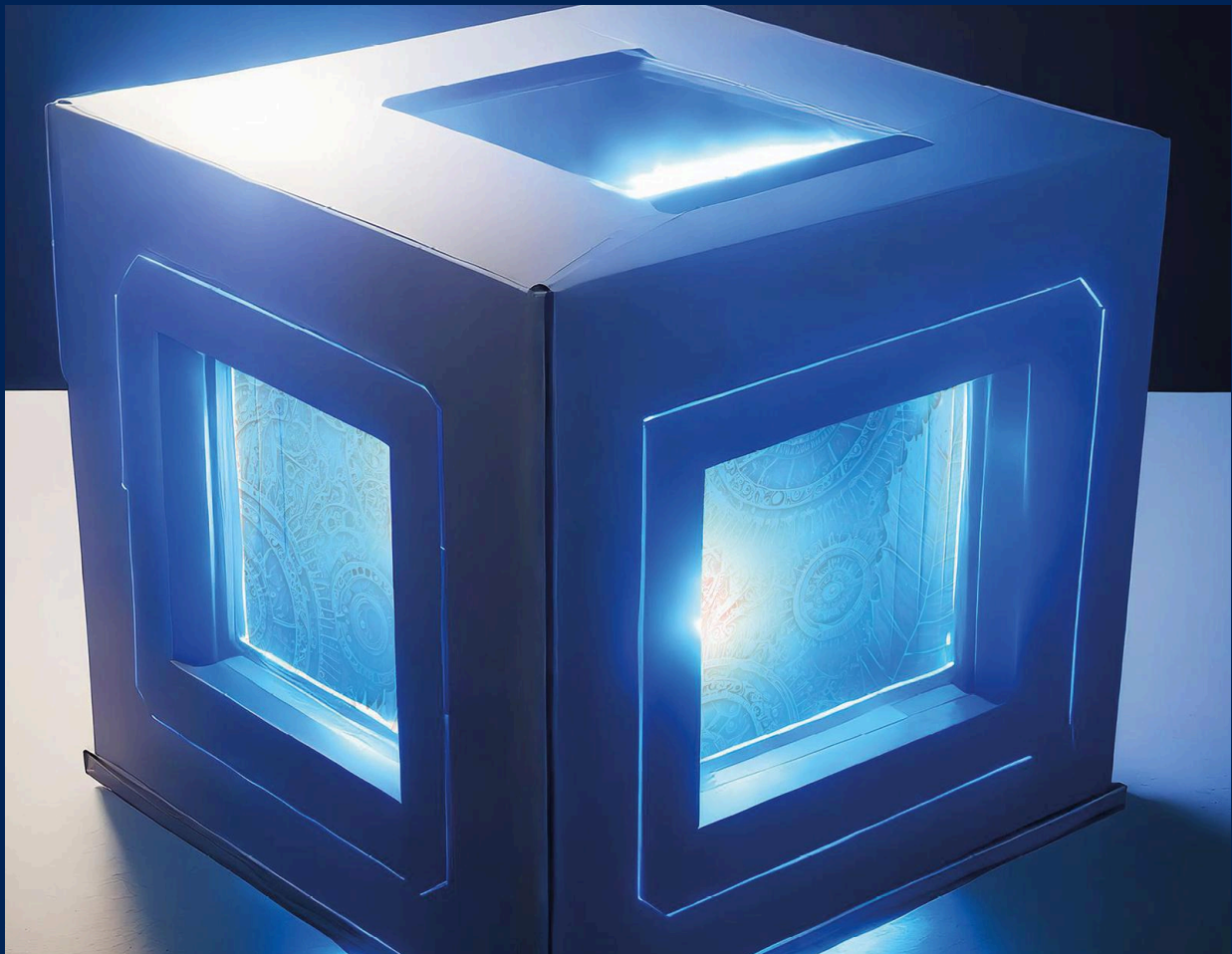


# KOENIG & BAUER

## General Annual Meeting 2024

### Comparison of the amendments to the Articles of Association proposed under items 12 and 13

Please note that this version of the comparison of the amendments to the Articles of Association 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.



we're on it.

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## Item 12 Section VI - Annual General Meeting

Section VI 14. Venue, eligibility to attend, voting rights Current version as of July 3, 2023	Section VI 14. Venue, eligibility to attend, voting rights Version after amendment of the Articles of Association (change mode)
<p>14.1. The Annual General Meeting shall be held at the Company's registered offices.</p> <p>14.2. Only those shareholders who register for this purpose prior to the Annual General Meeting and provide the Company with evidence of their right to attend and to vote at the Annual General Meeting shall be entitled to attend the Annual General Meeting and to exercise their voting rights.</p> <p>14.3. The registration form and proof of eligibility shall be sent to the Company at the address provided for this purpose in the notice convening the Annual General Meeting at least six days before the Annual General Meeting, not including the day of the meeting and the day on which the Annual General Meeting is convened.</p> <p>14.4. Written evidence of the share ownership issued by the last intermediary in accordance with Section 67c (3) of the German Stock Corporation Act shall be sufficient as proof of eligibility to attend the Annual General Meeting in accordance with Section VI Article</p>	<p>14.1. The Annual General Meeting shall be held at the Company's registered offices.</p> <p>14.2. Only those shareholders who register for this purpose prior to the Annual General Meeting and provide the Company with evidence of their right to attend and to vote at the Annual General Meeting shall be entitled to attend the Annual General Meeting and to exercise their voting rights.</p> <p>14.3. The registration form and proof of eligibility shall be sent to the Company at the address provided for this purpose in the notice convening the Annual General Meeting at least six days before the Annual General Meeting, not including the day of the meeting and the day on which the Annual General Meeting is convened.</p> <p>14.4. Written evidence of the share ownership issued by the last intermediary in accordance with Section 67c (3) of the German Stock Corporation Act shall be sufficient as proof of eligibility to attend the Annual General Meeting in accordance with Section VI Article 14.2. <del>The</del></p>

# KOENIG & BAUER

<p>14.2. The reference date for such written evidence shall be the beginning of the 21st day prior to the Annual General Meeting.</p> <p>[...]</p> <p>14.11. The Management Board may determine that the Annual General Meeting is to be held without the physical presence of the shareholders or their proxyholders at the location of the Annual General Meeting (virtual Annual General Meeting). The Management Board's authorisation shall be valid for a period of two years after the entry of this provision of the Articles of Association in the Commercial Register.</p>	<p><del>reference date for such written evidence shall be the beginning of the 21st day prior to the Annual General Meeting.</del></p> <p>The proof of evidence must refer to the close of business on the 22nd day before the Annual General Meeting.</p> <p>[...]</p> <p>14.11. The Management Board may determine that the Annual General Meeting is to be held without the physical presence of the shareholders or their proxy holders at the location of the Annual General Meeting (virtual Annual General Meeting). The Management Board's authorisation shall be valid for a period of two years after the entry of this provision of the Articles of Association in the Commercial Register.</p> <p>14.12. Supervisory Board Members who do not chair the Annual General Meeting may also participate in the Annual General Meeting by means of video and audio transmission if (i) physical attendance does not appear justifiable due to health risks for the member concerned or the other participants, (ii) the participation of the member concerned at the venue of the Annual General Meeting would involve disproportionately high travel expenses or (iii) the Annual Meeting is held as a virtual Annual General Meeting.”</p>
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Section VI 15. Chair and resolutions Current version as of July 3, 2023	Section VI 15. Chair and resolutions Version after amendment of the Articles of Association (change mode)
<p>15.1. The Chairperson of the Supervisory Board chairs the Annual Meeting and presides over it (chair of the meeting). If he or she is unable to do so, his or her Deputy takes the chair. If both are unable to do so, a member elected from among the shareholders' representatives on the Supervisory Board present shall preside over the Annual General Meeting.</p>	<p>15.1. The Chairperson of the Supervisory Board chairs the Annual General Meeting and presides over it. (<del>chair of the meeting</del> chairing the meeting). If he or she is unable to do so, his/her Deputy takes the chair.</p> <p><del>If both are unable to do so, a member elected from among the shareholders' representatives on the Supervisory Board present shall preside over the Annual General Meeting.</del></p> <p>If neither the Chairperson of the Supervisory Board nor his or her Deputy takes the chair, the shareholder representatives on the Supervisory Board may also elect a third person to chair the meeting in advance or at the Annual General Meeting.</p>

# KOENIG & BAUER

## Item 13

### Section IV - Management Board and Section V - Supervisory Board

<p>Section IV - Management Board 7. Composition, rules of procedure Current version as of July 3, 2023</p>	<p>Section IV - Management Board 7. Composition, rules of procedure Version after amendment of the Articles of Association (change mode)</p>
<p>7.1. The Management Board shall consist of at least two members. The Supervisory Board shall determine the number of members of the Management Board and appoint the Chair of the Management Board. The Supervisory Board may also appoint a Deputy Chair.</p> <p>7.2. Appointees to the Management Board may be no older than 65 years as of the date of appointment, although an exception of up to 67 years is also possible.</p> <p>7.3. The Management Board shall adopt rules of procedure, which shall be duly approved by the Supervisory Board</p>	<p>7.1. The Management Board shall consist of at least two members. The Supervisory Board shall determine the number of members of the Management Board and appoint the Chair of the Management Board. The Supervisory Board may also appoint a Deputy Chair.</p> <p>7.2. Appointees to the Management Board may be no older than 65 years as of the date of appointment, although an exception of up to 67 years is also possible. .</p> <p><del>7.3. The Management Board shall adopt rules of procedure, which shall be duly approved by the Supervisory Board</del></p>

# KOENIG & BAUER

Section V - Supervisory Board 12. Internal organisation Current version as of July 3, 2023	Section V - Supervisory Board 12. Internal organisation Version after amendment of the Articles of Association (change mode)
<p>12.1. The Supervisory Board shall constitute a quorum if a least half of the members of which it is to be composed participates in the passing of resolutions either in person or in writing. A member also participates in the passing of resolutions if he or she abstains from voting. In the event of a tie, the Chair of the Supervisory Board shall have the casting vote in accordance with Section 29 (2) and Section 31 (4) of the Co-Determination Act.</p> <p>12.2. In all other respects, the Supervisory Board shall adopt its own rules of procedure within the framework of the law, the Articles of Association and the duties assigned to it.</p>	<p>12.1. The Supervisory Board shall constitute a quorum if at least half of the members of which it is to be composed participate in the passing of resolutions <del>either in person or in writing</del>. A member also participates in the passing of resolutions if he or she abstains from voting In the event of a tie, the Chair of the Supervisory Board shall have the casting vote in accordance with Section 29 (2) and Section 31 (4) of the Co-Determination Act.</p> <p>12.2. In all other respects, the Supervisory Board shall adopt its own rules of procedure within the framework of the law, the Articles of Association and the duties assigned to it.</p>