

KOENIG & BAUER

Annual General Meeting 2024 of Koenig & Bauer AG

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

Agenda item 1 provides for the presentation of the adopted annual financial statements and the approved consolidated financial statements as well as the summarized management report for Koenig & Bauer AG and the Koenig & Bauer Group as of December 31, 2023, as well as the report of the Supervisory Board and the non-financial Group report for the financial year 2023. 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 20, 2024, 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 (*Aktiengesetz - AktG*); the annual financial statements are thus adopted. Furthermore, the Supervisory Board has approved the consolidated financial statements in the same meeting on March 20, 2024. 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://investors.koenig-bauer.com/de/hauptversammlung/> from the day on which the Annual General Meeting is convened. They will also be accessible there during the Annual General Meeting. The documents will be sent to shareholders on request. Furthermore, all the above documents will be explained at the Annual General Meeting on June 26, 2024.

The aforementioned website also contains the corporate governance statement with corporate governance reporting and the compensation report for fiscal year 2023.

Würzburg, April 2024

The Management Board

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