

KOENIG & BAUER

Annual General Meeting 2023

Information on the rights of shareholders pursuant to section 122 para 2, section 126 para 1, section 127 and section 131 para 1 of the German Stock Corporation Act (AktG)

* Please note that this version of the information on the rights of shareholders prepared for the convenience of English-speaking readers is a translation of the German original. For purposes of interpretation, the German text shall be authoritative and final.

The notice convening the Annual General Meeting contains information on the rights of shareholders pursuant to section 122 (2), section 126 (1), section 127 and section 131 (1) German Stock Corporation Act (*Aktiengesetz - AktG*), in particular on the deadlines for exercising these rights. The following information provides a more detailed explanation of these shareholders' rights.

Request for additions to the agenda pursuant to section 122 para 2 AktG

Pursuant to section 122 para 2 AktG, shareholders whose shares together amount to one-twentieth of the share capital (equivalent to EUR 2,148,221.79 or, rounded up to the next highest whole number of shares, 826,240 no-par value shares) or the proportionate amount of EUR 500,000 (equivalent to 192,308 no-par value shares rounded up to the next highest whole number of shares) may request that items be placed on the agenda and published.

Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. The request must be sent in writing to the Management Board of Koenig & Bauer AG 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 Tuesday, May 16, 2023, 24:00 hours (CEST). Requests for additions received later will not be considered.

Shareholders should send their requests to the following address:

To the Management Board
Koenig & Bauer AG

KOENIG & BAUER

Friedrich-Koenig-Strasse
97080 Würzburg
Germany

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Pursuant to section 122 para 2 in conjunction with para 1 sentence 3 AktG, the shareholders submitting the request 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. Section 121 para 7 AktG must be observed when calculating the period.

Additions to the agenda requiring publication will be published in the Federal Gazette immediately after receipt of the request by the Company and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be made available on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/> immediately after receipt by the Company.

The provisions of the Stock Corporation Act on which this shareholder right is based can be found (in extracts) in the annex to this information under item 1.

Countermotions and nominations pursuant to Secs. 126 para 1, 127 AktG

Shareholders may submit countermotions to the Company against proposals by the Management Board and/or Supervisory Board on specific items on the agenda in accordance with section 126 para 1 AktG and submit nominations for the election of Supervisory Board members or for the election of auditors in accordance with section 127 AktG. Proposals for the election of Supervisory Board members or auditors must contain the name, profession and place of residence of the proposed person (in the case of legal entities, the company name and registered office) in accordance with section 124 para 3 sentence 4 AktG. Pursuant to section 125 para 1 sentence 5 AktG, proposals for the election of Supervisory Board members must also contain information on their memberships of other statutory supervisory boards; information on their memberships of comparable domestic and foreign supervisory bodies of business enterprises shall be enclosed. Countermotions (including any reasons) and nominations for election by shareholders to the Annual General Meeting must be sent to the following address of the Company only:

Koenig & Bauer AG

KOENIG & BAUER

Investor Relations

Friedrich-Koenig-Strasse 4

97080 Würzburg

or by fax: +49 931 909 4880

or by e-mail: hauptversammlung@koenig-bauer.com

The Company will publish on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/> any counter motions and/or election proposals from shareholders that are to be made accessible, including the name of the shareholder(s) and any reasons for counter motions, which are received by the Company in due form via one of the above-mentioned contact channels 14 days before the Annual General Meeting, i.e. no later than **Thursday, June 1, 2023, 24:00 hours (CEST)**. Any comments by the Company will also be made available on the aforementioned website.

The Company may refrain from publishing a counter motion and any reasons for it if one of the grounds for exclusion pursuant to section 126 para 2 AktG applies. For election proposals pursuant to section 127 sentence 1 AktG, the exclusion criteria of section 126 para 2 AktG apply mutatis mutandis with the exception of the circumstances relating to the statement of grounds.

Furthermore, a proposal for election pursuant to section 127 sentence 3 AktG does not have to be made accessible if the information required pursuant to section 124 para 3 sentence 4 AktG is missing. Proposals for the election of Supervisory Board members also do not have to be made accessible if the proposal does not contain the information required under section 125 para 1 sentence 5 AktG.

Counter motions and election proposals by shareholders may only be voted on if they are submitted during the Annual General Meeting; this also applies if the relevant counter motion or election proposal is published before the Annual General Meeting in accordance with sections 126, 127 AktG.

The provisions of the Stock Corporation Act on which this shareholder right is based, in particular the conditions under which counter motions and election proposals may not be made available, can be found (in extracts) in the annex to this information under item 2.

Shareholders' right to information pursuant to section 131 para 1 AktG

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Pursuant to section 131 para 1 of the German Stock Corporation Act (AktG), the Management Board must provide each shareholder with information on the Company's affairs, including the Company's legal and business relations with an affiliated company, the situation of the Group and the companies included in the consolidated financial statements, upon request at the Annual General Meeting, to the extent that such information is necessary for a proper evaluation of the item on the agenda and there is no right to refuse to provide information.

The rights to refuse to provide information are set out in section 131 para 3 of the German Stock Corporation Act (AktG).

The provisions of the German Stock Corporation Act on which the right to information is based, which also specify the conditions under which the provision of information may be waived, can be found (in excerpts) in the annex to this information under item 3.

In addition, the chairperson of the meeting is entitled to take various management and order measures at the Annual General Meeting in accordance with section VI, item 15.2 of the Koenig & Bauer AG articles of association:

"The chair of the meeting shall determine the order in which the items of the agenda are to be considered as well as the type and method of voting. The chair of the meeting may determine the question and speaking time for the entire course of the Annual General Meeting, for individual items of the agenda and for the individual questions and speeches at the beginning or during the course of the Annual General Meeting. He/she may order the conclusion of the debate as far as this is necessary for the proper conduct of the Annual General Meeting."

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Annex to the information on shareholders' rights pursuant to section 122 para 2, section 126 para 1, section 127 and section 131 para 1 of the German Stock Corporation Act (AktG)

1) On requests for additions to the agenda pursuant to section 122 para 2 AktG:

Section 122 Calling of a Meeting at the Request of a Minority (excerpt)

"(1) The general meeting is to be called, if shareholders whose holding in aggregate equals or exceeds one-twentieth of the share capital demand such meeting in writing stating the purpose and the reasons of such meeting; such demand is to be addressed to the management board. The articles of association may provide that the right to demand a general meeting shall require another form or the holding of a lower proportion of the share capital. The shareholders who have made the demand shall provide evidence to the effect that they have held the shares for at least 90 days prior to the receipt of the demand and that they will hold the shares until the management board decides upon the demand. section 121 para. 7 shall apply accordingly.

(2) In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to € 500,000 may demand that items be put on the agenda and published. Each new item is to be accompanied by reasons or a draft resolution. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation."

Section 121 General (excerpt)

"(7) In the case of deadlines and dates calculated back from the meeting, the day of the meeting shall not be counted. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. sections 187 to 193 of the Civil Code shall not apply mutatis mutandis. [...]"

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2) On countermotions and election proposals pursuant to section 126 para 1 and section 127 AktG:

Section 126 Motions from shareholders (excerpt)

"(1) Motions by shareholders, including the name of the shareholder, the grounds and any comment by the management, shall be made available to the entitled persons referred to in section 125 paras. 1 to 3 under the conditions specified therein if the shareholder has sent a countermotion against a proposal of the Management Board and Supervisory Board on a specific item on the agenda, together with the grounds, to the address specified for this purpose in the notice of meeting at least 14 days before the meeting of the Company. The day of receipt shall not be counted. In case of listed companies, the information must be made available on the company's website. section 125 para. 3 shall apply accordingly.

(2) A countermotion and its reasons need not be made accessible,

- 1. insofar as the Management Board would render itself liable to prosecution by making such information available,*
- 2. if the countermotion would lead to a resolution of the Annual General Meeting that would be contrary to the law or the articles of association,*
- 3. if the statement of reasons contains statements which are manifestly false or misleading in material respects or if it is defamatory,*
- 4. if a countermotion of the shareholder based on the same facts has already been made available to a General Meeting of the Company pursuant to section 125,*
- 5. if the same countermotion of the shareholder with essentially the same grounds has already been made accessible to at least two General Meetings of the Company pursuant to section 125 within the past five years and less than one-twentieth of the share capital represented voted in favor of it at the General Meeting,*
- 6. if the shareholder indicates that he will not participate in the Annual General Meeting and will not be represented by a proxy, or*
- 7. if the shareholder has failed to make or cause to be made a countermotion communicated by him at two Annual General Meetings within the last two years.*

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The statement of reasons need not be made accessible if it is longer than 5,000 characters in total.

(3) If several shareholders submit countermotions on the same subject matter of the resolution, the Management Board may combine the countermotions and their grounds. [...]"

Section 127 Election Proposals by Shareholders

"Section 126 shall apply mutatis mutandis to a shareholder's nomination of candidates for the election of Supervisory Board members or auditors. The nomination need not be substantiated. The Management Board need not make the nomination available even if the nomination does not contain the information required under section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5. The Management Board shall provide the following information on a shareholder's proposal for the election of Supervisory Board members of listed companies to which the Co-Determination Act, the Coal and Steel Co-Determination Act or the Co-Determination Supplementary Act applies:

- 1. Reference to the requirements of section 96 para. 2,*
- 2. information as to whether the overall fulfillment pursuant to section 96 para. sentence 3 was objected to, and*
- 3. information of the minimum number of seats on the Supervisory Board that must be occupied by both women and men in order to meet the minimum percentage requirement pursuant to section 96 para. 2 sentence 1."*

Section 124 Publication of requests for supplements; proposals for resolutions (Excerpt)

"(3) [...] [sentence 4] The proposal for the election of Supervisory Board members or auditors shall state their names, profession and place of residence. [...]"

Section 125 Notices to shareholders and members of the Supervisory Board (excerpt)

"(1) [...] [sentence 5] In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership in other Supervisory Boards to be formed by law; information on their membership in comparable domestic and foreign supervisory bodies of commercial enterprises shall be enclosed."

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3) Regarding the right to information pursuant to Section 131 para 1 AktG:

Section 131 Shareholder's right to information (excerpt)

"(1) Upon request, each shareholder shall be provided with information at the Annual General Meeting by the Executive Board on the Company's affairs to the extent that such information is necessary for a proper evaluation of the item on the agenda. The duty to provide information shall also extend to the Company's legal and business relations with an affiliated company. [...] The duty of the management board of a parent company (section 290 para 1,2 of the German Commercial Code) to provide information at the shareholders' meeting to which the consolidated financial statements and the group management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements.

[...]

(2) The information provided shall comply with the principles of conscientious and faithful accountability. The articles of association or the Rules of Procedure pursuant to section 129 may authorize the chairperson of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may specify further details.

(3) The Management Board may refuse to provide information,

- 1. insofar as the provision of the information is likely, according to reasonable commercial judgment, to cause the Company or an affiliated company a not inconsiderable disadvantage;*
- 2. insofar as it relates to tax valuations or the amount of individual taxes;*
- 3. on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of such items, unless the Annual General Meeting adopts the annual financial statements;*
- 4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the Company within the meaning of section 264 para 2 of the German Commercial Code; this shall not apply if the Annual General Meeting adopts the annual financial statements;*
- 5. insofar as the Management Board would render itself liable to prosecution by providing the information;*
- 6. to the extent that, in the case of a credit institution, financial services institution or securities institution, disclosures need not be made in the annual financial statements, management report, consolidated financial statements or group management report on the accounting policies applied and offsets made;*
- 7. insofar as the information is continuously accessible on the Company's website for at least seven days prior to the start of and during the Annual General Meeting.*

The information may not be refused for other reasons.

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(4) If a shareholder has been provided with information outside the general meeting due to his capacity as a shareholder, such information shall be provided to any other shareholder upon request at the general meeting, even if it is not necessary for the proper assessment of the item on the agenda. [...] The Executive Board may not refuse to provide the information pursuant to subsection 3 sentence 1 nos.1 to 4. Sentences 1 to 3 shall not apply if a subsidiary (section 290 para 1, 2 of the Commercial Code), a joint venture (section 310 para 1 of the Commercial Code) or an associated company (section 311 para 1 of the Commercial Code) provides information for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) If a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting. [...]