

KOENIG & BAUER

97th Annual General Meeting of the Koenig & Bauer AG without physical presence of shareholders or their proxies (with the exception of proxies appointed by the Company) on Tuesday, May 24, 2022, at 11:00 a.m. (CEST)

Explanatory note on agenda item 1 pursuant to section 124 a sentence 1 No. 2 German Stock Corporation Act (AktG)

Agenda item 1 provides for the presentation of the adopted annual financial statements and of the approved consolidated financial statements as well as of the summarized management report for Koenig & Bauer AG and the Koenig & Bauer Group as of December 31, 2021, and of the Supervisory Board's report and the non-financial group report for the 2021 financial year. The stated documents also contain the explanatory report regarding the information pursuant to Sections 289a para. 1, 315a para. 1 of the German Commercial Code (*Handelsgesetzbuch -HGB*).

A resolution on this agenda item is not intended for the following reasons: At its meeting on March 22, 2022, the Supervisory Board approved the annual financial statements prepared by the Management Board in accordance with Section 172 sentence 1, 1st half sentence German Stock Corporation Act (AktG); the annual financial statements are thus adopted. Furthermore, the Supervisory Board has approved the consolidated financial statements in the same meeting on March 22, 2022. Management and Supervisory Board did not make use of the possibility granted pursuant to Section 172 para. 1 2nd half sentence AktG in connection with Section 173 AktG pertaining to the annual financial statements. Additionally, Section 173 para. 1 sentence 2 AktG is not applicable in terms of the consolidated financial statements. A resolution of the Annual General Meeting is therefore not provided for as agenda item 1.

The documents referred to in Section 175 para. 2 AktG are published and available on the Company's website at <https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/> from the day on which the Annual General Meeting is convened. They will also be accessible there during the virtual Annual General Meeting. The documents will be sent to shareholders on request. Furthermore, all the above documents will be explained at the virtual Annual General Meeting.

The declaration on corporate governance with the corporate governance report and the remuneration report for the financial year 2021 can also be found on the aforementioned website.

Würzburg, April 2022

The Management Board

Koenig & Bauer AG
Friedrich-Koenig-Straße 4

Convenience Translation

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