock increase from the authorized capital or after expiry of the authorization pe-

riod in accordance with the scope of the capital increase from the authorized capital.

The written report of the Management Board pursuant to Art. 203 para. 2 sentence 2 in conjunction with Art. 186 para. 4 sentence 2 AktG on the reasons why the Management Board should be authorized to exclude shareholders' subscription rights is printed in Section III - Reports, annexes and further information on the agenda items. It can also be found on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

III. Reports, annexes and further information on the agenda items

Information on the elections to the Supervisory Board (agenda item 6)

Curriculum vitae and competence profile of Diplom-Kaufmann Carsten Dentler

Personal data:

Place of residence: Bad Homburg von der Höhe

Born: 1964

Nationality: German

Activities in the Supervisory Board Committees:

Strategy Committee

Current full-time occupation:

Managing Partner of Palladio Infrastruktur GmbH, Frankfurt am Main

Professional background and experience:

Since 2019	Managing Partner, Palladio Infrastruktur GmbH
2017 – 2019	Independent Management Consultant
2011 – 2016	Member of the Board of Managing Directors, UBS Deutschland AG (since 2016: UBS Europe SE)
2006 – 2011	Member of the Management Board, Morgan Stanley Bank AG
2003 – 2006	Managing Director, Morgan Stanley Bank AG
1999 – 2003	Executive Director, Morgan Stanley Bank AG
1998 – 1999	Vice President, Morgan Stanley Bank AG
1998	Authorized signatory, Deutsche Bank AG
1995 – 1998	Project Manager, Deutsche Bank AG
1991 – 1995	Audit Assistant/Audit Manager, Arthur Andersen Auditing Company

Qualification:

1985 – 1991 Studium der Betriebswirtschaft, Universität Mannheim
Abschluss: Diplom-Kaufmann

1983 – 1985 Ausbildung zum Bankkaufmann

Current Group mandates:

- none

Other mandates (not listed):

- Scope SE & Co. KGaA, Berlin, Deputy Chairman of the Supervisory Board
- Scope Management SE, Berlin, Deputy Chairman of the Supervisory Board

Competency Profile:

Mr. Carsten Dentler joined Palladio Infrastruktur GmbH in Frankfurt am Main in 2019 as managing partner. There, he is responsible for direct investments of long-term, domestic retirement capital in the energy, transportation and telecommunications infrastructure sectors. He also has many years of transaction and management experience in the banking and capital markets business. Prior to joining Palladio Infrastruktur GmbH, he was responsible for the acquisition financing and underwriting business of a leading American investment bank and subsequently of a large Swiss investment bank in Germany and Austria over a period of 18 years, 12 years of which he was the responsible board member.

His main focus was on advising and supporting domestic and international companies in the chemical industry, in the energy transport and utilities industry as well as in mechanical engineering and the automotive industry. From this activity, Mr. Dentler has profound knowledge in many different sectors. Due to his many years as a member of the board of directors, Mr. Dentler also has sustainable management experience, capital market expertise and a high level of strategic competence.

Mr. Dentler has been a member of the Supervisory Board of Koenig & Bauer AG since 2017. With regard to the competence profile of the Supervisory Board of Koenig & Bauer AG, Mr. Dentler covers the areas of capital markets, M&A, company valuation and financing in particular due to his career and professional experience. As a business graduate and former head of auditing at Arthur Andersen & Co. GmbH Wirtschaftsprüfungsgesellschaft, Mr. Dentler also has extensive specialist knowledge and practical experience in the field of accounting and the auditing of annual and consolidated financial statements. With Mrs. Dagmar Rehm, Dr.

Johannes Liechtenstein and Mr. Carsten Dentler, the Koenig & Bauer Supervisory Board thus includes three independent members who qualify as financial experts in accordance with Section 100 para. 5 AktG.

With the intended composition, the Supervisory Board as a whole thus has the knowledge, skills and professional experience required for the proper performance of its duties, as well as corresponding sector knowledge.

As part of his previous appointment, Mr. Dentler was closely involved in the work of the Supervisory Board and, as a member of the Strategy Committee, actively participated in the comprehensive strategy process, the strategy projects and the strategic development of the Group.

For the efficiency and restructuring program Performance 2024 extended (P24x), which is currently underway, the Supervisory Board considers Mr. Dentler's continued involvement to be particularly beneficial in terms of continuity due to his business expertise.

Remuneration report for the members of the Executive Board and Supervisory Board for the financial year 2021 (TOP 7)

The remuneration report pursuant to section 162 of the German Stock Corporation Act describes the basic principles of the remuneration system for the members of the Management Board and the Supervisory Board and explains the structure and amount of remuneration paid to them. Detailed information on this can be found at <https://www.koenig-bauer.com/en/investor-relations/corporate-governance/compensation/>. The purpose of the remuneration report is to provide shareholders with comprehensive information on the remuneration paid to the members of the Company's executive bodies. It includes details of the remuneration of each current or former member of the Management Board and the Supervisory Board that is granted and owed by the Company itself and by Group companies in the last financial year.

Remuneration is deemed to have been granted if it was actually paid (= granted)

in the year under review. Remuneration is deemed to be owed if the underlying obligation is due for payment (= owed). However, in the opinion of the IDW, it can be reasonably assumed on the basis of the draft Act on the Transposition of the Second Shareholder Rights Directive that the remuneration has been paid (= granted) at an earlier point in time when the one-year or multi-year activity on which the remuneration is based has been fully performed. In the year under review, the fixed remuneration components were granted and owed. In this remuneration report, the variable remuneration components granted and owed are the remuneration components earned in the year before last (2020). Of the variable remuneration components, only the expected variable remuneration is disclosed for the year under review.

Management Board remuneration

The active members of the Management Board in the year under review are Dr Pleßke as the Chief Executive Officer, Dr Kimmich, Mr Müller, Mr Sammeck and Mr Ulverich as the ordinary members of the Management Board. On 23 March 2021, the Supervisory Board passed a resolution to terminate the current appointment of Dr Kimmich and Mr Ulverich by mutual agreement at the end of the day on 31 March 2021 and to reappoint them to the Management Board effective 1 April 2021 for a period of five years. Otherwise, the Management Board contracts were not modified in the year under review. It should be noted in connection with 2020 that Dr Kimmich and Mr Ulverich had been appointed to the Management Board on 15 April 2020. Mr Bolza-Schünemann left the Company on 31 December 2020 after reaching the defined age of retirement and Dr Dähn left the Company on 30 April 2020.

Principles of Management Board remuneration

Based on the preparatory work of its Personnel Committee, the Supervisory Board decided to replace the system for the remuneration of the members of the Management Board, which had been submitted for approval to the 2018 Annual General Meeting, with an enhanced remuneration system. At its meeting on 22 March 2021, the Supervisory Board therefore adopted a new remuneration system for the Management Board. The remuneration system for the Management Board complies with all currently applicable legal and regulatory requirements.

At the Annual General Meeting on May 11, 2021, this remuneration system (2021 Management Board remuneration system) was approved by a majority of 69.54% of the capital represented. A description of the remuneration system can be found on the Company's website at <https://www.koenig-bauer.com/en/investor-relations/corporate-governance/compensation/>.

The Supervisory Board sets the specific target and maximum remuneration for each member of the Management Board on the basis of the 2021 remuneration system. In doing so, it attaches great importance to remunerating the members of the Management Board appropriately. The criteria for this are the duties, personal performance and experience of the individual members of the Management Board, as well as the economic situation, success and future prospects of the Company and the customary nature of the remuneration, taking into account the market environment (horizontal appropriateness) and the remuneration structure that otherwise applies in the Company (vertical appropriateness). The companies listed in the MDAX and SDAX are used for the assessment of horizontal appropriateness. In doing so, the Supervisory Board is either guided by remuneration studies published by renowned institutions or a peer group composed of the MDAX or SDAX companies identified by the Supervisory Board, or asks an independent remuneration consultant to assess the remuneration system by reference to a peer group assembled in consultation with the Supervisory Board. In selecting the peer group, the Supervisory Board considers Koenig & Bauer AG's market position and key performance indicators such as revenue, employee numbers and market capitalisation as part of a plausibility check. Since the remuneration systems of the companies listed in the MDAX and SDAX are not fully comparable, the horizontal comparison is primarily intended to achieve an approximate classification within the selected comparison group on the basis of the total remuneration actually granted or paid.

To assess vertical appropriateness, the Supervisory Board considers the development of the Management Board remuneration in relation to the remuneration of senior management and the workforce in Germany. The Supervisory Board defines senior management as all executives who report directly to members of Koenig & Bauer AG's Management Board. The remaining workforce is made up of employees subject to collective bargaining agreements as well as non-tariff employees of Koenig & Bauer AG. The Supervisory Board reserves the right to apply a Group-wide comparative view instead of one based on Koenig & Bauer AG. A decision has not yet been made on this matter.

The service contracts of all members of the Management Board were amended in 2020 to allow for the amended statutory requirements, in particular the requirements of the German Stock Corporation Act and the requirements of the Act on the Transposition of the Second Shareholder Rights Directive (ARUG II) as well as the recommendations of the German Corporate Governance Code as amended on 16 December 2019.

From 2021 onwards, the remuneration arrangements are the same for all members of the Management Board. Where remuneration was still granted and owed for 2020, the 2021 remuneration system was applied to the members of the Management Board, Dr Kimmich and Mr Ulverich, and the remuneration system from 2018, which formed the basis of their contracts, was applied to the other members of the Management Board.

As in the past, the 2021 remuneration system for members of the Management Board of Koenig & Bauer AG has four core components:

fixed remuneration, short-term variable remuneration, long-term variable remuneration and pension commitments.

Basic elements of the remuneration system for the Management Board

Create incentives	The remuneration system in its entirety provides incentives for the successful implementation of the Company's operational and strategic objectives.
Pay for performance	The remuneration system combines non-performance-related (fixed) and performance-related (variable) remuneration components.
Long-term nature and sustainability	The variable components of the remuneration system provide incentives for the Company's sustainable and long-term development, taking into account financial and non-financial (especially ESG) targets.
Stakeholder interests	The remuneration system makes an important contribution to aligning the interests of shareholders, customers, employees and other stakeholders.
Consistency	The remuneration system is designed to match the performance incentives for managers below the Management Board.
Appropriateness	The remuneration system offers attractive remuneration to attract and retain the best candidates for management positions at the Koenig & Bauer Group.
Regulatory conformity	The remuneration system is clearly structured and follows the recommendations of the German Corporate Governance Code (the Code).

The 2021 remuneration system is designed to:

- create incentives for the successful implementation of the Company's operational and strategic objectives,
- set non-financial targets in addition to financial ones,
- ensure an appropriate balance between the remuneration function on the one hand and performance-based incentives on the other,
- promote the trusting cooperation of the Management Board members in working towards the jointly developed goals as a team but also to reward individual achievements,
- appropriately match the performance incentives for managers below the Management Board,
- offer attractive remuneration to attract and retain the best candidates for management positions at the Koenig & Bauer Group, and
- promote the Company's sustainable and long-term development. The latter is achieved by tying both the annual bonus (STI) and the long-term perfor-

mance-related remuneration (LTI), which equal a total of between 50.87% and 52.64% of the remuneration, to targets which the Supervisory Board believes create an incentive to manage the Company sustainably in accordance with the operational and strategic targets defined. While the operational targets differ individually for the respective member of the Management Board, the strategic targets are based on the medium-term strategy adopted in consultation with the Supervisory Board, namely the Performance 2024x efficiency programme. Group-wide and department-specific ESG (environmental-social-governance) factors are applied for the non-financial targets defined in each case. In addition, the blocking period of four years set for the LTI means that the remuneration incentives for members of the Management Board to work towards the long-term development of the Company are linked to the share price (share ownership).

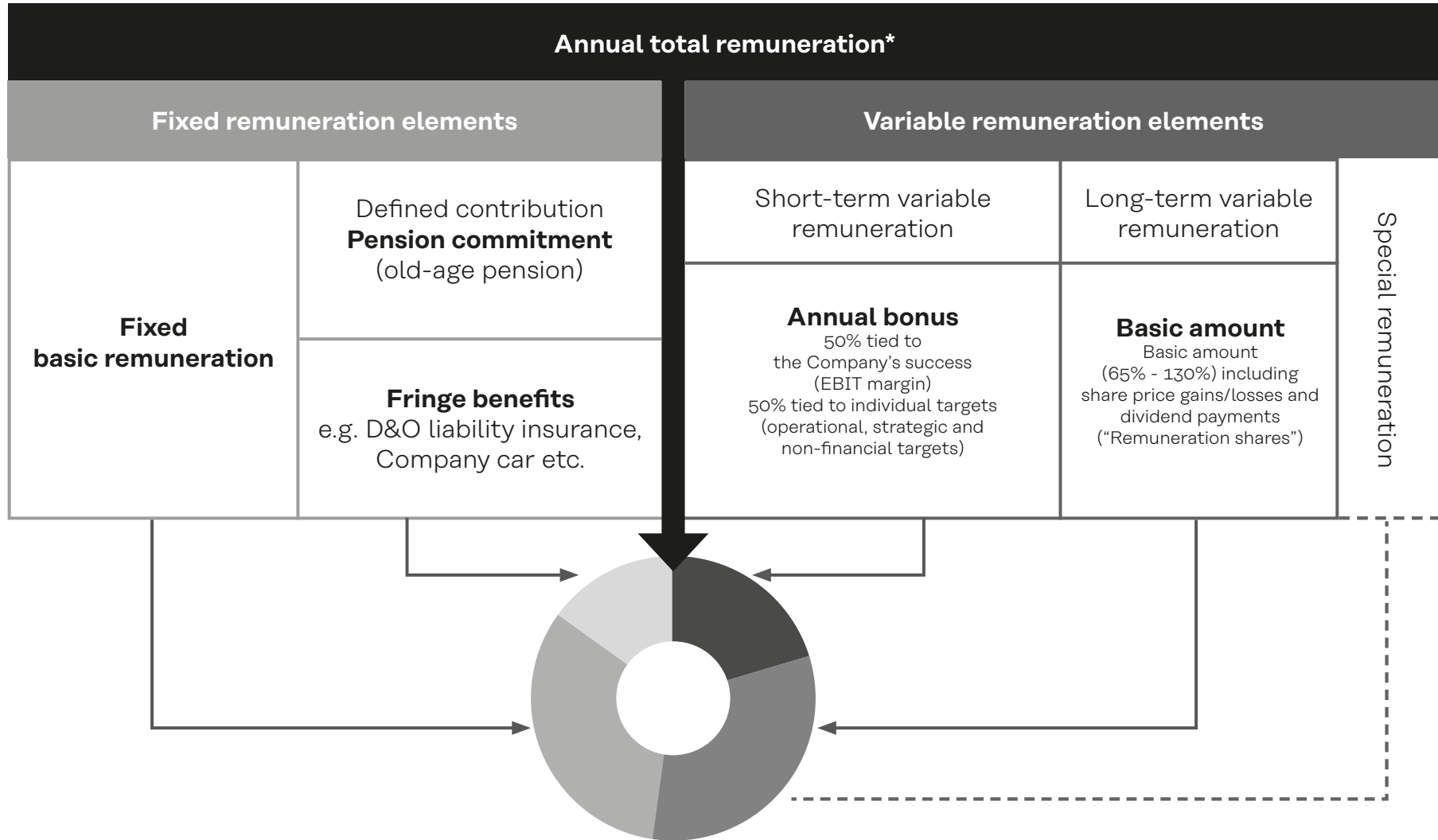
The total annual remuneration is capped at a maximum. The cap on the annual bonus and the staggered payment over time help to ensure that the members of the Management Board are not guided by short-term remuneration interests when managing the Company on their own responsibility.

The early-termination settlement is capped.

The Company may refuse payment of all or part of the annual bonus and the annual remuneration tied to the Company's long-term performance ("performance-related remuneration") in certain defined cases and may demand repayment of remuneration provided in the last year since payment (claw-back). There were no grounds for exercising this right in the financial year.

In addition, the Supervisory Board may temporarily deviate from the remuneration system if this is necessary in the Company's long-term interests. The Supervisory Board saw no need to modify the remuneration.

The Supervisory Board is convinced that the Management Board manages the Company successfully and responsibly and works towards its sustainable and long-term development without neglecting short-term targets. The remuneration system for the Management Board supports this by means of annual target agreements as well as the nature and choice of the agreed targets, by capping the annual variable remuneration components, which encourage steady development rather than an orientation to short-term opportunities, by linking the long-term variable remuneration to the share price for a period of four years and by means of an appropriate fixed remuneration component.



* The total remuneration is the sum total of the fixed remuneration, the annual bonus (100 per cent if the targets are achieved), the annual basic amount of the remuneration based on the Company's long-term success (100 per cent if the targets are achieved), the contribution to the pension scheme and fringe benefits.

The 2021 remuneration system for the Management Board was applied to all active members of the Management Board for the year under review. In the year under review, fixed remuneration components complying with the 2021 remuneration system were granted and owed. The variable remuneration earned in 2020 was granted to Dr Pleßke, Mr Müller and Mr Sammeck under the 2018 remuneration system and to Dr Kimmich and Mr Ulverich under the 2021 remuneration system described above. The variable remuneration for 2021 is calculated in accordance with the remuneration system for all members of the Management Board.

Fixed remuneration elements

Fixed remuneration consists of three components: fixed remuneration, fringe benefits and retirement benefits.

Fixed remuneration

The members of the Management Board receive fixed basic remuneration of the same amount, with the exception of the Chief Executive Officer, whose fixed remuneration is 25% higher. The fixed annual basic remuneration provided for in the respective service contract is €480,000 or €600,000. The fixed basic remuneration is paid in equal monthly amounts.

The granting of a fixed basic salary encourages the autonomous, risk-adjusted and autonomous management of the Company. The structure is intended to promote team-oriented decision-making by the members of the Management Board.

Fringe benefits

The Company provides the members of the Management Board with fringe benefits, which may be taxed as a non-cash benefit. These may include D&O insurance; criminal liability defence insurance; the provision of a company car including for private use; care and maintenance of the vehicle; benefits for voluntary pension insurance as well as health, nursing and accident insurance (including disability and death insurance); the costs of annual medical examinations; rental allowances / one-time relocation allowances; expenses and reimbursement of costs (such as travel expenses); reimbursement of expenses for home trips.

Pension commitments

During their service, the members of the Management Board receive a pension commitment on the basis of a defined contribution scheme. The pension scheme is based on external pension liability insurance with annual allocations of €200,000. In accordance with IAS 19, the present values of the retirement benefit obligations accruing to Dr Andreas Pleßke amounted to €1,142,748 (€1,135,516), Dr Kimmich €234,490 (€128,434), Christoph Müller €4,187,495 (€4,579,610), Ralf Sammeck €4,289,310 (€4,533,762) and Michael Ulverich €277,148 (€124,290) at the end of 2021. The figures for the previous year are shown in brackets.

Variable remuneration elements

The variable remuneration elements comprise short-term variable remuneration and long-term variable remuneration, for which an annual target agreement applies.

Annual target agreement

The Supervisory Board agrees with each member of the Management Board on targets relevant for the respective financial year as a basis for the calculation of the annual bonus ("target agreement"). The target agreement specifies when the individual targets are deemed to have been 100% achieved and when they are deemed to have been 150% achieved. The annual target agreements are such that the Supervisory Board believes that they create an incentive to manage the Company sustainably in accordance with the operational and strategic targets defined. In doing so, the Supervisory Board seeks to make a contribution to ensuring an attractive and sustainable return for its shareholders in the long term and to enabling them to participate in the Company's success.

Target alignment

The respective variable remuneration is structured as follows:

1. 50 percent is tied to the Group's success and
2. 50 percent to the achievement of individual targets defined for the individual member of the Management Board in the performance of their responsibilities (including any additional tasks assumed).

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

The targets tied to the Company’s success are aligned with the Group’s central performance indicator, the EBIT margin, in order to ensure value-oriented corporate management. The EBIT margin resulting from the audited consolidated financial statements of the Company approved by the Supervisory Board is decisive for this purpose. The EBIT margin is determined by calculating the ratio of the Group’s earnings before interest and taxes (EBIT) to its total revenue.

An EBIT margin is determined for

- 100% target achievement
- 50% target achievement
- 150% target achievement

Target achievement between the specified target achievement levels (50%; 100%, 150%) is interpolated on a straight-line basis. If the target is achieved by less than 50%, the annual bonus is cancelled and the annual remuneration tied to the Company’s long-term success is limited to the target basic amount. If the maximum is reached, a further increase in the EBIT margin does not lead to any further increase in the annual bonus or in the basic amount of the annual remuneration tied to the Company’s long-term success.

The individual goals are based on financial targets as well as non-financial targets, particularly those of a non-quantitative nature. As a rule, (i) an operational, (ii) a strategic and (iii) a non-financial target is agreed with the following weighting: 40:40:20. The aforementioned weightings should not be exceeded or undershot by more than 15 points in the absence of any objective justification.

The operational targets are based on the departmental duties of the member of the Management Board or special tasks or projects managed by him. The strategic targets are based on the medium-term strategy adopted in consultation with the Supervisory Board, i.e. in accordance with the Performance 2024x efficiency programme until 2024. The non-financial targets apply on a Group-wide basis and tied to department-specific environmental-social-governance) factors.

Individual targets	Determined by Supervisory
40% operational target depending on	Department-dependent
40% strategic objective until	By 2024 efficiency programme P24x
20% non-financial target	ESG factors

Amount of short-term variable remuneration (STI)

The annual bonus amounts to 60% of the gross fixed annual salary (“target bonus”) if the targets agreed with the Supervisory Board are 100% achieved and to a maximum of 90% of the gross fixed annual salary (“maximum bonus”) if the targets agreed are 150% achieved.

Short-term incentive

Target bonus: gross 60% of the fixed annual salary, maximum gross 90% of the fixed annual salary

The respective variable remuneration is structured as follows:

- (1) 50 percent is tied to the Group’s success and
- (2) 50 percent to the achievement of individual targets defined for the individual member of the Management Board in the performance of their responsibilities (including any additional tasks assumed).

The individual targets are based on financial targets as well as non-financial targets, particularly those of a non-quantitative nature. (2) As a rule, (i) an operational, (ii) a strategic and (iii) a non-financial target is agreed with the following weighting: 40:40:20.

Short-term variable remuneration, granted and owed

In the year under review, the short-term variable remuneration (one-year variable remuneration) was granted and owed for the 2020 financial year. In the year under review, the short-term variable remuneration was deferred as a resolution approving it had not yet been passed by the Supervisory Board.

The short-term variable remuneration granted for 2020 is calculated for Dr Kimmich and Mr Ulverich in accordance with the 2021 remuneration system. On the other hand, the 2018 remuneration system, which is applicable to 2020, applies under the service contracts for Mr Bolza-Schünemann, Dr Dähn, Mr Müller and Mr Sammeck. Accordingly, the one-year variable remuneration is still tied solely to the Company's business performance in the current year (reference year). The one-year variable remuneration was measured on the basis of EBT for Mr Bolza-Schünemann, on the basis of the Group's EBIT margin for Dr Dähn and otherwise on the basis of the Group's EBIT margin (50%) and on the basis of the EBIT margin for the relevant segment (50%). In the case of Dr Pleßke, 50% of the one-year variable remuneration for 2020 is based on the Group's EBIT margin and 50% on the fulfilment of personal targets.

An EBIT margin of at least 1.1% must be achieved in 2020 for payment of 50% of the target bonus. The bonus target is paid out if the EBIT margin reaches 2.1%; the target is capped at 150% if the EBIT margin reaches 3.1%. The Group's EBIT margin came to -6.6% in 2020. The EBT target was €32.5 million, actual EBT was €-73.5 million in 2020. The EBIT margin for the Special segment was -5.01%, the target margin was 2.4%, with a minimum or maximum cap for a deviation of – or +1%, the EBIT margin for the Web segment was -19.78%, while the target margin was -4.9%, with a minimum or maximum cap for a deviation of – or +1%. The targets set for EBIT margins and EBT for 2020 were not achieved. Accordingly, Mr Bolza-Schünemann, Dr Dähn, Mr Müller and Mr Sammeck did not receive any short-term variable remuneration. The target defined for Dr Pleßke, Dr Kimmich and Mr Ulverich was to develop and implement the Performance 2024 x project at the discretion of the Supervisory Board in the light of certain parameters. Dr Pleßke fulfilled his personal targets at a rate of 120% in accordance with the Supervisory Board's decision of 22 March 2021. On the basis of a 60% weighting, a total target of 50% was thus achieved. For Mr Ulverich achievement of the personal targets was deemed to be 107%. On the basis of a 50% weighting, a total target of 54% was thus achieved. In the case of Dr Kimmich, achievement of the personal targets was deemed to be 100%. On the basis of a 50% weighting, a total target of 50% was thus achieved.

The personal targets were linked to the structuring and implementation of the 2024 efficiency programme. In order to strengthen the Company's position as a leading supplier of presses for packaging, industrial and security printing and finishing and to boost its operating profitability, the Management Board significantly expanded the "Performance 2024" efficiency programme that had been initiated at the beginning of 2019/end of 2020, renaming it "Performance 2024 extended" in September 2020. It was successfully launched in 2020. In addition to boosting efficiency and scaling the Group on the basis of the moderate revenue growth expected in the next few months, the four-year programme aims at strengthening its competitiveness in the long term. A large number of initiatives are being taken to further develop and systematically expand the proven broad product range, to digitise processes and service offerings and particularly also to reduce manufacturing costs. In addition to a voluntary leaver programme, negotiations were launched with employee representatives and the trade unions to determine the specific and, as far as possible, socially acceptable form of the short and medium-term layoffs within the Group. The basis for the assessment is also the diverse projects at the production level to boost productivity. In addition to the production of all core parts in internal activities and multi-machine operation in production, assembly optimisation and the avoidance of empty costs, the optimisation of line tasks via shop floor management forms part of the comprehensive package of measures.

Member of the Management Board	Target STI amount 2020 (€ thous.)	Target achievement (%) in 2020	STI 2020 granted and owed (€ thous.)
Claus Bolza-Schünemann	342	0	0
Dr Mathias Dähn	36	0	0
Dr Andreas Pleßke	288	60	155
Dr Stephen Kimmich	153	50	102
Christoph Müller	288	0	0
Ralf Sammeck	288	0	0
Michael Ulverich	153	54	109

Variable remuneration for the year under review

The short-term variable remuneration granted to the members of the Management Board for the year under review is determined by the Supervisory Board at the meeting at which it adopts the annual financial statements and approves the consolidated financial statements. For this reason, the remuneration report shows the expected payout amounts that were determined at the meeting of the Personnel Committee on 7 December 2021.

The 2021 remuneration system applies to all members of the Management Board with regard to the short-term variable remuneration expected for the year under review.

Target criteria for 2021:

The performance criteria for the short-term one-year variable remuneration for the year under review are the Company's success, as measured by reference to the Group's EBIT (50%). A further 50% of the short-term variable remuneration depends on the following performance criteria: 20% operational target, 20% strategic target and 10% ESG target.

The Supervisory Board has agreed with each member of the Management Board on objectives relevant for the respective financial year as a basis for the calculation of the annual bonus ("target agreement"). The target agreement specifies when the individual targets are deemed to have been 100% achieved and when the targets are deemed to have been 150% achieved. The annual target agreements are such that the Supervisory Board believes that they create an incentive to manage the Company sustainably in accordance with the operational and strategic objectives communicated. A minimum EBIT margin must be achieved with regard to the corporate target for the year under review in order to receive payment equalling 50% of the target short-term variable remuneration.

The budget approved by the Supervisory Board forms the target for 100% achievement. The short-term variable remuneration is also capped at 150% of the target.

The operating target is linked to the EBIT of the segment, business unit or division in question. The principles for setting targets correspond to those for the corporate target, i.e. the budget approved by the Supervisory Board forms the

target for 100% achievement. In addition, a minimum and a maximum target of 50% and 150%, respectively, is set. For Dr Pleßke, EBIT for the Special segment is the decisive operational target. For Dr Kimmich, the free cash flow in accordance with the budget is the decisive operational target. For Mr Müller, EBIT for the D&W segment is the decisive operational target. For Mr Sammeck, EBIT of the Sheetfed segment is the decisive operational target. For Mr Ulverich, EBIT for the INDAG business unit is the decisive operational target.

For Dr Pleßke, Mr Müller, Mr Sammeck and Mr Ulverich, the strategic target is linked to the implementation of the 2024x efficiency programme. The programme provides for a large number of operational changes, strategic measures, efficiency improvements and process adjustments over a period of five years. The budget approved by the Supervisory Board forms the target for 100% achievement for the year under review.

The ESG target aims to ensure that corporate social responsibility comes to the fore. Responsibility for and commitment to social affairs, the environment and the community have a tradition of more than 200 years and this commitment should be rendered more visible. The ESG targets are based on environment, social and governance targets. The social cluster includes concepts and implementation in the field of equal opportunities, i.e. a level playing field and initiatives against discrimination in the Group and the transparency of corporate social responsibility. In the environment cluster, a focus is placed on green energy concepts; in the governance cluster, priority is given to data security through a cyber security investigation.

Member of the Management Board	Target	STI	Assumed target	Target STI 2021
	achievement (%) in 2020	2020 (€ thous.)	2021 (%)	(€ thous.)
Dr Andreas Pleßke	60	155	83.40	500
Dr Stephen Kimmich	50	102	83.40	400
Christoph Müller	0	0	65.40	314
Ralf Sammeck	0	0	83.40	400
Michael Ulverich	54	109	83.40	400

Remuneration tied to the Company's long-term success

The remuneration of the members of the Management Board includes an annual component that is tied to the Company's long-term success. To this end, a basic amount is invested annually on an actual or virtual basis in shares in the Company, which are released after four years or settled depending on the share price. The remuneration component tied to the Company's long-term success ensures that the remuneration incentives for members of the Management Board to work towards the long-term development of the Company are linked to the share price (share ownership).

The basic amount of the annual remuneration tied to the Company's long-term success is at least 65% gross of the fixed remuneration (target basic amount), which may increase to up to 130% in the event of over-achievement (150% of target achievement). The target basic amount is not tied to the achievement of certain objectives or other conditions. Remuneration beyond the target basic amount is tied to the extent to which the targets set for the one-year variable remuneration are achieved. It is not paid out until after the annual general meeting at which the annual financial statements for the final year in this period are approved. At the discretion of the member of the Management Board in question, the basic amount is invested in shares in the Company by an authorised bank and held in a restricted custody account or held as virtual shares in Koenig & Bauer AG in favour of the member of the Management Board from that date ("remuneration shares"). After the expiry of a four-year blocking period, the members of the Management Board may withdraw the remuneration shares from the blocked account or have the corresponding amount (basic amount plus any gains or losses in the share price) paid out.

Basic amount (Minimum)	Basic amount (Maximum)	Investment in shares Lock-up period	Blocking period
65 %	130 %	Option of the individual member of the Management Board in favour of an actual or virtual blocked deposit	4 years
No targets	Targets and target achievement level in accordance with one-year variable remuneration		

Long-term incentive

The target basic amount of the annual remuneration tied to the Company's long-term success is at least 65% gross of the fixed remuneration

The target basic amount is not tied to the achievement of certain objectives or other conditions.

Remuneration beyond the target basic amount is tied to the extent to which the targets set for the one-year variable remuneration are achieved, up to a maximum of 130% of the fixed remuneration.

Remuneration tied to the Company's long-term success, granted and owed

Remuneration tied to the Company's long-term success that was granted and owed for 2020 was paid out in 2021. For Dr Kimmich and Mr Ulverich, the target basic amount of 65% of the fixed remuneration was granted for 2020 as remuneration tied to the Company's long-term success. The target basic amount was not exceeded due to the target achievement level reached for one-year variable remuneration. Despite this, the multi-year variable remuneration for Dr Pleßke, Mr Müller, Mr Sammeck and Dr Dähn for 2020 is tied to the Company's business performance in the reference year and the following two years and is measured on the basis of the EBIT margin in accordance with the 2018 remuneration system. It is not paid out until after the annual general meeting at which the annual financial statements for the final year in this period are approved. The target is defined as 65% of the fixed remuneration, equivalent to an amount of €312,000 for the members of the Management Board and €390,000 for the Chief Executive Officer, which may be increased to up to 130% in the event of excess achievement (200% of the target bonus). In the case of the multi-year variable remuneration, there is no separate segment view, meaning that only Group EBIT is applicable. In derogation of this, EBT for 2020 is used as a basis for determining the one-year bonus as well as the long-term bonus accruing to the Chief Executive Officer Claus Bolza-Schünemann. The long-term bonus is paid in three consecutive years subject to certain conditions, such as an annual increase in EBT, being met.

EBT and the EBIT margin target was achieved for the LTI from 2018 and 2019 but not for 2020, which is why no multi-year variable remuneration was granted. The target EBIT margin was 6.5% for 2018, 5.5% for 2019 and 2.1% for 2020, the actual EBIT margin was 7.1% for 2018, 5.6% for 2019 and -6.6% for 2020. This means that the contractually required achievement of the average EBIT margin was not met (4.7% target EBIT margin versus 2.03% actual EBIT margin).

Member of the Management Board	Target LTI amount 2020 (€ thous.)	Target achievement 2020 (%)	LTI 2020 (€ thous.)
Claus Bolza-Schünemann	570	0	0
Dr Mathias Dähn	104	0	0
Dr Andreas Pleßke	312	0	0
Dr Stephen Kimmich since 15 April 2020	221	65	221
Christoph Müller	312	0	0
Ralf Sammeck	312	0	0
Michael Ulverich since 15 April 2020	221	65	221

(Virtual) investment in shares in the Company

Basic amount of the remuneration tied to the Company's long-term success at the discretion of the member of the Management Board in question, the basic amount is invested in shares in the Company by an authorised bank and held in a restricted custody account or held as virtual shares in Koenig & Bauer AG in favour of the member of the Management Board from that date ("remuneration shares"). The (virtual) shares are subject to a blocking period of four years. During the blocking period, the member of the Management Board may not sell the shares and/or transfer them in any form whatsoever. The basic amount plus any gains or losses in the share price loss is paid after the expiry of the blocking period.

Member of the Management Board	LTI 2020 (€ thous.)	Share price on exchange day €	Remuneration share 2020	Total remuneration shares in blocked
Claus Bolza-Schünemann				
Dr Mathias Dähn				
Dr Andreas Pleßke				
Dr Stephen Kimmich	221	26.70	8,277.15	8,277.15
Christoph Müller				
Ralf Sammeck				
Michael Ulverich	221	26.70	8,277.15	8,277.15

The shares have been pledged in the form of virtual remuneration shares and have been subject to a blocking period of four years since the exchange date. The exchange rate was €26.70 on the exchange date. Accordingly, 8,277.15 virtual shares have been invested.

Remuneration tied to the Company's long-term success granted for the year under review:

The expected payout amounts for remuneration tied to the Company's long-term success were determined at the meeting of the Personnel Committee on 7 December 2021. Accordingly, remuneration tied to the Company's long-term success was achieved beyond the basic amount. Of the maximum achievable amount of 130% of a gross annual salary, between 78.85% and 125% of a gross annual salary was deferred.

Member of the Management Board	Target achievement LTI 2020 (%) [*]	LTI 2020 (€ thous.)	Assumed target LTI 2021 (%)	Target LTI 2021 (€ thous.)
Dr Andreas Pleßke	–	–	125	750
Dr Stephen Kimmich	65	221	125	600
Christoph Müller	–	–	78.85	378
Ralf Sammeck	–	–	125	600
Michael Ulverich	65	221	125	600

^{*}equals 100% target base amount

Granted and owed		Claus Bolza-Schünemann				Dr Andreas Pleßke				Dr Stephen Kimmich				Dr Matthias Dähn			
		CEO until 31 December 2020				Chief Executive Officer/ Special segment from 1 January 2021				CFO from 15 April 2020				CFO until 3 April 2020			
		2020		2021		2020		2021		2020		2021		2020		2021	
		in € thous.	%	in € thous.	%	in € thous.	%	in € thous.	%	in € thous.	%	in € thous.	%	in € thous.	%	in € thous.	%
Non-performance-related remuneration	Fixed remuneration	502	70	480	82	600	76	342	92	480	77	160	18				
	Fringe benefits	24	3	26	4	40	5	28	8	42	7	13	1				
Total		526	73	506	86	640	81	370	100	522	84	173	19				
STI - one-year variable remuneration		196	27	83	14	155	19			102	16	288	33				
LTI - multi-year variable remuneration	Plan description - 2018 (payment in 2020)						0			0	410	48					
	Share-based - 2020 (payment in 2025)						0										
Total		196	27	83	14	155	19	0	0	102	16	698	81				
Other							0			0							
Total remuneration		722	100	589	100	795	100	370	100	624	100	871	100				

		Christoph Müller				Ralf Sammeck				Michael Ulverich			
		Responsible for Digital & Webfed				Responsible for Sheetfed				COO from 15 April 2020			
		2020		2021		2020		2021		2020		2021	
		in € thous.	%	in € thous.	%	in € thous.	%	in € thous.	%	in € thous.	%	in € thous.	%
Non-performance-related remuneration	Fixed remuneration	448	43	480	84	480	44	480	84	342	93	480	78
	Fringe benefits	25	2	26	4	27	2	28	4	27	7	37	5
Total		473	45	506	88	507	46	508	88	369	100	517	83
STI - one-year variable remuneration		194	19	0		216	19	0				109	17
LTI - multi-year variable remuneration	Plan description - 2018 (payment in 2020)	376	36			393	35	0					0
	Share-based - 2020 (payment in 2025)												
Total		570	55	0	0	609	54	0	0	0	0	109	17
Other				72	12			72	12				0
Total remuneration		1,043	100	578	100	1,116	100	580	100	369	100	626	100

Target remuneration

		Dr Andreas Pleßke				Dr Stephen Kimmich				Christoph Müller			
		Chief Executive Officer/Special segment from 1 January 2021				CFO from 15 April 2020				Responsible for Digital & Webfed			
		Target remuneration	Minimum remuneration	Maximum remuneration	Payment	Target remuneration	Minimum remuneration	Maximum remuneration	Payment	Target remuneration	Minimum remuneration	Maximum remuneration	Payment
Non-performance-related remuneration	Fixed remuneration	600	600	600	600	480	480	480	480	480	480	480	480
	Fringe benefits	40	40	40	40	42	42	42	42	26	26	26	26
Total		640	640	640	640	522	522	522	522	506	506	506	506
STI - one-year variable remuneration		500	0	540	155	400	0	432	102	314	0	432	0
LTI - multi-year variable remuneration	Plan description - 2020 (payment in 2025)				0								0
	Share-based - 2021 (payment in 2026)	750	390	780	0	600	312	624	0	378	312	624	0
Total		1,250	390	1,320	155	1,000	312	1,056	102	692	312	1,056	0
Other					0				0				72
Total remuneration		1,890	1,030	1,960	795	1,522	834	1,578	624	1,198	818	1,562	578

		Ralf Sammeck				Michael Ulverich			
		Responsible for Sheetfed				COO from 15 April 2020			
		Target remuneration	Minimum remuneration	Maximum remuneration	Payment	Target remuneration	Minimum remuneration	Maximum remuneration	Payment
Non-performance-related remuneration	Fixed remuneration	480	480	480	480	480	480	480	480
	Fringe benefits	28	28	28	28	37	37	37	37
Total		508	508	508	508	517	517	517	517
STI - one-year variable remuneration		400	0	432	0	400	0	432	109
LTI - multi-year variable remuneration	Plan description - 2020 (payment in 2025)				0				
	Share-based - 2021 (payment in 2026)	600	312	624	0	600	312	624	0
Total		1,000	312	1,056	0	1,000	312	1,056	109
Other					72				0
Total remuneration		1,508	820	1,564	580	1,517	829	1,573	626

Special remuneration

The Supervisory Board reserves the right to make a decision at its own due discretion concerning remuneration for any future outstanding performance or success on the part of the members of the Management Board, including any special remuneration. The special remuneration does not exceed the total annual remuneration during the current term of appointment and for a period of five years.

No special remuneration was granted and owed for the year under review. Special remuneration was granted for 2020 in 2021. In a resolution dated 10 May 2021, the Supervisory Board granted Mr Müller and Mr Sammeck special remuneration in the amount of €72,000.00 each in recognition of the preparation of the Performance 2024 efficiency programme as well as the significant contributions they had made to successfully guiding the Company through the Covid-19 pandemic.

Disclosures on former members of the Management Board

In the year under review, former members of the Management Board received no remuneration other than retirement benefits. The total benefits (current pensions) paid to former members of the Management Board and their surviving dependents equals €1,481,355.74 (previous year: €1,410,668.50). Provisions of €25,092,379 (previous year: €23,611,884) were set aside for pension obligations to former members of the Management Board and their surviving dependants in accordance with IFRS; in accordance with the German Commercial Code (HGB), the provisions amount to €27,972,631 (previous year: €22,466,955).

Pursuant to section 162 of the German Stock Corporation Act (AktG), the total remuneration of former members of the Management Board in the first ten years after the termination of their duties must be stated individually as of the year under review.

Remuneration granted and owed to former members of the Management Board who have terminated their services for the Company in the past ten years or less. The pension benefits are fixed remuneration and there are no variable elements.

Former member of the Management Board	Date of retirement	Pension benefits in 2020	Pension benefits in 2021
Claus Bolza-Schünemann	31 December 2020	-	185,005
Helge Hansen	5 February 2021	53,395	53,395

Maximum remuneration

The total annual remuneration of the members of the Management Board is capped at a maximum of €1,750,000 (ordinary members of the Management Board) and €2,170,000 (Chief Executive Officer) (cap on grant and on payment). The total remuneration for the cap on the grant and the cap on the payment is the sum total of the (i) fixed annual salary, (ii) annual bonus, (iii) basic amount of the annual remuneration tied to the Company's long-term success, (iv) any special remuneration, (v) annual pension contribution and (vi) fringe benefits. The maximum remuneration was not achieved in 2020; nor is it expected to be achieved in 2021.

Member of the Management Board	Total remuneration 2020 (€ thous.)	Target remuneration 2021	Maximum cap (€ thous.)
Dr Andreas Pleßke	861	2,090	2,170
Dr Stephen Kimmich	893	1,722	1,750
Christoph Müller	745	1,398	1,750
Ralf Sammeck	779	1,708	1,750
Michael Ulverich	899	1,717	1,750

Share ownership guidelines

By linking the long-term variable remuneration to the share price for a period of four years, the interests of the Management Board and the shareholders are additionally aligned. There are no other share ownership guidelines.

Claw-back arrangements

Koenig & Bauer AG may refuse payment of all or part of the annual bonus and the annual remuneration tied to the Company's long-term performance ("performance-related remuneration") in certain defined cases and may demand repayment of remuneration provided in the last year since payment (claw-back). The service contracts provide for claw-backs in the following cases for example:

If it subsequently becomes evident that the assessment of the performance-related remuneration is based on incorrect or incomplete information about the agreed assessment bases.

If a member of the Management Board has seriously violated the Koenig & Bauer Group's Code of Conduct or legal obligations in the year in which the performance-related remuneration was granted.

There were no claw-backs in the year under review.

Early-termination settlement

In the event of the premature termination of the service contract, the Company does not remunerate more than the value of the claims arising for the remaining term of the contract. Payments, including fringe benefits, may not exceed two years' remuneration (severance cap). The annual remuneration is the sum total of (I) the fixed annual salary, (II) the annual bonus in accordance with the last applicable target agreement, (III) other fringe benefits and (IV) contributions to the pension scheme. Any special remuneration or claims to the annual remuneration tied to the Company's long-term success of the Company are excluded from the calculation of the severance pay cap. If the service contract is prematurely terminated at the request of the members of the Management Board or if there is an important reason for termination by the Company, no severance payments are made.

Supervisory Board remuneration

The remuneration rules applicable to the members of the Supervisory Board for 2021 are set out in Article V, 13 of the Articles of Association of Koenig & Bauer AG and were approved at the 2019 Annual General Meeting. After the regular review required by law, the Supervisory Board and the Management Board came to the conclusion that the remuneration rules for the Supervisory Board were no longer in line with market practice in some respects. Accordingly, the Supervisory Board and the Management Board proposed a new remuneration system for the members of the Supervisory Board at the 2021 annual general meeting. This was approved at the annual general meeting on 11 May 2021 with 99.95% of the capital represented and is to be applied for the first time from 2022. Detailed information and a comparison of the current and future remuneration system can be found on the Company's website at <https://www.koenig-bauer.com/en/>

investor-relations/corporate-governance/compensation/.

The following rules still apply in 2021: In addition to an attendance fee and the reimbursement of out-of-pocket expenses, each member receives fixed annual remuneration of €35,000. The Chairman receives twice and his deputies one-and-a-half times this amount. The chairman and the members of the Audit Committee receive €11,250 and €7,500, respectively, the Strategy Committee €9,375 and €6,250, respectively, and the Nomination Committee €4,625 and €3,750, respectively, per year. The members of the other committees do not receive any separate remuneration. Activities on the committees of the Supervisory Board are remunerated once. If a member sits on several committees, he or she receives the amount for the committee with the highest remuneration. Furthermore, each member present at the meeting receives an attendance fee of €250; no attendance fee is granted for meetings of the committees.

D&O insurance has been taken out for the members of the Supervisory Board and is subject to a deductible of €2,500.

As of 2022, the fixed annual remuneration of the members of the Supervisory Board will be increased to €45,000. The Chairman receives €120,000 and his deputies €80,000 each. The Chairman and the members of the Audit Committee receive €22,500 and €15,000, respectively, the Strategy Committee €20,000 and €13,000, respectively and the Nomination Committee €10,000 and €8,000, respectively, per year. In all other respects, the provisions described above for the year under review will continue to apply.

Supervisory Board remuneration system until 2021

Member of the Supervisory Board	Chair	Deputy	Member
Fixed remuneration	70,000 €	52,500 €	35,000 €
Audit Committee (Membership)	11,250 €		7,500 €
Strategy Committee (Membership)	9,375 €		6,250 €
Personnel Committee (Membership)	4,625 €		3,750 €

Supervisory Board remuneration system from 2022

Supervisory Board member	Vorsitz	Stellv.	Mitglied
Fixed remuneration	120,000 €	80,000 €	45,000 €
Audit Committee (Membership)	22,500 €		15,000 €
Strategy Committee (Membership)	20,000 €		13,000 €
Personnel Committee (Membership)	10,000 €		8,000 €

The elections for the employee representatives on the Supervisory Board were held in the year under review. Walther Mann no longer stood for election and stepped down from the Supervisory Board at the end of the annual general meeting on 11 May 2021. Werner Flierl was elected to replace him, joining the Supervisory Board on 11 May 2021. If members of the Supervisory Board leave the Supervisory Board in the course of a year, they receive prorated remuneration rounded up to the nearest whole month.

The total remuneration paid to the Supervisory Board in 2021 came to €0.6m. The remuneration of the Supervisory Board is paid out at the end of the year and distributed to the Supervisory Board members as follows:

Supervisory Board remuneration in 2020 in accordance with Article 13 of the articles of

Member of the Supervisory Board	Fixed remuneration	Proportion Fixed	Committee remuneration	Proportion Committee remuneration	Attendance fee	Proportion Attendance	Total
Professor Raimund Klinkner, Chair	70,000 €	87.50%	6,250 €	7.81%	3,750 €	4.69%	80,000 €
Gottfried Weippert, Deputy Chair	52,500 €	82%	7,500 €	11.72%	4,000 €	6.25%	64,000 €
Dagmar Rehm, Deputy Chair	52,500 €	77.78%	11,250 €	16.67%	3,750 €	5.56%	67,500 €
Julia Cuntz	35,000 €	90.32%	0 €	0.00%	3,750 €	9.68%	38,750 €
Carsten Dentler	35,000 €	77.78%	6,250 €	13.89%	3,750 €	8.33%	45,000 €
Marc Dotterweich	35,000 €	75.27%	7,500 €	16.13%	4,000 €	8.60%	46,500 €
Matthias Hatschek	35,000 €	77.35%	6,250 €	13.81%	4,000 €	8.84%	45,250 €
Christopher Kessler	35,000 €	77.35%	6,250 €	13.81%	4,000 €	8.84%	45,250 €
Professor Gisela Lanza	35,000 €	72.73%	9,375 €	19.48%	3,750 €	7.79%	48,125 €
Dr Johannes Liechtenstein	35,000 €	76.50%	7,500 €	16.39%	3,250 €	7.10%	45,750 €
Walther Mann	35,000 €	77.35%	6,250 €	13.81%	4,000 €	8.84%	45,250 €
Simone Walter	35,000 €	90.91%	0 €	0.00%	3,500 €	9.09%	38,500 €
Total	490,000 €		74,375 €		45,500 €		609,875 €

Supervisory Board remuneration 2021

Member of the Supervisory Board	Fixed	Proportion Fixed	Committee remunera- tion	Proportion	Attendance fee	Proportion Attendance	Total
	remunera- tion			remunera- tion			
Professor Raimund Klinkner, Chair	70,000 €	88.05%	6,250 €	7.86%	3,250 €	4.09%	79,500 €
Gottfried Weippert, Deputy Chair	52,500 €	83%	7,500 €	11.86%	3,250 €	5.14%	63,250 €
Dagmar Rehm, Deputy Chair	52,500 €	78.36%	11,250 €	16.79%	3,250 €	4.85%	67,000 €
Julia Cuntz	35,000 €	92.11%	0 €	0.00%	3,000 €	7.89%	38,000 €
Carsten Dentler	35,000 €	79.10%	6,250 €	14.12%	3,000 €	6.78%	44,250 €
Marc Dotterweich	35,000 €	76.92%	7,500 €	16.48 %	3,000 €	6.59%	45,500 €
Werner Flierl	17,500 €	92.11%	0 €	0.00 %	1,500 €	7.89%	19,000 €
Matthias Hatschek	35,000 €	79.10%	6,250 €	14.12 %	3,000 €	6.78%	44,250 €
Christopher Kessler	35,000 €	79.10%	6,250 €	14.12 %	3,000 €	6.78%	44,250 €
Professor Gisela Lanza	35,000 €	74.67%	9,375 €	20.00 %	2,500 €	5.33%	46,875 €
Dr Johannes Liechtenstein	35,000 €	76.92%	7,500 €	16.48 %	3,000 €	6.59%	45,500 €
Walther Mann	17,500 €	79.10%	3,125 €	14.12 %	1,500 €	6.78%	22,125 €
Simone Walter	35,000 €	84.59%	3,125 €	7.55 %	3,250 €	7.85%	41,375 €
Summe	490,000 €		74,375 €		36,500 €		600,875 €

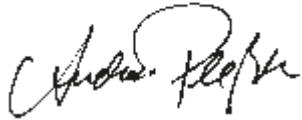
Comparison of remuneration and earnings development over time

For the purposes of the horizontal comparison, the Supervisory Board has positioned Koenig & Bauer at the 50th percentile in the SDAX and considered a range of the 15 percentiles above and below with regard to customary market remuneration. The following presentation provides a vertical comparison of the remuneration within the Company. As the remuneration of the Management Board is also measured on the basis of the Group's earnings, these are also presented. Senior management is defined as all executives who report directly to members of Koenig & Bauer AG's Management Board. The remaining workforce consists of employees subject to collective bargaining agreements and non-tariff employees of the Company. All employees of the Company are employed in Germany. The variable remuneration is for the year preceding the year of payment. Mr. Hansen is not included in the vertical comparison because he has only received pension benefits for the last 5 years.

	Granted,	Granted,	Change in 2021 over 2020		Change in 2020 over 2019		Change in 2019 over 2018		Change in 2018 over 2017	
	owed 2021	owed 2020	in thous. €	in %	in thous. €	in %	in thous. €	in %	in thous. €	in %
Current members of the Supervisory Board	in thous. €	in thous. €	in thous. €	in %	in thous. €	in %	in thous. €	in %	in thous. €	in %
Dr Andreas Pleßke	795	589	206	35	-57	-9	79	14	38	7
Dr Stephen Kimmich	624	370	254	69						
Christoph Müller	578	1043	-465	-45	-168	-14	512	73	407	139
Ralf Sammeck	580	1117	-537	-48	-114	-9	338	38	590	195
Michael Ulverich	626	368	258	70						
Arbeitnehmer										
Average remuneration of the workforce	58	59	-1	-1	-4	-7	2	4	8	12
Average remuneration of senior management	166	130	36	28	-31	-20	-8	-4	18	10
Company's earnings over time										
in €m	2021	2020			2019		2018		2017	
Group net profit	14.5	-103.1			52.3		64		81.1	
Net profit of Koenig & Bauer AG	11.3	42.5			8.3		16.5		15.4	

	Granted,	Granted,	Change in 2021 over 2020		Change in 2020 over 2019		Change in 2019 over 2018		Change in 2018 over 2017	
	owed 2021	owed 2020	in thous. €	in %	in thous. €	in %	in thous. €	in %	in thous. €	in %
Current members of the Supervisory Board	in €	in €	in thous. €	in %	in thous. €	in %	in thous. €	in %	in thous. €	in %
Professor Raimund Klinkner, Chair	79,500	80,000	-0.5	-1	20	33.8	57	2,462.6		
Gottfried Weippert, Deputy Chair	63,250	64,000	-1	-1	3.5	5.8	11	22.8	-0.5	-1.0
Dagmar Rehm, Deputy Chair	67,000	67,500	-0.5	-1	2	3.1	13	25.4	-0.25	-0.5
Julia Cuntz	38,000	38,750	-1	-2	2.5	6.9	7	25.0	-0.5	-1.7
Carsten Dentler	44,250	45,000	-1	-2	2.25	5.3	8.5	24.8	6	21.6
Marc Dotterweich	45,500	46,500	-1	-2	2.25	5.1	9	25.5	-0.5	-1.4
Werner Fliert	19,000									
Matthias Hatschek	44,250	45,250	-1	-2	2.25	5.2	9	25.5	-0.25	-0.7
Christopher Kessler	44,250	45,250	-1	-2	2.5	5.8	8.5	24.8	-0.5	-1.4
Professor Gisela Lanza	46,875	48,125	-1	-3	2	4.3	9	25.5	-0.25	-0.7
Dr Johannes Liechtenstein	45,500	45,750	-0.25	-1	23	102.2				
Simone Walter	41,375	38,500	3	7	1.8	4.8	7.5	25.6	-0.5	-1.7
Former members of the Supervisory Board										
Walther Mann	22,125	45,250	-23	-51	2.25	5.2	9	25.5	-0.5	-1.4
Dr Martin Hoyos							-30	-47.6	-0.75	-1.2
Dr Andreas Pleßke									-0.5	-3.3

For the Management Board:



Dr Andreas Pleßke
Chief Executive Officer
Koenig & Bauer AG

For the Supervisory Board:



Professor Raimund Klinkner
Chairman of the Supervisory Board

Auditor's Report

To Koenig & Bauer AG, Würzburg

We have audited the remuneration report of Koenig & Bauer AG, Würzburg, for the financial year from January 1 to December 31, 2021 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of Koenig & Bauer AG are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant

to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1 to December 31, 2021, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Koenig & Bauer AG. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards

third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Nuremberg, March 22, 2022
PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Marco See

Wirtschaftsprüfer
(German Public Auditor)

Christian König

Wirtschaftsprüfer
(German Public Auditor)

Report of the Management Board on the creation of authorized capital pursuant to Section 203 para. 2 in conjunction with Section 186 para 4 sentence 2 AktG

A proposal will be submitted to the Annual General Meeting to create new authorized capital of up to €8,580,000 by issuing up to 3,300,000 no-par value shares. The new authorized capital is to be available for both cash and non-cash capital increases and may also be utilized in partial amounts.

The shares may be taken over by one or more credit institutions subject to the obligation to offer them to shareholders for subscription (indirect subscription right). Credit institutions are deemed to be equivalent to companies operating in accordance with Section 53 para. 1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 of the German Banking Act.

There are currently no other authorizations by the Annual General Meeting that allow shares to be issued or subscription rights to shares to be granted with the exclusion of shareholders' subscription rights.

The aforementioned total amount may not be exceeded. The new authorized capital is to replace the authorized capital expiring on May 22, 2022. The new authorized capital is intended to enable the Company to act quickly and flexibly without having to wait for the Annual General Meeting or an extraordinary General Meeting. The proposed amount of the new authorized capital of up to a total of 3,300,000 new shares would correspond to an increase in the current capital stock of 19.97% if fully utilized.

When authorized capital is utilized, shareholders are generally entitled to subscription rights. This may only be excluded by the Management Board with the consent of the Supervisory Board in the following cases:

- For fractional amounts which cannot be distributed equally among all shareholders. Such exclusion of the subscription right with regard to these possible fractional amounts serves to enable the utilization of the authorization by round amounts and thus to ensure a facilitated settlement.

- For capital increases against cash contributions for a nominal amount of up to a maximum of 10% of the share capital pursuant to Section 186 para. 3 sentence 4 AktG. This authorization enables the Management Board to issue shares for this amount for the purpose of a placement with a near-market issue price. In accordance with the statutory requirements for the exclusion of subscription rights pursuant to Art. 186 para. 3 sentence 4 AktG, this authorization covers an amount of up to 10% of the Company's share capital; it is also stipulated that, in order to safeguard the interests of shareholders, the shares are to be issued in close alignment with the stock market price and not significantly below it. When setting the issue price, the management will endeavor - taking into account current market conditions - to keep any discount on the stock market price as low as possible. This authorization enables the Company to exploit market opportunities quickly and flexibly and to meet capital requirements even at short notice. It should be possible, for example, to issue new shares to one or more institutional investors or to tap new groups of investors.
- The exclusion of subscription rights will enable a placement close to the stock market price, thus eliminating the usual discount for rights issues. The calculated share of capital stock attributable to the shares issued under such simplified exclusion of subscription rights may not exceed a total of 10% of the Company's share capital at the time the authorization takes effect or - if lower - at the time the authorization is exercised. This takes into account the needs of shareholders for protection against dilution of their shareholdings. In addition, each shareholder may in principle acquire shares on the market at comparable conditions in order to maintain his/her shareholding. Shares issued or sold during the term of this authorization until the time of its utilization in direct or analogous application of Section 186 para. 3 sentence 4 AktG are to be counted towards the 10% limit.
- For capital increases against cash contributions for a notional share in the capital stock of up to a total of €1,300,000 or up to a maximum of 500,000 new shares. This exclusion is intended to enable the Company to have treasury shares of the Company available without recourse to the stock exchange in order to issue them to members of the Management Board of the Company or of the representative body of a company affiliated with the Company or to employees of the Company. The granting of shares to managers and/or employees can promote identification with the company and support the willingness to assume joint responsibility in the Company. Share-based com-

pensation also offers the opportunity to align the compensation of executives and/or employees in appropriate cases with sustainable corporate development. Insofar as the new shares are to be issued to members of the Management Board of the Company, the decision on the granting of the shares will not be made by the Management Board but by the Supervisory Board of the Company in accordance with the allocation of responsibilities under stock corporation law.

- In the case of capital increases against contributions in kind, it should be possible, with the approval of the Supervisory Board, to exclude subscription rights in full in order to enable the Management Board to have treasury shares in the Company available without recourse to the stock exchange in order to be able, in suitable individual cases, to acquire companies, equity interests in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its affiliated companies, in return for the transfer of no-par value shares in the Company. Company expansions which take place through the acquisition of companies or shareholdings generally require rapid decisions. The proposed authorization will enable the Management Board to respond quickly and flexibly to advantageous offers or other opportunities on the national or international market and to exploit opportunities for corporate expansion in the interests of the Company and its shareholders. As consideration, the granting of shares may be expedient or even necessary in order to preserve liquidity or to meet the expectations of the sellers. The proposed exclusion of shareholders' subscription rights in the case of contributions in kind takes this into account. The dilution caused by the exclusion of subscription rights is offset by the fact that the business expansion is financed by third parties by way of strengthening equity and the existing shareholders - albeit with a lower shareholding and voting right quota than before - participate in a corporate growth which they would have to finance from their own funds if subscription rights were granted. As Koenig & Bauer AG is listed on the stock exchange, it is in principle possible for any shareholder to increase his or her shareholding again by acquiring additional shares.

There are currently no concrete plans to utilize authorized capital. The Management Board will report to the shareholders on any utilization at the Annual General Meeting following the full or partial utilization of the authorized capital.

IV. Notices and information to shareholders

1. Number of shares and voting rights

The share capital of Koenig & Bauer AG („Company“) at the time of convocation the Annual General Meeting amounts to €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 the Annual General Meeting is convened is therefore 16,524,783 in each case. At the time the Annual General Meeting is convened, the Company does not hold any treasury shares.

2. Implementation of the Annual General Meeting as a virtual Annual General Meeting

In view of the ongoing COVID-19 pandemic, the Koenig & Bauer Management Board has resolved, with the consent of the Supervisory Board, to hold the Annual General Meeting in accordance with the German Act on Mitigating the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law (COVID-19 Act) - amended by Article 11 of the Act on the Further Shortening of the Residual Debt Relief Procedure and on the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law and in Tenancy and Lease Law dated December 22, 2020 and last extended by Article 15 of the Act on the Establishment of a Special Fund „Reconstruction Assistance 2021“ and on the Temporary Suspension of the Obligation to File for Insolvency due to Heavy Rain and Floods in July 2021 and on the Amendment of Other Laws (Reconstruction Assistance Act 2021) of September 10, 2021 without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company).

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

As in the past two years, the holding of the Annual General Meeting 2022 as a virtual Annual 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 will have the opportunity,

- to follow the entire virtual Annual General Meeting live on the internet in sound and vision,
- 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 object to resolutions of the Annual General Meeting by means of electronic communication, provided that the shareholders have exercised their voting rights.

The Koenig & Bauer AG Management Board is aware that shareholders can only exercise their rights to a limited extent at a virtual Annual General Meeting, particularly with regard to the right to speak and ask questions.

The Management Board has therefore decided, with the consent of the Supervisory Board, to enable shareholders to submit comments on the agenda in text form or as a video contribution prior to the Annual General Meeting and to ask questions at the virtual Annual General Meeting, over and above the concept of Section 1 para. 2 of the COVID-19 Act. Explanations of these two voluntarily granted rights can be found in Section IV, item 6 „Shareholders' rights“.

The prerequisite for exercising the aforementioned rights is that the respective requirements set out in Section IV, item 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/> from 11:00 a.m. (CEST) on May 24, 2022 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 para. 1 sentence 2 AktG.

The opening of the Annual General Meeting by the chairman of the meeting and the speech 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

In accordance with Section IV, item 14.2 and item 14.3 of the Articles of Association of the Company, only those shareholders who have registered with the Company prior to the Annual General Meeting and have provided proof of their authorization to the Company are entitled to follow the entire Annual General Meeting on the Internet and to exercise their voting rights.

The registration and proof must be received by the Company no later than **Tuesday, May 17, 2022, 24:00 hours (CEST)** at the address stated below:

Koenig & Bauer AG
c/o Computershare Operations Center
80249 Munich
E-Mail: anmeldestelle@computershare.de

Proof of share ownership by the ultimate intermediary pursuant to Art. 67c para. 3 AktG shall suffice as proof of entitlement. The proof must be in German or English and must refer to the beginning of the twenty-first day prior to the Annual General Meeting, i.e. Tuesday, May 3, 2022, 0:00 hours (CEST) („record date“).

The record date is the decisive date for entitlement to follow the entire virtual shareholders' meeting on the Internet and for exercising voting rights. In relation to the Company, only those persons who have provided proof of share ownership as of the record date are deemed to be shareholders. The record date has no effect on the saleability of the share.

As a rule, the custodian banks will take care of the necessary registration and transmission of proof of share ownership for their customers after the customers have issued an order for registration for the Annual General Meeting. Shareholders are therefore requested to contact their respective custodian bank to arrange their registration for the Annual General Meeting.

After timely receipt of the registration and the proof of shareholding by the registration office specified above, the registration office will send the shareholders a confirmation of registration on which the required access data to the InvestorPortal are printed.

4 Procedure for exercising voting rights and representation by third parties

a) Postal voting

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 IV no. 3 above (Requirements for following the Annual General Meeting on the Internet and exercising voting rights).

Votes may be cast by postal vote either in writing (text form is sufficient) using the postal vote form printed for this purpose on the registration confirmation or by electronic communication via the password-protected InvestorPortal or by way of electronic communication via the password-protected InvestorPortal (<https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>).

Votes cast by means of postal voting forms may be submitted by mail or e-mail and must be received by the Company at the address below by Monday, May 23, 2022, 24:00 hours (CEST):

Koenig & Bauer AG
c/o Computershare Operations Center
80249 Munich
E-Mail: anmeldestelle@computershare.de

Electronic postal votes can be cast via the InvestorPortal on the Koenig & Bauer AG website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>. Shareholders can find more details in the explanations provided there.

Electronic postal voting via the InvestorPortal is also possible during the virtual shareholders' meeting, but must be completed by the time specified by the chairman of the meeting at the latest as part of the voting process. Until this time, it is also possible to revoke or change the vote via the InvestorPortal.

Proxies (with the exception of the proxies appointed by the Company) may also use electronic postal voting. The regulations on the granting, revocation and proof of proxy remain unaffected.

b) Procedure for voting by the Company's proxies

The Company again offers shareholders the opportunity to have their voting rights exercised by a proxy appointed by the Company and bound by instructions. The Company has appointed Mrs. Denise Schaub and Dr. Torsten Bolz - both Legal Counsels at Koenig & Bauer AG - with the right to sub-proxy - as proxies of the Company. Insofar as shareholders authorize Mrs. Schaub and/or Dr. Bolz, they must in any case expressly issue them with instructions for exercising their voting rights. Mrs. Schaub and Dr. Bolz and their sub-proxies are obliged to vote only in accordance with the instructions; they cannot exercise voting rights at their own discretion. In particular, they do not accept 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 IV Clause 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 may either use the form printed on the confirmation of registration to authorize proxies **or** issue their authorizations and instructions via the InvestorPortal.

- **Authorization by means of power of attorney and instruction form**

If shareholders wish to use the form printed on the registration confirmation, the following applies:

Proxies and instructions to the proxies of the Company must be received by the Company by mail or e-mail at the following address by **Monday, May 23, 2022, 24:00 hours (CEST):**

Koenig & Bauer AG
c/o Computershare Operations Center

80249 Munich
E-Mail: anmeldestelle@computershare.de

Further information on issuing proxies and instructions can also be found on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

- **Authorization via the InvestorPortal**

Proxy authorizations and instructions may be issued to the proxies of the Company via the InvestorPortal (<https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>) before and during the virtual Annual General Meeting, but 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 using the InvestorPortal.

c) Relation of postal votes to proxies and instructions to the Company's proxies

If the proxies receive several powers of attorney and instructions, the last formally valid power of attorney and instruction received by the Company shall be deemed binding. If postal votes are cast after a power of attorney and instructions have been issued to the proxies of the Company, this shall be deemed to be a revocation of the power of attorney and instructions issued to the proxies of the Company; in this case, the postal votes shall be deemed to have priority. If, in addition, divergent declarations are received by different means of transmission and it is not clear which was submitted last, the declarations will be considered in this order: 1. by InvestorPortal, 2. by e-mail, and 3. in paper form."

If an individual vote is held on an agenda item instead of a collective vote, the postal vote cast or instruction given to the proxies of the Company for this agenda item shall apply accordingly to each item of the individual vote.

d) Procedure for voting by proxy

Shareholders may also have their voting rights exercised by another proxy, an intermediary, a shareholders' association, a voting advisor, a person who offers to exercise voting rights at the Annual General Meeting on a businesslike basis vis-à-vis shareholders, or by another person of their choice. In this case, too, timely registration and proof of share ownership are required in accordance with the above conditions under Section IV item 3. Requirements for following the Annual General Meeting on the Internet and exercising voting rights. The granting of the proxy, its revocation and proof of authorization to the Company must be in text form. Intermediaries, shareholders' associations, proxy advisors and other persons treated as such under Section 135 para. 8 AktG may stipulate different rules for the form of proxy authorization. In such a case, shareholders are requested to consult with the proxy in good time regarding any form of proxy that may be required by the proxy.

The granting of a proxy and its revocation vis-à-vis the Company as well as the transmission of proof of a proxy declared vis-à-vis an authorized representative or its revocation may either be transmitted via the InvestorPortal at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> or declared by mail or e-mail at the following address:

Koenig & Bauer AG
c/o Computershare Operations Center
80249 Munich
E-Mail: anmeldestelle@computershare.de

Proxies may also not physically attend the Annual General Meeting. They may only exercise voting rights for shareholders they represent by postal vote or by granting (sub)power of attorney to the Company's 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.

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

• Electronic confirmation of the vote

Pursuant to Section 118 para. 1 sentence 3 AktG, shareholders or their proxies who cast their votes by electronic postal voting shall receive from the Company an electronic confirmation of the electronic exercise of their voting rights in accordance with the requirements of Article 7 para. 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 voting has been cast in the InvestorPortal of the Company. If the vote is not cast by the shareholder him/herself but by an intermediary within the meaning of Section 67 para. 4 AktG by means of an electronic postal voting, the intermediary shall immediately transmit the electronic confirmation of the electronic exercise of the voting right to the shareholder pursuant to Section 118 para. 1 sentence 4 AktG. 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 Art. 129 para. 5 sentence 1 AktG, voting shareholders or their proxies may request confirmation within one month of the date of the Annual General Meeting as to whether and how their vote was counted. Proof of the vote count (voting confirmation) is available for the statutory period on the InvestorPortal and on request from the Company at hauptversammlung@koenig-bauer.com. If the confirmation is issued to an intermediary, the intermediary must send the confirmation to the shareholder without delay in accordance with Section 129 para. 5 sentence 3 AktG.

6. Rights of the Shareholders

a) Supplementary request pursuant to Section 122 (2) AktG

Shareholders whose shares together account for one-twentieth of the share capital (equivalent to €2,148,221.79 or, rounded up to the next highest whole number of shares, 826,240 shares) or the pro rata amount of €500,000.00 (equivalent to 192,308 shares rounded up to the next highest whole number of shares) may request that items be placed on 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 23, 2022, 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

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 para. 1 and 127 AktG in conjunction with Section 1 para. 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 para. 1 AktG and nominations for the election of Supervisory Board members or for the election of auditors pursuant to Section 127 AktG. Such countermotions (together with any reasons) and election proposals are to 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 countermotions and election proposals to be made available that are received at the above address by Monday, May 9, 2022, 24:00 hours (CEST), available on its website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> without undue delay after receipt.

Motions or election proposals by shareholders which 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 para. 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. The right of the chairman of the meeting to vote first on the proposals of the administration remains unaffected. 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 power of attorney. The explanations in Section IV apply accordingly.

c) Shareholders' right to ask questions by means of electronic communication pursuant to Article 2 Section 1 para. 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 24, 2022; the proxies appointed by the Company are also not available for this purpose. There is also no right to information pursuant to Sections 293, 293g para. 3 AktG on all matters of the other party to the agreement which are material for the conclusion of an enterprise agreement 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 para. 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 22, 2022, 24:00 hours (CEST), only via the password-protected InvestorPortal on the Company's website <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 will decide how to answer questions at its own dutiful discretion.

In order to enable shareholders to give due consideration to the intended content of the speeches by the Management Board and the Chairman of the Supervisory Board in the context of their questions, the key statements of these speeches will be published at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> from May 13, 2022.

d) Demand possibility in the virtual general meeting

In addition to the above right to ask questions, the Company will give its shareholders the opportunity to ask questions at the virtual Annual General Meeting on May 24, 2022.

Shareholders may only ask follow-up questions on questions they have submitted themselves electronically via the InvestorPortal by Sunday, May 22, 2022, 24:00 hours (CEST), and on the answers given to these questions by the Management Board or the Supervisory Board. The follow-up questions are to be submitted during the virtual Annual General Meeting exclusively via the InvestorPortal and the input field provided there in German or English. The chairman of the meeting may reasonably limit the time allowed for answering the follow-up questions. In particular, he is entitled to set a reasonable time frame for the individual follow-up questions or the follow-up questions as a whole at the beginning of or during the Annual General Meeting. The Management Board may combine questions and their answers and make a suitable selection from among the questions submitted for answering in the interests of the other shareholders.

This voluntary additional opportunity to ask questions at the virtual Annual General Meeting does not constitute a right to information pursuant to Section 131 para. 1 AktG. The Management Board will nevertheless attempt to answer all questions at the Annual General Meeting.

e) **Submission of comments prior to the Annual General Meeting**

Due to the concept of the virtual Annual General Meeting without physical participation of the shareholders, they do not have the opportunity to speak at the Annual General Meeting on the agenda.

For this reason, the Management Board, with the approval of the Supervisory Board, has decided to give shareholders the opportunity, over and above the requirements of Section 1 para. 2 COVID-19 Act, to submit comments on the agenda prior to the Annual General Meeting which correspond to a speech at the Annual General Meeting.

Properly registered shareholders or their proxies may submit their comments in text form or as a video electronically via the InvestorPortal in German until **Wednesday, May 18, 2022, 24:00 hours (CEST)**. The length of comments in text form should not exceed 10,000 characters. Video contributions must not exceed 3 minutes in length and a neutral background should be used. Only video contributions in which the shareholder or proxy appears and speaks are permitted.

There is no legal entitlement to the publication of a statement. In particular, the Company reserves the right not to publish statements that do not relate to the agenda of the Annual General Meeting or whose length exceeds 10,000 characters or - in the case of video contributions - the duration of three minutes, that have not been submitted by the aforementioned time, or that have insulting, criminally relevant, obviously false or misleading content.

Motions, election proposals, questions or objections contained in the submitted statements will not be considered. These are to be submitted exclusively in accordance with the provisions and channels described separately in this Section IV, Item 6 - Rights of the Shareholders.

It is intended to publish all duly submitted statements and video messages prior to the Annual General Meeting on the InvestorPortal, which can only be accessed by registered shareholders. The Company also intends to display video contributions by shareholders at the Annual General Meeting, stating their names. By submitting a statement, the shareholder or proxy agrees that the statement or video contribution may be published on the InvestorPortal with the shareholder's or proxy's name.

Further details on the technical and legal requirements for submitting comments in text form or as a video contribution can be found on the InvestorPortal at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

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

Shareholders who have exercised their voting rights by postal vote or by granting power of attorney are given 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/> from the opening of the virtual Annual General Meeting on May 24, 2022 until its closing by the chairman of the meeting.

Further explanations

Further explanations of the rights of shareholders pursuant to Sections 122 para. 2, 126 para. 1 and 127 AktG, Article 2 Section 1 para. 2 of the COVID-19 Act can be found on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

V. Further information and documents relating to the Annual General Meeting

Timings in this convocation

All time data in Section IV 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.

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 video and audio transmission of the virtual shareholders' 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.

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 other information relating to the virtual Annual General Meeting are available on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>.

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/>.

Notes on data protection

If you register for the Annual General Meeting, submit statements in text form or by video, 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, April 2022
Koenig & Bauer AG
The Board