

KOENIG & BAUER

Annual General Meeting 2025



we're on it.

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	Annual General Meeting of Koenig & Bauer AG formal specification according to EU-IR: f9c6002a12edef11b53e00505696f23c
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 Annual General Meeting	4 June 2025 formal specification according to EU-IR: 20250604
2. Time of the Annual General Meeting	11:00 hours (CEST) formal specification according to EU-IR: 9:00 hours (UTC)
3. Type of General Meeting	Annual General Meeting (in-person meeting with physical presence of shareholders and their proxies) formal specification according to EU-IR: GMET
4. Location of the Annual General Meeting	Vogel Convention Center (VCC), Max-Planck-Str. 7/9, 97082 Würzburg, Germany
5. Record Date	13 May 2025, 24:00 hours (CEST) formal specification according to EU-IR: 20250513, 22:00 hours (UTC)
6. Uniform Resource Locator (URL)	https://investors.koenig-bauer.com/de/hauptversammlung/

D. Participation in the Annual General Meeting

1. Method of participation by shareholder	<ul style="list-style-type: none"> In-person voting on site 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 by postal voting (without physical participation) formal specification according to EU-IR: PH, PX, EV
2. Issuer deadline for the notification of participation	28 May 2025, 24:00 hours (CEST) (receipt of the registration is decisive) formal specification according to EU-IR: 20250528, 22:00 hours (UTC)
3. Issuer deadline for voting	<p><u>In-person voting on site:</u></p> <p>4 June 2025, from 11:00 hours (CEST) up to the time determined by the chairman of the meeting in the course of the voting. formal specification according to EU-IR: 20250604, from 09:00 hours (UTC) up to the time determined by the chairman of the meeting in the course of the voting.</p> <p><u>by postal voting per letter or email</u></p> <p>electronically via the InvestorPortal: 3 June 2025, 18:00 hours (CEST) (admission relevant) formal specification according to EU-IR: 20250603, 16:00 hours (UTC)</p> <p><u>by granting power of attorney and issuing instructions to the proxies nominated by the company</u></p> <p>per letter or email / electronically via the InvestorPortal: 3 June, 2025, 18:00 hours (CEST) (admission relevant) formal specification according to EU-IR: 20250603, 16:00 hours (UTC)</p> <p>Shareholders attending in person and their proxies, to the extent that they have the right to sub-authorise, may authorise and instruct proxies of the Company to exercise their voting rights during the General Meeting until voting commences.</p> <p><u>by granting power of attorney to a third party</u></p> <p>per letter or email / electronically via the InvestorPortal: 3 June 2025, 18:00 hours (CEST) (admission relevant) formal specification according to EU-IR: 20250603, 16:00 hours (UTC)</p> <p>In addition, the proxy may prove that he/she has been granted a power of attorney by presenting the power of attorney at the entrance control on the day of the Annual General Meeting. The revocation may also be declared by the shareholder's personal appearance at the Annual General Meeting.</p> <p>Shareholders appearing in person as well as their proxies, insofar as they have the right to sub-authorize, may authorise third parties to exercise their voting rights during the Annual General Meeting until voting commences.</p>

Further information on the agenda (Section E) and details of the deadlines for exercising other shareholder rights (Section F) can be found on the following website:
<https://investors.koenig-bauer.com/de/hauptversammlung/>

Please note that this version of the invitation to the Annual General Meeting of Koenig & Bauer AG 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 German original of the invitation to the Annual General Meeting is available on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/>.

Koenig & Bauer AG, Würzburg

100th Annual General Meeting

WKN 719 350

ISIN DE0007193500

Unique identifier:

We cordially invite the shareholders to the 100th Annual General Meeting of our Company.
The Annual General Meeting will take place on

Wednesday, 4 June 2025, 11:00 hours (CEST)

at the Vogel Convention Center (VCC), Max-Planck-Straße 7/9 (East Entrance), 97082 Würzburg, Germany.

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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 of 31 December 2024, the non-financial Group report and the report of the Supervisory Board for the 2024 financial year**
- 2. Resolution on the discharge of the members of the Management Board of Koenig & Bauer AG for the 2024 financial year**
- 3. Resolution on the discharge of the members of the Supervisory Board of Koenig & Bauer AG for the 2024 financial year**
- 4. Election of the auditor and the Group auditor for the 2025 financial year and precautionary election of the auditor for the sustainability report for the 2025 financial year**
- 5. Elections to the Supervisory Board**
- 6. Resolution on the approval of the remuneration report for the 2024 financial year**
- 7. Resolution on the confirmation of the remuneration of the members of the Supervisory Board (Section V, Item 13 of the Articles of Association of Koenig & Bauer AG)**
- 8. Resolution on a new authorization for the Management Board to provide for the holding of a virtual Annual General Meeting and 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 of 31 December 2024, the non-financial Group report and the report of the Supervisory Board for the 2024 financial year

The aforementioned documents also contain the explanatory report on the disclosures pursuant to Section 289a (1) HGB and Section 315a (1) HGB. The documents will be 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 available there during the Annual General Meeting. They will also be sent to shareholders by post on request. The financial statements and reports will also be explained at the Annual General Meeting. The corporate governance statement with the corporate governance report and the remuneration report for the members of the Management Board and Supervisory Board for the 2024 financial year can also be found on the aforementioned website.

At its meeting on 20 March 2025, the Supervisory Board approved the annual financial statements prepared by the Management Board, which are thus adopted. It also approved the consolidated financial statements at the same meeting. In accordance with the statutory provisions, no resolution by the Annual General Meeting is therefore required for this item on the agenda.

2. Resolution on the discharge of the members of the Management Board of Koenig & Bauer AG for the financial year 2024

The Supervisory Board and Management Board propose that the actions of the members of the Management Board in office in the 2024 financial year be ratified for this period.

3. Resolution on the discharge of the members of the Supervisory Board of Koenig & Bauer AG for the financial year 2024

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2024 financial year be ratified for this period.

4. Election of the auditor and the Group auditor as well as precautionary election of the auditor for the sustainability report for the 2025 financial year

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

- 4.1. „PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Nuremberg branch, is appointed as auditor and group auditor for the 2025 financial year.
- 4.2. „PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Nuremberg branch, is appointed as the auditor of the sustainability report for the 2025 financial year.“

The election of an auditor for sustainability reporting is a precautionary measure and shall take effect only in the event that the German legislator should require the express election of such an auditor by the Annual General Meeting within the framework of Directive (EU) 2022/2464, i.e. the audit of sustainability reporting should not be the responsibility of the auditor under German implementation law.

Both the recommendation of the Audit Committee and the proposal of the Supervisory Board are free from undue influence by third parties. No restrictions were imposed on the Audit Committee or the Supervisory Board with regard to the selection of a specific auditor or a specific audit firm (Article 16 (6) of the EU Audit Regulation).

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

5. Elections to the Supervisory Board

The term of office of Prof. Dr.-Ing. Gisela Lanza as shareholder representative ends at the end of the Annual General Meeting on 4 June 2025. Professor Lanza has declared that she will not be available for re-election. A new member representing the shareholders must therefore be elected to the Supervisory Board by the Annual General Meeting. Mrs Karoline Kalb shall be proposed for election to the Supervisory Board as the successor to Prof. Dr.-Ing. Gisela Lanza.

In accordance with sections 96 (1), (2) and 101 (1) AktG in conjunction with section 7 (1) sentence 1 no. 1 MitbestG, § Section 7 (1) sentence 1 no. 1 MitbestG and section V, clause 9.1 of the Articles of Association of Koenig & Bauer AG, the Supervisory Board of Koenig & Bauer AG consists of twelve members and is composed of six shareholder representatives and six employee representatives and at least 30 per cent each of women and men.

The minimum quota on the Supervisory Board of Koenig & Bauer AG must be fulfilled separately for both sides, both on the shareholder side and on the employee representative side, as the overall fulfilment was objected to. Therefore, at least two seats on the shareholder side and at least two seats on the employee representative side must be held by women and at least two seats by men. The female representatives on the Supervisory Board are Mrs Dagmar Rehm and Prof. Dr.-Ing. Gisela Lanza on the shareholder side and Mrs Julia Cuntz, Mrs Simone Walter and Mrs Sabine Witte-Herdering on the employee representative side. The other members of the Supervisory Board are men. With the election of Mrs Karoline Kalb as a shareholder representative, the minimum requirement would continue to be met following the departure of Prof. Dr.-Ing. Gisela Lanza on the shareholder side.

At the proposal of the Nomination Committee, the Supervisory Board therefore proposes that, with effect from the end of the Annual General Meeting on 4 June 2025.

**Mrs Karoline Kalb,
Lawyer and independent management consultant
resident in Augsburg**

be elected to the Supervisory Board for the period until the end of the Annual General Meeting that resolves on their discharge for the 2028 financial year.

This corresponds to a term of office of four years.

In the opinion of the Supervisory Board, there are no personal or business relationships between Mrs Karoline Kalb on the one hand and Koenig & Bauer AG or its Group companies, the corporate bodies of Koenig & Bauer AG or a shareholder directly or indirectly holding more than 10% of the voting shares in Koenig & Bauer AG on the other hand that would be decisive for the election decision of an objectively judging shareholder. The Supervisory Board has assured itself that Mrs Kalb can devote sufficient time to the exercise of her mandate.

The election proposal takes into account the diversity concept adopted by the Supervisory Board, including the objectives for its composition and the skills profile for the entire Board.

The curriculum vitae and skills profile of Mrs Karoline Kalb, together with information pursuant to Section 125 (1) sentence 5 AktG on her memberships of other statutory supervisory boards and her memberships of comparable domestic and foreign supervisory bodies of commercial enterprises, are attached to this invitation under Section III - Reports, annexes and further information on the items of the agenda.

This information can also be accessed at <https://investors.koenig-bauer.com/de/hauptversammlung/>.

6. Resolution on the approval of the remuneration report for the 2024 financial year

In accordance with Section 162 AktG, the Management Board and Supervisory Board have prepared a report on the remuneration granted and owed to the members of the Management Board and Supervisory Board in the 2024 financial year, which will be submitted to the Annual General Meeting for approval in accordance with Section 120a (4) AktG.

The remuneration report was audited by the auditor in accordance with Section 162 (3) AktG to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG were made. In addition to the statutory requirements, the auditor also reviewed the content of the report. The auditor's opinion on the audit of the remuneration report is attached to the remuneration report.

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

„The remuneration report prepared by the Management Board and Supervisory Board for the 2024 financial year is approved.“

The remuneration report and the auditor's opinion will be available on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/> from the time the Annual General Meeting is convened and will also be available there during the Annual General Meeting.

The remuneration system on which the remuneration report is based can be accessed on the Koenig & Bauer AG website in the Investor Relations section under „Corporate Governance - Remuneration“.

7. Resolution on the confirmation of the remuneration of the members of the Supervisory Board (Section V, Item 13 of the Articles of Association of Koenig & Bauer AG)

The remuneration of the members of the Supervisory Board is provided for in section V, item 13 of the Articles of Association of Koenig & Bauer AG. The current provisions on the remuneration of the Supervisory Board are in force since 1 January 2022 and were approved at the Annual General Meeting on 21 May 2021 with a majority of 99.95% of the share capital represented. In the case of listed companies, a resolution on the remuneration of Supervisory Board members must be passed at least every four years in accordance with Section 113 (3) AktG. A resolution confirming the remuneration is permissible.

Accordingly, a new resolution must be passed by the Annual General Meeting on 4 June 2025.

The Supervisory Board has reviewed the current remuneration and the underlying system for the remuneration of Supervisory Board members. The Supervisory Board shared the findings with the Management Board, as the Management Board and Supervisory Board are obliged to submit a proposal for a resolution to the Annual General Meeting in accordance with Section 124 (3) sentence 1 AktG. The review did not reveal any need for changes; the current system is in line with market standards and legal requirements.

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

„The system for the remuneration of the members of the Supervisory Board approved by the Annual General Meeting on 11 May 2021 and the remuneration of the members of the Supervisory Board, as regulated in section 13 of the Articles of Association of Koenig & Bauer AG, are confirmed.“

The Articles of Association of Koenig & Bauer AG and a description of the existing remuneration system will be available on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/> from the time the Annual General Meeting is convened and can also be viewed there during the Annual General Meeting.

8. Resolution on a new authorization of the Management Board to hold virtual annual general meetings and corresponding amendment to the Articles of Association

The Annual General Meeting on 16 June 2023 authorized the Management Board of Koenig & Bauer AG by a corresponding amendment to the Articles of Association to hold the Annual General Meeting without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). This authorization in section VI, clause 14.11 of the Articles of Association of Koenig & Bauer AG was entered in the commercial register of the Würzburg Local Court on 3 July 2023 and applies to Annual General Meetings held within a period of two years following the corresponding entry in the commercial register. It therefore expires on 3 July 2025.

The Management Board and Supervisory Board generally prefer to hold the Annual General Meeting as an in-person meeting. The Annual General Meeting on 26 June 2024 was therefore held as an in-person meeting and this year's Annual General Meeting on 4 June 2025 will also be held in person.

However, the Management Board and Supervisory Board are of the opinion that the Company should also be able to hold Annual General Meetings in virtual form in the future, particularly as the virtual format is considered by the legislator to be an equivalent alternative to a physical meeting. At the same time, the authorization enables the Management Board to decide flexibly on the format of future annual general meetings and to react flexibly to unforeseen events and legal restrictions.

Therefore, a new authorization of the Management Board shall be resolved and section VI, clause 14.11 of the Articles of Association of Koenig & Bauer AG shall be revised. The new authorization shall be limited in time for Annual General Meetings to be held until 31 July 2027, so that up to two ordinary Annual General Meetings can be held as virtual annual general meeting under this authorization. The legally permissible maximum period of five years will not be utilized.

When deciding on the format of future Annual General Meetings, the Management Board will involve the Supervisory Board and take into account the circumstances of each individual case and the interests of the Company and its shareholders. In doing so, it will continue to pay particular attention to safeguarding shareholder rights. In this context, the Management Board expressly considers direct communication in the virtual Annual General Meeting to be the preferred format for answering shareholders' questions. The Management Board will also take into account the effort, costs, sustainability considerations and aspects of protecting the health of those involved. The economic situation of the Company and the upcoming agenda can also be taken into account when deciding on the format of the Annual General Meeting.

The existing authorization in the Articles of Association shall be amended to the effect that, in addition to the Management Board's dutiful decision, the approval of the Supervisory Board is required in order to hold a virtual Annual General Meeting.

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

Section V, clause 14.11 of the Articles of Association of Koenig & Bauer AG shall be cancelled and reworded as follows:

„The Management Board is authorized, with the approval of the Supervisory Board, to provide that the Annual General Meeting shall be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). The authorization of the Management Board is valid until 31 July 2027.“

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

Information on agenda item 5: Election to the Supervisory Board

Curriculum vitae and competence profile: Mrs Karoline Kalb

Lawyer and independent management consultant

Year of birth: 1972
Place of residence: Augsburg, Germany
Nationality: German

Professional background and experience:

since 2022	Lawyer in her own law firm, independent management consultant
2020 - 2022	Member of the Management Board, Testo SE & Co KGaA, Titisee, Germany
2013 - 2019	Member of the Management Board, WashTec AG, Augsburg, Germany
2006 - 2013	Authorized signatory in various management functions, including Compliance Officer, Head of Legal & Investor Relations, Corporate Audit and Key Account Management & Export WashTec AG, Augsburg
2004 - 2006	Head of Legal & Investor Relations, WashTec AG, Augsburg, Germany
2001 - 2004	Assistant to the Management Board, WashTec AG, Augsburg, Germany

Qualifications:

2002	Admission to the bar
1998 - 2000	Legal clerkship OLG Munich, Ass. Jur.
1993 - 1998	Studied law at the University of Augsburg, Germany Degree: Magister Jur.
1991 - 1993	Apprenticeship as industrial clerk, Siemens Nixdorf AG, head office

Special qualifications within the scope of the competence profile

Mrs Karoline Kalb is an experienced lawyer and independent management consultant with extensive expertise in the areas of law, finance and corporate management. Thanks to her many years in management positions, in particular as a member of the Management Board of WashTec AG and Testo SE & Co. KGaA, including as CFO, she has in-depth knowledge of corporate management, including financial planning, analysis and risk management. As a member of the Board of Directors of MAX Automation SE and Chairwoman of the Audit Committee, she also has expertise in accounting and auditing, particularly in the context of IFRS requirements. This expertise qualifies her as a „financial expert“ and underlines her deep understanding of the requirements of the capital market, which she has also demonstrated through her many years as Head of Investor Relations at WashTec AG.

Mrs Kalb has worked for various companies that - like Koenig & Bauer AG - operate in technology-driven industries. This experience has sensitized her to the specific challenges and opportunities in such companies. Her knowledge of the financial management and risk management of technology companies is of great value to the strategic development of Koenig & Bauer AG.

With her combination of legal expertise and her extensive experience in various management positions, Mrs Kalb will, if elected, strengthen and expand the expertise of the entire Board, particularly in the areas of law, compliance & corporate governance, capital markets & finance, human resources and mergers & acquisitions.

Disclosures pursuant to Section 125 (1) sentence 5 AktG

Membership of supervisory boards and comparable supervisory bodies of listed companies:

- Member of the Board of Directors of Max Automation SE, Düsseldorf, Germany

Membership of supervisory boards and comparable supervisory bodies of non-listed companies:

- none

IV. Notifications and information to shareholders

1. Number of shares and voting rights

At the time the Annual General Meeting was convened, the share capital of Koenig & Bauer AG totalled €42,964,435.80, divided into 16,524,783 no-par value 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 of convocation therefore amounts to 16,524,783 each. At the time of convocation, the Company holds no treasury shares.

2. Requirements for attending the Annual General Meeting and exercising voting rights

In accordance with Section VI, Clause 14.2 of the Company's Articles of Association, only those shareholders who have registered for attendance with the Company prior to the Annual General Meeting and have provided the Company with proof of their shareholding are entitled to attend the Annual General Meeting and exercise their voting rights (in person or by proxy)

Shareholders who wish to attend the Annual General Meeting and exercise their voting rights must therefore register with the Company at the following address

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

and provide the Company with proof of their shareholding by **28 May 2025, 24:00 hours (CEST)** at the latest.

For proof of shareholding, a confirmation issued in text form by the last intermediary in accordance with Section 67c (3) AktG is sufficient. The proof must be written in German or English and must refer to the close of business on the 22nd day before the Annual General Meeting - i.e. **13 May 2025, 24:00 hours (CEST)** (hereinafter „record date“).

As a rule, the custodian banks handle the necessary registration and transmission of proof of share ownership for their customers after the customers have issued an instruction to register for the Annual General Meeting. Shareholders are therefore requested to contact their custodian bank in good time to arrange their registration for the Annual General Meeting.

After receipt of the registration with enclosed proof of shareholding, shareholders will receive admission tickets for the Annual General Meeting from the registration office.

Note for intermediaries:

Alternatively, the registration and proof of shareholding can be sent to the Company via intermediaries in accordance with Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of Implementing Regulation (EU) 2018/1212 via the following Swift address by **28 May 2025, 24:00 hours (CEST)** at the latest:

Swift: CMDHDEMMXXX
Instructions according to ISO 20022;
Authorization via SWIFT Relationship Management Application (RMA) required.

3. InvestorPortal

The Company provides an online portal for the Annual General Meeting at <https://investors.koenig-bauer.com/de/hauptversammlung/> („InvestorPortal“). After successful registration, shareholders or their proxies will receive admission tickets with access data.

Shareholders or their proxies can use this access data to log in to the InvestorPortal and exercise certain shareholder rights in accordance with the following explanations, in particular exercise their voting rights by electronic postal vote or by issuing powers of attorney and voting instructions to the Company's proxies.

The exercise of shareholder rights by other means - as also described below - remains unaffected by this. The InvestorPortal is expected to be available from 13 May 2025.

4. Broadcast of the Annual General Meeting on the Internet

The introductory remarks, the speech by the Chairman of the Supervisory Board and the report of the Management Board will be broadcast live on the Company's website <https://investors.koenig-bauer.com/de/hauptversammlung/> at from **11:00 hours (CEST) on 4 June 2025**.

Registered shareholders who are unable to attend can follow the Annual General Meeting on the InvestorPortal until the end of the general debate.

5. Procedure for exercising voting rights and representation by third parties

In addition to exercising their voting rights at the Annual General Meeting, shareholders have other options for exercising their voting rights. These are described below. Please note that the prerequisite for all options is registration in due form and time and proof of shareholding in accordance with the provisions of item 2 of this section IV.

5.1. Voting by electronic postal vote

Shareholders who do not attend the Annual General Meeting can also cast their votes by postal vote by means of electronic communication via the password-protected InvestorPortal (<https://investors.koenig-bauer.com/de/hauptversammlung/>).

Electronic postal voting via the InvestorPortal is possible until **3 June 2025, 18:00 hours (CEST)**. The access data for the InvestorPortal will be sent to registered shareholders together with the admission ticket.

Authorized intermediaries, shareholders' associations, proxy advisors and other equivalent persons pursuant to Section 135 (8) AktG as well as other persons authorized by shareholders (with the exception of the proxies appointed by the Company) may also use the option of postal voting by means of electronic communication via the InvestorPortal in accordance with the aforementioned provisions.

If a shareholder wishes to participate in the Annual General Meeting in person or by proxy despite having already cast their vote by postal vote, this is possible, but is deemed to be a revocation of the vote cast by electronic postal vote.

5.2. Procedure for voting by the Company's proxies

The Company again offers shareholders the opportunity to have their voting rights exercised by proxies appointed by the Company. The Company has appointed Mr Bernd Borchardt and Mrs Kathrin Schlosser-Wellner – both Legal Counsels at Koenig & Bauer AG - as proxies of the Company with the right to grant sub-authorization. If shareholders authorize Mr Borchardt and/or Mrs Schlosser-Wellner, they must in any case issue express instructions for the exercise of voting rights. Mr Borchardt and Mrs Schlosser-Wellner and their respective sub-proxies are obliged to vote only in accordance with those instructions; they may not exercise the voting rights at their own discretion. It is not possible for the Company's proxies to exercise any other shareholder rights (such as asking questions or submitting motions, making declarations or raising objections to resolutions of the Annual General Meeting).

The granting of voting authorization to the proxies, its revocation and proof of authorization must be in text form. Shareholders can either use the proxy and instruction form sent with the admission ticket to authorize proxies or issue their proxies and instructions via the InvestorPortal.

If shareholders wish to use the form sent with the admission ticket, proxies and instructions to the Company's proxies must be received by the Company at the following address by **18:00 hours (CEST) on 3 June 2025**:

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

Proxies and instructions can be issued via the InvestorPortal until **3 June 2025, 18:00 hours (CEST)**. Until this time, it is also possible to revoke the power of attorney and instructions or make changes to the power of attorney and instructions issued via the Internet via the InvestorPortal.

Note for intermediaries:

Alternatively, the granting, amendment or revocation of proxy and instructions to the proxies can also be transmitted to the Company via intermediaries in accordance with Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of Implementing Regulation (EU) 2018/1212 via the following SWIFT address by **18:00 hours (CEST) on 3 June 2025** at the latest:

Swift: CMDHDEMMXXX
Instructions according to ISO 20022;
Authorization via SWIFT Relationship Management Application (RMA) required.

In addition, shareholders who have registered in due form and time and who attend the Annual General Meeting in person, as well as their proxies, may also authorise the Company's proxies to exercise their voting rights and issue instructions to them during the Annual General Meeting until voting begins, provided they have the right to sub-authorization.

Shareholders may attend the Annual General Meeting in person even after authorising the Company's proxies. If the shareholder attends the Annual General Meeting in person, this shall be deemed a revocation of the authorization and instructions issued to the Company's proxies.

5.3. Procedure for voting by proxy

Shareholders who do not wish to attend the Annual General Meeting in person and / or do not wish to exercise their voting rights in person may authorize an intermediary, a shareholders' association, a proxy advisor or another person of their choice to exercise their voting rights. This does not affect the requirement to register in accordance with the conditions described under No. 2 of this Section IV. If a shareholder authorizes more than one person, the Company may reject one or more of them.

Shareholders may grant a voting proxy by declaration to the authorized representative or to the Company. The granting of a voting proxy, its revocation and proof that a voting proxy has been granted to the Company must be in text form.

Proof that a voting proxy has been granted can be provided by the authorized representative presenting the proxy from at the admission desk on the day of the Annual General Meeting. Furthermore, the revocation can be declared by the shareholder attending the Annual General Meeting in person.

The granting of the voting proxy, its revocation and the proof that a voting proxy has been granted vis-à-vis the Company can also be submitted electronically in advance via the InvestorPortal using the access data on the admission ticket at <https://investors.koenig-bauer.com/de/hauptversammlung/> by **3 June 2025, 18:00 hours (CEST)**.

Alternatively, receipt of the granting of the voting proxy, its revocation or proof that a voting proxy has been granted will suffice if service will be effected by **3 June 2025, 18:00 hours (CEST)** by post or email at the address below:

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

In this case, shareholders are requested to use the form provided on the admission ticket to grant the voting proxy.

Note for intermediaries:

Alternatively, the granting of the voting proxy, its revocation and proof that a voting proxy has been granted to the Company can also be transmitted via intermediaries in accordance with Section 67c (1) and (2) sentence 3 of the German Stock Corporation Act in conjunction with Article 2 (1) and (3) and Article 9 (4) of Implementing Regulation (EU) 2018/1212 via the following SWIFT address by **18:00 hours (CEST) on 3 June 2025** at the latest:

Swift: CMDHDEMXXXX
Instructions according to ISO 20022;
Authorization via SWIFT Relationship Management Application (RMA) required.

Intermediaries, shareholders' associations, proxy advisors and other equivalent persons pursuant to Section 135 para. 8 AktG may stipulate different regulations for the form of proxy for their authorization. In such a case, shareholders are requested to consult with the person to be authorized in good time regarding any form of proxy they may require.

5.4. Supplementary information on exercising voting rights

If voting rights are exercised in a timely manner in multiple ways (by post, by email, electronically via the Investor-Portal or in accordance with Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of Implementing Regulation ((EU) 2018/1212) by postal vote or voting proxy and, if applicable, voting instructions are issued in this way, these will be taken into account in the following order, regardless of the time of receipt:

1. electronically via the InvestorPortal
2. pursuant to Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the Implementing Regulation ((EU) 2018/1212)
3. by e-mail
4. by post.

If several voting proxies and instructions are received in due time by the same means of transmission, the last declaration received shall be decisive. A later vote shall not be deemed a cancellation of an earlier vote. The most recently received, timely cancellation of a declaration is decisive.

If declarations with more than one form of exercising voting rights are received in the same way, the following applies: Voting proxies and instructions to the Company's proxies take precedence over authorizations and instructions to an intermediary, a shareholders' association, a proxy advisor pursuant to Section 134a AktG or a person deemed equivalent pursuant to Section 135 para. 8 AktG. If votes are cast by postal vote after a proxy authorization and instructions have been issued to the Company's proxies, this shall be deemed a revocation of the proxy authorization and instructions issued to the Company's proxies; in this case, the postal votes shall take precedence.

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

Personal attendance shall be deemed to be a cancellation of the declarations previously made.

5.5. Proof of the vote count

In accordance with Section 129 para. 5 sentence 1 AktG, voting shareholders or their proxies may request confirmation within one month of the day of the Annual General Meeting as to whether and how their vote was counted. Proof of the vote count (voting confirmation) for the statutory period is available 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. Shareholders' rights

6.1. Supplementary request pursuant to Section 122 (2) AktG

Shareholders whose shares together amount to one twentieth of the share capital (this corresponds to €2,148,221.79 or, rounded up to the next highest whole number of shares, 826,240 shares) or the proportionate amount of €500,000.00 (this corresponds to 192,308 shares, rounded up to the next highest number of shares) may request that items be placed on the agenda and announced. The request must be addressed 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 are not counted. The last date of receipt is therefore Sunday, 4 May 2025, 24:00 hours (CEST). Requests for supplements received later will not be considered. Any requests for supplements must be sent to the following address:

To the Management Board
Koenig & Bauer AG
Friedrich-Koenig-Str. 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 Board of Directors decides on the request.

6.2. Countermotions and election proposals pursuant to Sections 126 (1) and 127 AktG

Shareholders may submit countermotions to the Company against proposals by the Management Board and/or Supervisory Board on specified items on the agenda in accordance with Section 126 (1) AktG as well as nominations for the election of Supervisory Board members or the election of auditors in accordance with Section 127 AktG. Countermotions (including any reasons) and election proposals will be made available by the Company if they are received by **Tuesday, 20 May 2025, 24:00 hours (CEST)** via one of the following contact channels:

Koenig & Bauer AG
Investor Relations
Friedrich-Koenig-Straße 4
97080 Würzburg
or by fax: +49 931 909 4880
or by e-mail: hauptversammlung@koenig-bauer.com

Subject to Section 126 (2) and (3) AktG, countermotions from shareholders that are to be made accessible, including the name of the shareholder and the reasons for the countermotion, as well as any statements by the management, will be published on the Company's website at at <https://investors.koenig-bauer.com/de/hauptversammlung/>. Pursuant to Section 127 sentence 1 AktG, the aforementioned provisions of Section 126 AktG apply mutatis mutandis to election proposals. The Company does not have to make election proposals from shareholders accessible in accordance with Section 127 sentence 3 AktG, except in the cases of Section 126 para. 2 AktG, even if the election proposal does not contain the name, profession and place of residence (in the case of auditing companies, registered office) of the candidate proposed for election to the Supervisory Board or the auditor proposed for election and, in the case of proposals for the election of Supervisory Board members, no information on their membership of other statutory supervisory boards.

Any statements by the Management Board will also be published at this Internet address.

It should be noted that countermotions and election proposals, even if they have been submitted to the Company in advance in due time, will only be considered at the Annual General Meeting if they are submitted there. This does not affect the right of any shareholder to submit countermotions and election proposals on the various agenda items during the Annual General Meeting.

6.3. Right to information pursuant to Section 131 (1) AktG

At the Annual General Meeting, every shareholder and shareholder representative may request information from the Management Board on Company matters, insofar as this information is necessary for a proper assessment of the agenda item (Section 131 (1) AktG).

The exercise of the statutory right to information pursuant to Section 131 (1) AktG requires participation in the Annual General Meeting. For this purpose, the requirements for participation set out in no. 2 of this section IV, in particular the registration deadline of **28 May 2025, 24:00 hours (CEST)**, must be observed.

The duty to provide information also extends to the Company's legal and business relationships with an affiliated Company and the situation of the Group and the companies included in the consolidated financial statements. Requests for information must generally be made verbally during the discussion at the Annual General Meeting.

However, according to Section VI, Item 15.2 of the Company's Articles of Association, the chairperson of the meeting is authorized to reasonably limit the shareholder's right to ask questions and speak. In addition, the Management Board is authorized to refuse to provide information in certain cases that are conclusively regulated in the German Stock Corporation Act (Section 131 para. 3 AktG), for example because providing the information could, according to reasonable commercial judgement, cause significant disadvantage to the Company or an affiliated Company.

6.4. Further explanations on the rights of shareholders

Further information on the rights of shareholders can be found on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/>

V. Further information on the Annual General Meeting

1. Time specifications in this convocation

All times stated in this convocation are in Central European Time (CEST), which is authoritative for Germany. In terms of Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

2. Reference to the Company's website

The invitation to the Annual General Meeting, the other documents to be made available to the Annual General Meeting and further information in connection with the Annual General Meeting are available on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/>. The documents to be made available will also be available for inspection during the meeting. The key statements of the Management Board's report and the speech by the Chairman of the Supervisory Board will also be available at the above Internet address from 28 May 2025.

3. Voting results

The voting results determined by the chairman of the meeting are also published on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/>.

4. Notes on data protection

If you register for the Annual General Meeting 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 controller in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant laws. Details on the handling of your personal data and your rights under the GDPR can be found on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/>.

Würzburg, April 2025
Koenig & Bauer AG
The Management Board