



# Remuneration report

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The remuneration report pursuant to Section 162 of the German Stock Corporation Act describes the basic principles of the remuneration system for the Management Board members and the Supervisory Board and explains the structure and amount of remuneration paid to them. Detailed information on this can be found at <https://koenig-bauer.com/de/investor-relations/corporate-governance/verguetung/>. The purpose of the remuneration report is to provide shareholders with comprehensive information on the remuneration paid to the members of the company's Management Board and Supervisory Board. It includes details of the remuneration of each current or former Management Board member and the Supervisory Board that is granted and owed by the company itself and by Group companies in the year under review.

Remuneration is deemed to have been granted if it was actually paid (= granted) in the year under review. Remuneration is deemed to be owed if the underlying obligation is due for payment (= owed). Accordingly, the remuneration granted and owed in accordance with Section 162 (1) of the German Stock Corporation Act in the year under review consists of the fixed remuneration components for 2023 and the short-term variable remuneration components (STI) for 2022. Of the variable remuneration components, only the expected variable remuneration is disclosed for the year under review (target remuneration).

## Management Board remuneration

The active Management Board members in the year under review are Dr Pleßke as the Chief Executive Officer and Dr Kimmich, Mr Müller, Mr Sammeck and Mr Ulverich as the ordinary Management Board members. At its meeting on 7 December 2023, the Supervisory Board appointed Dr Pleßke as Chief Executive Officer and Dr Kimmich as Deputy Chief Executive Officer with effect from 1 January 2024. The Management Board contracts were not modified in the year under review.

The service contracts comply with the requirements of the Act on the Transposition of the Second Shareholder Rights Directive (ARUG II) and the recommendations of the German Corporate Governance Code in the version dated 16 December 2019 valid on the date on which the contracts were signed. Since 2021, the remuneration arrangements have been the same for all Management Board members.

The current remuneration system was adopted by the Supervisory Board at its meeting on 22 March 2021.

At the Annual General Meeting on 11 May 2021, this remuneration system (2021 Management Board remuneration system) was approved by a majority of 69.54% of the capital represented. A description of the remuneration system can be found on the company's website at <https://www.koenig-bauer.com/de/investor-relations/corporate-governance/verguetung/>.

The remuneration report for 2022 was approved by a majority of 63.9% of the capital represented. The Supervisory Board will be proposing a new remuneration system (Management Board remuneration system 2024) for approval at the 2024 Annual General Meeting. In this way, the company is seeking greater approval of both the next remuneration system and the remuneration report. The main criticism of the previous remuneration system concerned the absence of performance targets within the long-term variable remuneration, the absence of any cap on the amount paid under the LTI, the possibility of granting special benefits including special remuneration for extraordinary performance or success of the Management Board members, the absence of any obligation to buy or hold shares in the company and insufficient transparency in the description of the remuneration system.

The current remuneration system therefore still forms the basis for all Management Board contracts for 2023. The Supervisory Board will endeavour to modify all Management Board contracts in 2024, subject to the approval of the remuneration system at the Annual General Meeting with retroactive effect from 1 January 2024

## Principles of Management Board remuneration

The Supervisory Board sets the specific target and maximum remuneration for each Management Board member on the basis of the remuneration system. In doing so, it attaches great importance to remunerating the Management Board members appropriately. The criteria for this are the duties, personal performance and experience of the individual Management Board members, as well as the company's economic situation, success and

future prospects and the customary nature of the remuneration, taking into account the market environment (horizontal appropriateness) and the remuneration structure that otherwise applies in the company (vertical appropriateness). The companies listed in the MDAX and SDAX are used for the assessment of horizontal appropriateness. In doing so, the Supervisory Board is either guided by remuneration studies published by renowned institutions or a peer group composed of the MDAX or SDAX companies identified by the Supervisory Board, or asks an independent remuneration consultant to assess the remuneration system by reference to a peer group assembled in consultation with the Supervisory Board. In selecting the peer group, the Supervisory Board considers Koenig & Bauer AG's market position and key performance indicators such as revenue, employee numbers and market capitalisation. Since the remuneration systems of the companies listed in the MDAX and SDAX are not fully comparable, the horizontal comparison is primarily intended to achieve an approximate classification within the selected comparison group on the basis of the total remuneration actually granted or paid. To assess vertical appropri-

ateness, the Supervisory Board considers the development of the Management Board remuneration in relation to the remuneration of the company's senior management and the workforce in Germany. The Supervisory Board defines senior management as all executives who report directly to members of Koenig & Bauer AG's Management Board. The remaining workforce is made up of employees subject to collective bargaining agreements as well as non-tariff employees of Koenig & Bauer AG. The Supervisory Board reserves the right to apply a Group-wide comparative view instead of one based on Koenig & Bauer AG. A decision has not yet been made on this matter. As in the past, the remuneration system for members of Koenig & Bauer AG's Management Board has four core components:

Fixed remuneration, short-term variable remuneration, long-term variable remuneration and pension entitlement. It is based on the following principles:

## Basic elements of the remuneration system for the Management Board

<b>Create incentives</b>	The remuneration system in its entirety provides incentives for the successful implementation of the company's operating and strategic objectives.
<b>Pay for performance</b>	The remuneration system combines non-performance-related (fixed) and performance-related (variable) remuneration components.
<b>Long-term nature and sustainability</b>	The variable components of the remuneration system provide incentives for the company's sustainable and long-term development, taking into account financial and non-financial (especially ESG) targets.
<b>Stakeholder interests</b>	The remuneration system makes an important contribution to aligning the interests of shareholders, customers, employees and other stakeholders.
<b>Consistency</b>	The remuneration system is designed to match the performance incentives for managers below the Management Board.
<b>Appropriateness</b>	The remuneration system offers attractive remuneration to gain and hold the best candidates for management positions at the Koenig & Bauer Group.
<b>Regulatory conformity</b>	The remuneration system is clearly structured and follows the recommendations of the German Corporate Governance Code (the Code).

The remuneration system is designed to:

- create incentives for the successful implementation of the company's operating and strategic objectives,
- set non-financial targets in addition to financial ones,
- ensure an appropriate balance between the remuneration function on the one hand and performance-based incentives on the other,
- promote joint activities between the Management Board members in a spirit of mutual trust in working towards the jointly developed goals as a team but also to reward individual achievements,
- appropriately match the performance incentives for managers below the Management Board,
- offer attractive remuneration to attract and retain the best candidates for management positions at the Koenig & Bauer Group, and
- promote the company's sustainable and long-term development. The latter is achieved by tying both the annual bonus (STI) and the long-term performance-related remuneration (LTI), which equal a total of between 50.87% and 52.64% of the remuneration, to targets which the Supervisory Board believes create an incentive to manage the company sustainably in accordance with the operating and strategic targets defined. While the operating targets differ individually for the respective Management Board member, the strategic targets are based on the medium-term strategy adopted in consultation with the Supervisory Board, namely the Performance 2024x efficiency programme. Group-wide and department-specific ESG (environmental-social-governance) factors are applied for the non-financial targets defined in each case. In addition, the blocking period of four years set for the LTI means that the remuneration incentives for Management Board members to work towards the long-term development of the company are linked to the share price (share ownership).

In the remuneration system, the Supervisory Board reserved the right to make a decision at its own due discretion concerning remuneration for any future outstanding performance or success on the part of the Management Board members, including any special remuneration. In 2022, the Supervisory Board had decided to no longer make use of this option. Accordingly, no special remuneration was granted and owed for the year under review. In the new remuneration system, the special remuneration option is no longer available.

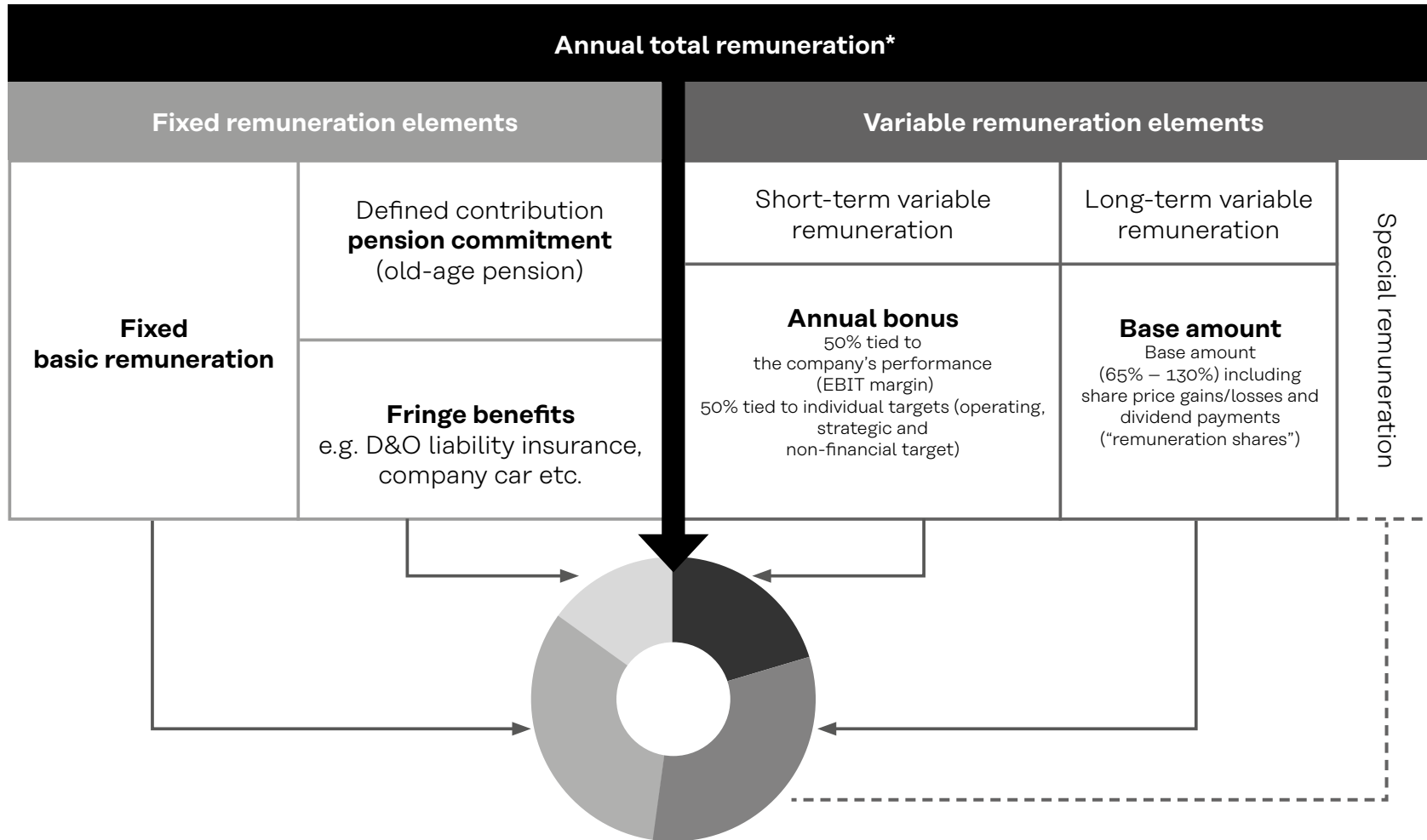
The total annual remuneration is capped at a maximum. The cap on the annual bonus and the staggered payment over time help to ensure that the Management Board members are not guided by short-term remuneration interests when managing the company on their own responsibility.

The early-termination settlement is capped. Payments, including fringe benefits, may not exceed an amount equalling two years' remuneration.

The company may refuse payment of all or part of the annual bonus and the annual remuneration tied to the company's long-term performance ("performance-related remuneration") in certain defined cases and may demand repayment of remuneration provided in the last year since payment (claw-back). There were no grounds for exercising this right in the year under review.

In addition, the Supervisory Board may temporarily deviate from the remuneration system if this is necessary in the company's long-term interests. The Supervisory Board saw no need to modify remuneration either within or outside the remuneration system.

The Supervisory Board is convinced that the Management Board manages the company successfully and responsibly and works towards its sustainable and long-term development without neglecting short-term targets. The remuneration system for the Management Board supports this by means of annual target agreements as well as the nature and choice of the agreed targets, by capping the annual variable remuneration components, which encourage steady development rather than an orientation to short-term opportunities, by linking the long-term variable remuneration to the share price for a period of four years and by means of an appropriate fixed remuneration component.



\* The total remuneration is the sum total of the fixed remuneration, the annual bonus (100% if the targets are achieved), the annual base amount of the remuneration in accordance with the company's long-term performance (100% if the targets are achieved), the contribution to the pension scheme and fringe benefits.

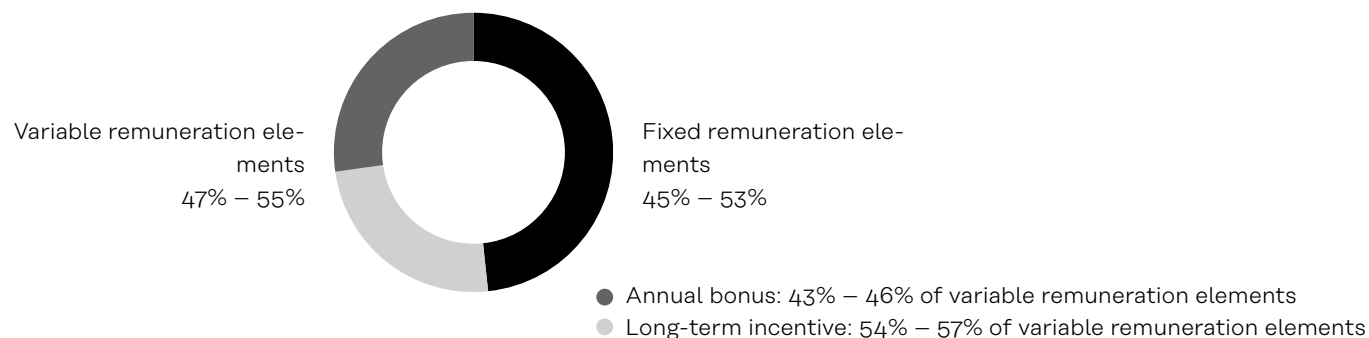
### Outlook for the remuneration system in 2024

In the light of the criticism set out above, the Supervisory Board reviewed the 2021 remuneration system and identified potential improvements in order to take greater account of the company's long-term and sustainable development. The significant changes to the remuneration system adopted by the Supervisory Board at its meeting on 7 December 2023 are presented in the following table:

Remuneration system 2021			Remuneration system 2024	
Fixed remuneration and fringe benefits		<b>Introduction of a pension payment</b>	Fixed remuneration and fringe benefits	
Defined contribution commitment			→ Defined contribution commitment /pension payment (for new appointments)	
Annual bonus (target bonus)	50% Group EBIT margin 50% individual goals Operational, strategy, ESG	<b>Adjustment of performance targets</b>	75% financial targets 50% EBIT or EBIT margin 25% working capital 25% non-financial targets ESG and strategy	Annual bonus (target bonus)
Long-term incentive (restricted stock plan)	Lock-up period: 4 years No performance targets Cap: 200% of the basic amount No payout cap		<b>New plan type Inclusion of performance targets</b>	Performance period: 4 years Performance targets: 37.5% EPS 37.5% net financial position 25% ESG Cap on target achievement: 200% Cap on payout: 250%
Further components	Special remuneration	<b>Abolition of special remuneration Introduction of share ownership guidelines</b>		→ Share ownership guidelines

In the future, the basic remuneration structure is to be composed as follows:

#### Fundamental remuneration structure



## Application in 2023:

The 2021 remuneration system for the Management Board was applied to all active members of the Management Board for the year under review. In the year under review, fixed remuneration components complying with the 2021 remuneration system were granted and owed. The variable remuneration earned in 2023 has also already been calculated under the remuneration system described above.

## Fixed remuneration elements

Non-performance-related remuneration consists of three components: fixed remuneration, fringe benefits and retirement benefits.

### Fixed remuneration

The Management Board members receive fixed remuneration of the same amount, with the exception of the Chief Executive Officer, whose fixed remuneration is up to 25% higher. The fixed annual basic remuneration provided for in the respective service contract is €480,000 or €600,000. The fixed basic remuneration is paid in twelve equal monthly amounts.

The grant of a fixed basic salary encourages the autonomous, risk-adjusted and autonomous management of the company. The structure is intended to promote team-oriented decision-making by the Management Board members.

### Fringe benefits

The company provides the Management Board members with fringe benefits, which may be taxed as a non-cash benefit. These may include D&O (directors and officers) insurance; criminal liability defence insurance; the provision of a company car including for private use; cost of care and maintenance of the company car; benefits for voluntary pension insurance as well as health, nursing and accident insurance (including disability and death insurance); the costs of annual medical examinations; rental allowances / one-time relocation allowances; expenses and reimbursement of costs (such as travel expenses); reimbursement of expenses for home trips.

### Pension commitments

During their service, the Management Board members receive a pension commitment on the basis of a defined contribution scheme. The pension scheme is based on external pension liability insurance with annual allocations of €200,000. In accordance with IAS 19, the present values of the retirement benefit obligations accruing to Dr Pleßke amounted to €1,064,423, Dr Kimmich €312,495, Mr Müller €3,363,393, Mr Sammeck €3,612,067 and Mr Ulverich €366,900 at the end of 2023. Service cost (amount added annually by the company through pension commitments, thus increasing the retirement benefit provisions) for 2023 stood at €97,053 for Dr Pleßke, €65,378 for Dr Kimmich, €75,942 for Mr Müller, €131,310 for Mr Sammeck and €84,690 for Mr Ulverich.

## Variable remuneration elements

The variable remuneration elements comprise short-term variable remuneration and long-term variable remuneration, for which an annual target agreement applies.

### Annual target agreement

The Supervisory Board agrees with each Management Board member on targets relevant for the respective financial year as a basis for the calculation of the annual bonus ("target agreement"). The target agreement specifies when the individual targets are deemed to have been 100% achieved and when the thresholds of 50% and 150% are reached. The annual target agreements are such that the Supervisory Board believes that they create an incentive to manage the company sustainably in accordance with the operating and strategic targets defined. In doing so, the Supervisory Board seeks to make a contribution to ensuring an attractive and sustainable return for its shareholders in the long term and to enabling them to participate in the company's success.



## Target alignment

The respective variable remuneration is structured as follows:

1. 50% is tied to the Group's business performance and
2. 50% to the achievement of separate targets defined for the individual Management Board member in the performance of their responsibilities (including any additional tasks assumed).

The individual targets are based on financial targets and particularly also those of a non-quantitative nature.

The targets tied to the company's success are aligned with the Group's central performance indicator, the EBIT margin, in order to ensure value-oriented corporate management. The EBIT margin resulting from the audited consolidated financial statements of the company approved by the Supervisory Board is decisive for this purpose. The EBIT margin is determined by calculating the ratio of the Group's earnings before interest and taxes (EBIT) to its total revenue.

An EBIT margin is determined for

- 100% target achievement
- 50% target achievement
- 150% target achievement

Target achievement between the specified target achievement levels (50%; 100%, 150%) is interpolated on a straight-line basis. If the target is achieved by less than 50%, the annual bonus is cancelled and the annual remuneration tied to the company's long-term success is limited to the target base amount. If the maximum is reached, a further increase in the EBIT margin does not lead to any further increase in the annual bonus or in the base amount of the annual remuneration tied to the company's long-term success.

The individual goals are based on financial targets as well as non-financial targets, particularly those of a non-quantitative nature. As a rule, (i) an operating, (ii) a strategic and (iii) a non-financial target is agreed with the following weighting: 40:40:20. The aforementioned weightings should not be exceeded or undershot by more than 15 points in the absence of any objective justification.

The operating targets are based on the departmental duties of the Management Board member or special tasks or projects managed by him. The strategic targets are aligned with the medium-term strategy adopted in consultation with the Supervisory Board. Group-wide and department-specific ESG (environmental-social-governance) factors are applied for the non-financial targets defined in each case.

All targets are underpinned by either KPIs or concrete plans of action that enable an objective assessment to be made of the extent of fulfilment.

Individual targets	Determined by Supervisory Board
40% operational target	Tied to responsibilities
40% strategic target	P24x efficiency programme until 2022, from 2023 50 % of the P24x efficiency programme plus further individual targets
20% non-financial target	ESG factors

## Amount of short-term variable remuneration (STI)

The annual bonus amounts to 60% of the gross fixed annual salary ("target bonus") if the targets agreed with the Supervisory Board are 100% achieved and a maximum of 90% of the gross fixed annual salary ("maximum bonus") if the targets agreed are 150% achieved.

## Short-term incentive

Target bonus: 60% gross of the fixed annual salary, maximum 90% gross of the fixed annual salary

The respective variable remuneration is structured as follows:

- (1) 50% is tied to the Group's business performance and
- (2) 50% to the achievement of separate targets defined for the individual Management Board member in the performance of their responsibilities (including any additional tasks assumed).

The individual targets are based on financial targets as well as non-financial targets, particularly those of a non-quantitative nature. As a rule, (i) an operating, (ii) a strategic and (iii) a non-financial target is agreed with the following weighting: 40:40:20.

### Short-term variable remuneration (STI), granted and owed in 2023 (STI 2022)

In the year under review, the short-term variable remuneration (one-year variable remuneration) was granted and owed for 2022. In the year under review, the short-term variable remuneration was deferred as a resolution approving it had not yet been passed by the Supervisory Board.

The short-term variable remuneration granted for 2022 is calculated in accordance with the remuneration system. The performance criteria for the short-term one-year variable remuneration for the year under review are the company's performance (50%), as measured by reference to the Group's EBIT margin (Group target). A further 50% of the short-term variable remuneration depends on the following performance criteria: 20% operating target, 20% strategic target and 10% ESG target.

70% of the targets, the Group target and the operational target are tied solely to performance indicators for all Management Board members. A further 10% of the targets, namely 50% of the strategic targets, are also linked to a performance indicator in the case of Management Board members Dr Pleßke, Mr Müller, Mr Sammeck and Mr Ulverich; for Dr Kimmich, half of the strategic target is linked to a previously adopted schedule. The last 10% of the targets, i.e. the ESG targets, are evaluated by the Supervisory Board on the basis of plans of action for all Management Board members. This means that 80% of the targets for all Management Board members do not contain any discretionary component.

#### Group target for 2022

An EBIT margin of at least 0.6% must be achieved in 2022 for payment of 50% of the target bonus. The bonus target is paid out if the EBIT margin reaches 2.6%; the target is capped at 150% if the EBIT margin reaches 4.6%. The Group's EBIT margin came to 1.9% in 2022. The Group's EBIT margin target for 2022 was thus achieved at a rate of 82%.

#### Operating target for 2022

The operating target is linked to the EBIT margin of the segment, business unit or division in question or, in Dr Kimmich's case, to the free cash flow target. The principles for setting targets correspond to those for the corporate target, i.e. the budget approved by the Supervisory Board forms the target for 100% achievement. In addition, a minimum and a maximum target of 50% and 150%, respectively, is set. For Dr Pleßke, the EBIT

margin for the Special segment is the decisive operating target. The EBIT margin for the Special segment was 5.6%, the target margin was 6.8%, with a minimum or maximum cap for a deviation of – or +2 percentage points from the target. For Dr Kimmich, the free cash flow in accordance with the budget is the decisive operating target. The free cash flow came to €–59.7m, the budgeted figure was €–8.9m, with a minimum or maximum cap for a deviation of – or +5 percentage points from the target. For Mr Müller, the EBIT margin for the D&W segment is the decisive operating target. The EBIT margin for the D&W segment was –13.8%, the target margin was –6.4%, with a minimum or maximum cap for a deviation of – or +2 percentage points from the target. For Mr Sammeck, the EBIT margin for the Sheetfed segment is the decisive operating target. The EBIT margin for the Sheetfed segment was 2.8%, the target margin was 3.6%, with a minimum or maximum cap for a deviation of – or +2 percentage points from the target. For Mr Ulverich, the EBIT margin of the Production Business Unit is decisive. The target margin for the Production Business Unit was 1.6%, with a minimum or maximum cap for a deviation of – or +2 percentage points from the target. The EBIT margin for the Production Business Unit was –0.6%. However, from the point of view of the Supervisory Board, this EBIT margin did not reflect the profitability of this Business Unit. The EBIT margin was heavily influenced by the inability to pass on price increases to other Business Units during the year as a result of unforeseen substantial price increases in the wake of the geopolitical crises. To determine target achievement, the Supervisory Board decided at its meeting of 15 June 2023 to incorporate these totally unforeseeable cost increases in the calculation of operating earnings. Target achievement is therefore 82%.

The Group's operating targets target for 2022 were thus achieved by Dr Pleßke with a target achievement rate of 68.5% and by Mr Sammeck with a target achievement rate of 79.7%. Mr Ulverich met his target with 82%. Accordingly, Mr Müller and Dr Kimmich did not achieve their operating target.

#### Strategic target for 2022

For Dr Pleßke, Mr Müller, Mr Sammeck and Mr Ulverich, half (10%) of the strategic target is linked to the implementation of the 2024x efficiency programme. With a term of five years, the programme includes a large number of operational changes, strategic measures, efficiency improvements and process adjustments to strengthen the Group's position as a leading supplier of packaging, industrial and security printing presses and finishing services and to boost its operating profitability. The budget

approved by the Supervisory Board forms the target for 100% achievement with regard to the savings effects for 2022, i.e. the actual effect on EBIT achieved as of 31 December 2022 resulting from the P24x measures compared to the budget. The budget, and thus the target value, is €89.5m. The savings achieved as of 31 December 2022 amounted to €92.2m, which is €2.7 above the budget. This translates into achievement of 103% for the sub-target. In Dr Pleßke's case, the other half of this target is linked to an HR programme to cover future personnel requirements. In 2022, a strategic HR concept was adopted to address the shortage of skilled workers by expanding the number of apprenticeship types and the number of apprentices in the first year of apprenticeship and the introduction of new dual study programmes. In addition, the Koenig & Bauer Academy was established to increase and optimise employee re- and upskilling. Overall, this sub-target was rated at 95% and the strategic target as a whole at 99%. In Mr Müller's case, the other 50% is linked to a strategy to grow income from service business. The key financials in service business are reviewed for the relevant financial years. The target is met if an increase in revenue, order intake and gross profit is achieved. This sub-target was achieved, only the increase in service contracts fell short of expectations. This sub-target was rated 95%. The strategic target reached overall fulfilment of 99%. In the case of Mr Sammeck, the strategic target is linked to the implementation of digital business models. In 2022, the digital strategy was tied to a specific target and the business models were divided into clusters and the associated roadmap adopted. The activities planned for 2022 were achieved and launched. Contrary to expectations, one product had not yet reached market maturity in 2022, which is why this sub-target has been rated 95%. The strategic target achieved overall fulfilment of 99%. In Mr Ulverich's case, the strategic target is linked to the implementation of the defined press platform concept. The organisation was set up for the press platform, while the concepts for modular curved construction kit (MBB), modular roller construction kit (MRB) and the modular automation construction kit (MAB) were designed and a decision made to go ahead with additional engineering for the MAB, with the degree of hardness falling slightly short of expectations in the case of one concept. This sub-target was rated 95%. The strategic target achieved overall fulfilment of 99%. In Dr Kimmich's case, the strategic target is based 50% on the implementation of the project point and 50% on the M&A process and its mobilisation. Mobilisation refers to a proof of concept, i.e. the concrete implementation and verification through an acquisition in practice. The target of 100% for the point project was the go-live for the implementation of the migration

to S4/Hana for defined business units on 1 October 2022. The system went live on schedule. Accordingly, this sub-target is fulfilled. The M&A process was primarily characterised by the successful acquisition of shares in Celmacch. This sub-target was rated 100% and the strategic target was therefore set at 100%

### **Non-financial (ESG) target for 2022**

The ESG target aims to highlight corporate social responsibility and to ensure that the necessary foundations are laid for the operating challenges arising in the years ahead. The ESG targets are thus the responsibility of the entire Management Board, despite the fact that reporting on and measurement of the individual targets are assigned to individual Management Board members. Responsibility for and commitment to social affairs, the environment and the community have a tradition of more than 200 years. In line with this tradition, this commitment is to be rendered more visible through the ESG target. The ESG targets are based on environment, social and governance targets. The social cluster includes policies and activities to improve equal opportunities, i.e. to achieve a level playing field. Various strategies, ideas and measures to raise the attractiveness of the company's workplaces for all genders were evaluated. In particular, this aims to increase female representation in the company, but also to make the field of mechanical engineering more visible for the female skilled labour market. Another goal is to develop and implement initiatives to combat discrimination in the Group. With its global activities and various international locations, the company feels at home all over the world. The Supervisory Board has set this goal for the Management Board in view of the terrorist attack in Halle in 2019 and general surveys by the Political Institute Dimap on racism and anti-Semitism as well as in the broader context of the diversity strategy. Various preventive measures have been taken, including the expansion of onboarding activities, additions to the whistleblower policy to include a "racism" category, efforts to render the cosmopolitan attitude visible through advertising and membership in business associations and foreign internships. The company's social responsibility has a long tradition going back to its founder's widow, Fanny Koenig. Another target is therefore to communicate the company's commitment and willingness to assume responsibility towards the community. In this connection, the company's support for public welfare has been reorganized and, above all, a focus placed on Africa. As every reduction in the consumption of energy and resources is reflected in lower carbon emissions, Koenig & Bauer has set itself the goal of contributing to climate protection

through the sourcing or internal generation of green primary energy under its green energy policy. For this reason, the environment cluster focuses on the implementation of the green energy policy. To this end, measures were evaluated to reduce the carbon footprint. The protection of digital assets is also important for Koenig & Bauer. Consequently, the target of implementing cyber security screening was defined within the governance cluster in 2022. The findings and the measures defined on this basis were presented to and evaluated by the Supervisory Board.

The achievement of the target is rated by the Supervisory Board at 90% for Dr Pleßke and Mr Sammeck, 140% for Dr Kimmich and 100% for Mr Müller and Mr Ulverich.

### Overall target achievement in 2022

This results in the following overall target achievement, taking into account the respective weighting adopted by the Supervisory Board at its meeting of 15 June 2023:

Management Board member	Group target Weighting: 50% %	Operating target Weighting: 20% %	Strategic target Weighting: 20% %	ESG target Weighting: 10% %	Total target achievement %
Dr. Andreas Pleßke	82	68.5	99	90	83.5
Dr. Stephen Kimmich	82	0	100	140	75.0
Christoph Müller	82	0	99	100	70.8
Ralf Sammeck	82	79.7	99	90	85.7
Michael Ulverich	82	82	99	100	87.2

### Target achievement in 2022 for STI

The target bonus for 100% target achievement corresponds to 60% gross of the fixed annual salary, but a maximum of 90% gross of the fixed annual salary for 150% target achievement. The target achievement multiple corresponds to the achievement of the target measured by the maximum possible target.

In accordance with this requirement, the following STI was granted and owed for 2022 in 2023 to the Management Board members on the basis of overall target achievement.

Management Board member	Target 60% of the fixed remuneration at 100% (90% of the fixed remuneration at 150%) € thous.	Target deferred STI 2022 (€ thous.)	Target achievement multiple of 90% for 2022 %	Annual Report 2023 Remuneration report STI 2022 granted and owed € thous.
	Dr. Andreas Pleßke	360 (540)	292	55.74
Dr. Stephen Kimmich	288 (432)	202	50.00	216
Christoph Müller	288 (432)	202	47.22	204
Ralf Sammeck	288 (432)	246	57.17	247
Michael Ulverich	288 (432)	202	58.10	251

### Committed variable remuneration for the year under review

The short-term variable remuneration granted to the Management Board members in the year under review is determined by the Supervisory Board at the meeting at which it adopts the annual financial statements and approves the consolidated financial statements. For this reason, the remuneration report shows the expected payout amounts that were determined by the Personnel Committee of the Supervisory Board on 31 January 2024.

### Target criteria for 2023:

In accordance with the remuneration system, the target criteria for the year under review were adopted by the Supervisory Board at its meeting of 7 December 2022.

The performance criteria for the short-term one-year variable remuneration for the year under review are the company's performance, as measured by reference to the Group's EBIT (50%). A further 50% of the short-term variable remuneration depends on the following performance criteria: 20% operating target, 20% strategic target and 10% ESG target.

The Supervisory Board has agreed with each Management Board member on objectives relevant for the respective financial year as a basis for the calculation of the annual bonus ("target agreement"). The target agreement specifies when the individual targets are deemed to have been 100% achieved and when the targets are deemed to have been 150% achieved. The annual target agreements are such that the Supervisory Board believes that they create an incentive for managing the company sustainably in accordance with the operating and strategic targets communicated.

70% of the targets for all the Management Board members are tied solely to performance indicators. A further 20% of the targets, the strategic targets, are also 50% linked to a key performance indicator in the case of the Management Board members Dr Pleßke, Mr Müller, Mr Sammeck and Mr Ulverich. This means that 80% or 90% of the targets do not contain any discretionary component. The last 10% of the targets, i.e. the ESG targets, must be evaluated by the Supervisory Board on the basis of plans of action.

### Group target for 2023

A minimum EBIT margin of 0.6% must be achieved with regard to the corporate target for the year under review in order to receive payment equalling 50% of the target short-term variable remuneration. The budget approved by the Supervisory Board forms the target of 2.6% for 100% achievement. The short-term variable remuneration is also capped at 150% of the target (4.6%).

### Operating target for 2023

The operating target is linked to the EBIT margin of the segment, business unit or division in question. The principles for setting targets correspond to those for the corporate target, i.e. the budget approved by the Supervisory Board forms the target for 100% achievement. In addition, a minimum and a maximum target of 50% and 150%, respectively, is set. For Dr Pleßke, the EBIT margin for the Special segment is decisive. The target according to the budget is 7.5%, with a minimum or maximum cap for a deviation of – or +2 percentage points from the target. For Dr Kimmich, the net financial position as an average over the quarterly reporting dates in 2023 is decisive. The target budget is €–52.9m, with a minimum or maximum cap for a deviation of € – or € +25m. For Mr Müller, the EBIT margin for the D&W segment (incl. Flexotecnica) is decisive. The target according to the budget is –4.0%, with a minimum or maximum cap for a deviation of – or +2 percentage points from the target. For Mr Sammeck, the EBIT margin for the Sheetfed segment is the decisive operating target. The target according to the budget is 3.8%, with a minimum or maximum cap for a deviation of – or +2 percentage points from the target. For Mr Ulverich, the EBIT margin for the Production Business Unit is decisive. The target according to the budget is 2.3%, with a minimum or maximum cap for a deviation of – or +2 percentage points from the target.

### Strategic target for 2023

In the case of Dr Pleßke, Mr Müller, Mr Sammeck and Mr Ulverich, 50% of

the strategic target is linked to the average net financial position in 2023. This is based on the average of the quarterly reporting dates in 2023. The target budget is €–52.9m, with a minimum or maximum cap for a deviation of € – or € +25m. In Dr Pleßke's case, the other 50% of the strategic target is linked to an HR programme to secure the future of the key professions. In Mr Müller's case, the other 50% is linked to a service revenue growth strategy, in Mr Sammeck's case, to the implementation of defined digital business models and, in Mr Ulverich's case, to the implementation of the defined press platform strategy. In Dr Kimmich's case, the strategic target is based on the M&A process and its mobilisation as documented in a proof of concept.

### Non-financial (ESG) target for 2023

The ESG target aims to ensure that corporate social responsibility is emphasised to a greater extent. Responsibility for and commitment to social affairs, the environment and the community have a tradition of more than 200 years and this commitment is to be rendered more visible. The ESG targets are based on environment, social and governance targets. The social cluster includes strategies and actions relating to equal opportunities, i.e. the achievement of a level playing field and anti-discrimination initiatives in the Group and the transparency of corporate social responsibility. The environment target involves implementing the green energy policy, while the governance target entails the implementation of the findings of the cyber security screening.

The following table sets out the deferred remuneration amounts under STI 2023 and compares them with the remuneration amounts under STI 2022.

Management Board member	Target achievement STI 2022 (%)	STI 2022 granted and owed (€ thous.)	Target achievement assumption STI 2023 (%)	Target deferred STI 2023 (€ thous.)
Dr Andreas Pleßke	83.5	301	48.9	293
Dr Stephen Kimmich	75.0	216	46.5	223
Christoph Müller	70.8	204	40.5	194
Ralf Sammeck	85.7	247	51.0	245
Michael Ulverich	87.2	251	51.9	249

### Remuneration tied to the company's long-term business performance

The remuneration of the Management Board members includes an annual

component that is tied to the company's long-term success. To this end, a base amount is invested annually on an actual or virtual basis in shares in the company, which are released after four years or settled depending on the share price. The remuneration component tied to the company's long-term success ensures that the remuneration incentives for Management Board members to work towards the long-term development of the company are linked to the share price (share ownership).

The base amount of the annual remuneration tied to the company's long-term success is at least 65% gross of the fixed remuneration (target base amount), which may increase to up to 130% in the event of over-achievement (150% of target achievement). The target base amount is not tied to the achievement of certain objectives or other conditions. However, it corresponds to 100% target achievement. Remuneration beyond the target base amount is tied to the extent to which the targets set for the one-year variable remuneration are achieved. Targets are interpolated on a straight-line basis. The base amount is not determined until the day after the annual general meeting at which the shareholders pass a resolution to ratify the actions of the Management Board member for the previous financial year ("exchange day"). At the discretion of the Management Board member in question, the base amount is invested in shares in the company by an authorised bank and held in a restricted custody account or held as virtual

Base amount (minimum)	Base amount (maximum)	Investment in shares	Lock-up period
65% of fixed annual salary	130% of fixed annual salary	Option of the individual Management Board member in favour of an actual or virtual blocked deposit	4 years
No targets	Targets and target achievement level in accordance with one-year variable remuneration		

shares in Koenig & Bauer AG in favour of the Management Board member from that date ("remuneration shares"). After the expiry of a four-year vesting period, the Management Board members may withdraw the compensation shares from the restricted account or have the corresponding amount (base amount plus any gains or losses in the share price) paid out.

## Long-term incentive

The target base amount of the annual remuneration tied to the company's long-term business performance is at least 65% gross of the fixed remuneration

The target base amount is not tied to the achievement of certain objectives or other conditions.

Remuneration beyond the target base amount is tied to the extent to which the targets set for the one-year variable remuneration are achieved, up to a maximum of 130% of the fixed remuneration.

### Remuneration tied to the company's long-term performance for 2022

Remuneration that was dependent on the company's long-term performance for 2022 was granted in 2023. Whereas the base amount, the minimum of 65%, is not tied to any targets, remuneration beyond the base amount depends on the extent to which the targets set for the one-year variable remuneration are achieved.

30% of the targets for LTI are linked to medium-term targets (strategic and ESG target). In particular, the P24x programme is a multi-year project. The same thing applies to the ESG targets. In particular, the amount of this remuneration is tied to the medium-term performance of the share price, which reflects the company's long-term business performance.

Reference should be made to the STI target achievement for 2022 for the overall target achievement in 2022 for remuneration tied to the company's long-term business performance.

### Target achievement in 2022 for LTI

The target base amount for 100% target achievement corresponds to 65% gross of the fixed annual salary, but a maximum of 130% gross of the fixed annual salary for 150% target achievement.

In accordance with this requirement, the following STI is determined for 2022 for the Management Board members on the basis of its overall target achievement:

Management Board member	Target 65% of the fixed remuneration at 100% (130% of the fixed remuneration at 150%)	Target amount of deferred LTI 2022 (€ thous.)	Target achievement multiplier of 130% for 2022 (%)	LTI for 2022 € thous.
Dr Andreas Pleßke	390 (780)	390	50	390
Dr Stephen Kimmich	312 (624)	312	50	312
Christoph Müller	312 (624)	312	50	312
Ralf Sammeck	312 (624)	312	50	312
Michael Ulverich	312 (624)	312	50	312

### (Virtual) investment in shares in the company

At the discretion of the Management Board member in question, the base amount under the annual remuneration tied to the company's long-term business performance is invested in shares in the company by an authorised bank and held in a restricted custody account or held as virtual shares in Koenig & Bauer AG in favour of the Management Board member from that date ("remuneration shares"). The (virtual) shares are subject to a lock-up period of four years. During the lock-up period, the Management Board member may not sell the shares and/or transfer them in any form whatsoever. The basic amount plus any gains or losses in the share price loss is paid after the expiry of the blocking period. This results in the following situation on the exchange day:

Management Board member	LTI 2022 (€ thous.)	Share price on exchange day (€)	Remuneration shares 2022	Remuneration shares in locked-up account	Total remuneration shares in locked-up account
Dr Andreas Pleßke	390	20.20	19,306.93	47,114.94	66,421.87
Dr Stephen Kimmich	312	20.20	15,445.54	44,706.27	60,151.81
Christoph Müller	312	20.20	15,445.54	23,543.30	38,988.84
Ralf Sammeck	312	20.20	15,445.54	37,691.95	53,137.49
Michael Ulverich	312	20.20	15,445.54	45,969.10	61,414.64

The shares have been pledged in the form of virtual remuneration shares. The Management Board members have chosen this option as the company was unable to buy the shares under the terms of a loan provided by KfW. The virtual shares are subject to a lock-up period of four years from the exchange date. The exchange rate was €20.20 on the exchange date (Annual General Meeting held on 16 June 2023) (closing price of 16 June 2023, XETRA). Accordingly, a total of €1.638m or 81,089.11 virtual shares were invested in 2023.

### Remuneration tied to long-term business success granted for the year under review:

The expected payout amounts for remuneration tied to the company's long-term performance were determined at the meeting of the Personnel Committee on 31 January 2024. Of the maximum achievable amount of 130% of the fixed annual salary, 65% was deferred. There is no increase beyond the target base amount due to the assumed target achievement in 2023.

The following table sets out the deferred remuneration amounts under LTI 2023 and compares them with the remuneration amounts under LTI 2022.

Management Board member	Target achievement LTI 2022 % of fixed annual salary	LTI 2022 € thous.	Assumed target LTI amount 2023 % of fixed annual salary	Assumed target LTI amount 2023 € thous.
Dr Andreas Pleßke	65	390	65	390
Dr Stephen Kimmich	65	312	65	312
Christoph Müller	65	312	65	312
Ralf Sammeck	65	312	65	312
Michael Ulverich	65	312	65	312

## Remuneration granted and owed

The following table sets out the remuneration of the Management Board members granted and owed in accordance with Section 162 (1) of the German Stock Corporation Act in 2023. The remuneration components accruing to the Management Board members in 2023 are deemed to have been granted and owed. These are the fixed remuneration components for 2023 and the short-term variable remuneration (STI) for 2022. The long-term variable remuneration (LTI) is not included as it has not yet been granted and owed, but only allocated.

		Dr Andreas Pleßke				Dr Stephen Kimmich				Christoph Müller			
		CEO Management Board member responsible for Special				CFO				Management Board member responsible for Digital & Webfed			
		2022		2023		2022		2023		2022		2023	
		€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%
Non-performance-related remuneration	Fixed remuneration	600	54	600	65	480	53	480	65	480	59	480	67
	Fringe benefits <sup>1)</sup>	24	2	25	3	38	4	43	6	25	3	27	4
<b>Total</b>		<b>624</b>	<b>56</b>	<b>625</b>	<b>68</b>	<b>518</b>	<b>57</b>	<b>523</b>	<b>71</b>	<b>505</b>	<b>62</b>	<b>507</b>	<b>71</b>
STI – short-term variable remuneration		496	44	301	32	389	43	216	29	310	38	204	29
<b>Total</b>		<b>496</b>	<b>44</b>	<b>301</b>	<b>32</b>	<b>389</b>	<b>43</b>	<b>216</b>	<b>29</b>	<b>310</b>	<b>38</b>	<b>204</b>	<b>29</b>
Other		2	0	0	0	0	0	0	0	0	0	0	0
<b>Total remuneration</b>		<b>1,120</b>	<b>100</b>	<b>926</b>	<b>100</b>	<b>907</b>	<b>100</b>	<b>739</b>	<b>100</b>	<b>815</b>	<b>100</b>	<b>711</b>	<b>100</b>

		Ralf Sammeck				Michael Ulverich			
		Management Board member responsible for Sheetfed				COO			
		2022		2023		2022		2023	
		€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%
Non-performance-related remuneration	Fixed remuneration	480	53	480	64	480	53	480	62
	Fringe benefits <sup>1)</sup>	28	3	28	4	37	4	40	5
<b>Total</b>		<b>508</b>	<b>56</b>	<b>508</b>	<b>68</b>	<b>517</b>	<b>57</b>	<b>520</b>	<b>67</b>
STI – short-term variable remuneration		397	44	247	32	397	43	251	33
<b>Total</b>		<b>397</b>	<b>44</b>	<b>247</b>	<b>32</b>	<b>397</b>	<b>43</b>	<b>251</b>	<b>33</b>
Other		0	0	0	0	0	0	0	0
<b>Total remuneration</b>		<b>905</b>	<b>100</b>	<b>755</b>	<b>100</b>	<b>914</b>	<b>100</b>	<b>771</b>	<b>100</b>

<sup>1)</sup>The fringe benefits include the costs or the monetary equivalent of non-cash benefits and other benefits such as the provision of company cars, grants for insurance cover, legal and tax consulting, housing and relocation costs, including any taxes payable on these, foreign-currency compensation payments and costs in connection with medical examinations.



## Expected remuneration

The following table sets out the expected remuneration for 2023. The remuneration consists of the fixed remuneration components and the variable remuneration components expected to be earned (deferred STI 2023 and assumed target for LTI 2023). The STI for 2023 will be paid out in 2024. The payment shows the amount of remuneration paid to the Management Board members in the year. This includes the STI 2022 paid out in 2023 and the equivalent value of the (virtual) shares transferred after the Annual General Meeting under LTI 2022.

		Dr Andreas Pleßke				Dr Stephen Kimmich				Christoph Müller			
		CEO/Management Board member responsible for Special				CFO				Management Board member responsible for Digital & Webfed			
		Expected target remuneration	Minimum remuneration	Maximum remuneration	Payment	Expected target remuneration	Minimum remuneration	Maximum remuneration	Payment	Expected target remuneration	Minimum remuneration	Maximum remuneration	Payment
Non-performance-related remuneration	Fixed remuneration	600	600	600	600	480	480	480	480	480	480	480	480
	Fringe benefits 1)	25	25	25	25	43	43	43	43	27	27	27	27
<b>Total</b>		<b>625</b>	<b>625</b>	<b>625</b>	<b>625</b>	<b>523</b>	<b>523</b>	<b>523</b>	<b>523</b>	<b>507</b>	<b>507</b>	<b>507</b>	<b>507</b>
STI – 2023 - short-term variable remuneration		293	0	540	301	223	0	432	216	194	0	432	204
LTI - multi-year variable remuneration	Share-based – 2022 (to be paid out in 2027)				390				312				312
	Share-based – 2023 (to be paid out in 2028)	390	390	780	0	312	312	624	0	312	312	624	0
<b>Total</b>		<b>683</b>	<b>390</b>	<b>1,320</b>	<b>691</b>	<b>535</b>	<b>312</b>	<b>1,056</b>	<b>528</b>	<b>506</b>	<b>312</b>	<b>1,056</b>	<b>516</b>
Other					0				0				0
<b>Total remuneration</b>		<b>1,308</b>	<b>1,015</b>	<b>1,945</b>	<b>1,316</b>	<b>1,058</b>	<b>835</b>	<b>1,579</b>	<b>1,051</b>	<b>1,013</b>	<b>819</b>	<b>1,563</b>	<b>1,023</b>

		Ralf Sammeck				Michael Ulverich			
		Management Board member responsible for Sheetfed				COO			
		Expected target remuneration	Minimum remuneration	Maximum remuneration	Payment	Expected target remuneration	Minimum remuneration	Maximum remuneration	Payment
Non-performance-related remuneration	Fixed remuneration	480	480	480	480	480	480	480	480
	Fringe benefits 1)	28	28	28	28	40	40	40	40
<b>Total</b>		<b>508</b>	<b>508</b>	<b>508</b>	<b>508</b>	<b>520</b>	<b>520</b>	<b>520</b>	<b>520</b>
STI – 2023 - short-term variable remuneration		245	0	432	247	249	0	432	251
LTI - multi-year variable remuneration	Share-based – 2022 (to be paid out in 2027)				312				312
	Share-based – 2023 (to be paid out in 2028)	312	312	624	0	312	312	624	0
<b>Total</b>		<b>557</b>	<b>312</b>	<b>1,056</b>	<b>559</b>	<b>561</b>	<b>312</b>	<b>1,056</b>	<b>563</b>
Other					0				0
<b>Total remuneration</b>		<b>1,065</b>	<b>820</b>	<b>1,564</b>	<b>1,067</b>	<b>1,081</b>	<b>832</b>	<b>1,576</b>	<b>1,083</b>

1)The fringe benefits include the costs or the monetary equivalent of non-cash benefits and other benefits such as the provision of company cars, grants for insurance cover, legal and tax consulting, housing and relocation costs, including any taxes payable on these, foreign-currency compensation payments and costs in connection with medical examinations.

### Special remuneration

The remuneration system provides for the payment of a special bonus for outstanding performance or success on the part of the Management Board members at the discretion of the Supervisory Board. In the remuneration system that is to be submitted to the Annual General Meeting for approval on 26 June 2024, the Supervisory Board will take into account the shareholders' interests in transparency and remove the option of special remuneration.

The Supervisory Board did not grant and/or owe any special remuneration in the year under review.

### Maximum remuneration

The total annual remuneration of the Management Board members is capped at €1,750,000 (ordinary Management Board members) and €2,170,000 (Chief Executive Officer) (cap on grant and on payment). The total remuneration is calculated as the sum total of the (i) fixed annual salary, (ii) annual bonus, (iii) base amount of the annual remuneration tied to the company's long-term business performance, (iv) any special remuneration, (v) annual pension contribution and (vi) fringe benefits for both target remuneration and the payment made. With regard to the cap on grants, the maximum remuneration was not achieved in 2022; nor is it expected to be achieved in 2023. The payment cap for 2022 and 2023 will be disclosed in the Annual Reports for 2027 and 2028, respectively, after the end of the respective lock-up period.

Management Board member	Total remuneration in 2023 (€ thous.)	Expected remuneration in 2023 (€ thous.)	Cap (€ thous.)
Dr. Andreas Pleßke	1,516	1,508	2,170
Dr. Stephen Kimmich	1,251	1,258	1,750
Christoph Müller	1,223	1,213	1,750
Ralf Sammeck	1,267	1,265	1,750
Michael Ulverich	1,283	1,281	1,750

## Share ownership guidelines

By linking the long-term variable remuneration to the share price for a period of four years, the interests of the Management Board and the

shareholders are additionally aligned. There are no other share ownership guidelines.

## Negative bonus and claw-back arrangements

Koenig & Bauer AG may refuse payment of all or part of the annual bonus and the annual remuneration tied to the Company's long-term performance ("performance-related remuneration") in certain defined cases and may demand repayment of remuneration provided in the last year since payment (claw-back). The service contracts provide for claw-backs in the following cases for example:

If it subsequently becomes evident that the assessment of the performance-related remuneration is based on incorrect or incomplete information on the agreed assessment bases or if the Management Board member has egregiously violated the Koenig & Bauer Group's Code of Conduct or legal obligations in the year in which the performance-related remuneration was granted.

There was no reason to apply the claw-back rules in the year under review.

## Early-termination settlement

In the event of the premature termination of the service contract, the company does not remunerate more than the value of the claims arising for the remaining term of the contract. Payments, including fringe benefits, may not exceed an amount equalling two years' remuneration (severance pay cap). The annual remuneration is the sum total of (I) the fixed annual salary, (II) the annual bonus in accordance with the last applicable target agreement, (III) other fringe benefits and (IV) contributions to the pension scheme. Any special remuneration or claims to the annual remuneration tied to the company's long-term success of the company are excluded from the calculation of the severance pay cap. If the service contract is prematurely terminated at the request of the Management Board members or if there is an important reason for termination by the company, no severance payments are made.

### Disclosures on former Management Board members

In the year under review, former Management Board members received no remuneration other than retirement benefits. The total benefits (current pensions) paid to former Management Board members and their surviving dependents equal €1,434,766.00 (previous year: €1,428,916.57). Provisions of €23,075,203.00 (previous year: €20,984,171.00) were set aside for pension obligations towards former Management Board members and their surviving dependants in accordance with IFRS; in accordance with the German Commercial Code (HGB), the provisions amount to €28,279,958.00 (previous year: €27,539,332.00).

Pursuant to section 162 of the German Stock Corporation Act, the total remuneration paid to former Management Board members in the first ten years after the termination of their duties must be stated individually.

The following table sets out the remuneration granted and owed to former Management Board members who have terminated their services for the company in the past ten years or less. The pension benefits are fixed remuneration and there are no variable elements.

Former Management Board member	Retired	Pension payments in 2022	Pension payments in 2023
Claus Bolza-Schünemann	31 December 2020	€216,000	€217,080

## Supervisory Board remuneration

The remuneration rules applicable to the members of the Supervisory Board for 2023 are set out in Section V, Article 13 of the Articles of Association of Koenig & Bauer AG. They were approved at the Annual General Meeting on 11 May 2021 with a majority of 99.95% of the capital represented and were applied for the first time from 2022. The remuneration rules adopted at the 2019 Annual General Meeting apply to earlier years. Detailed information and a comparison of the current and future remuneration system can be found on the company's website at <https://www.koenig-bauer.com/de/investor-relations/corporate-governance/remuneration/>.

### Principles of Supervisory Board remuneration

The following rules thus apply in 2023: in addition to an attendance fee and the reimbursement of out-of-pocket expenses, each member receives fixed annual remuneration of €45,000. The Chairman of the Supervisory Board receives €120,000 and his deputies €80,000 each. The chairperson and the members of the Audit Committee receive €22,500 and €15,000, respectively, the chairperson and the members of the Strategy Committee €20,000 and €13,000, respectively, and the chairperson and the members of the Nomination Committee €10,000 and €8,000, respectively, per year. The members of the other committees shall not receive any separate remuneration. Activities on the committees of the Supervisory Board are remunerated once. If a member sits on several committees, he or she receives the amount for the committee with the highest remuneration. Furthermore, each member present at the meeting receives an attendance fee of €250; no attendance fee is paid for meetings of the committees.

D&O insurance has been taken out for the members of the Supervisory Board and is subject to a deductible of €2,500.

#### Supervisory Board remuneration system until 2021

Supervisory Board member	Chair	Deputy	member
Fixed remuneration	€70,000	€52,500	€35,000
Audit Committee (membership)	€11,250		€7,500
Strategy Committee (membership)	€9,375		€6,250
Personnel Committee (membership)	€4,625		€3,750

#### Supervisory Board remuneration system from 2022

Supervisory Board member	Chair	Deputy	member
Fixed remuneration	€120,000	€80,000	€45,000
Audit Committee (membership)	€22,250		€15,000
Strategy Committee (membership)	€20,000		€13,000
Personnel Committee (membership)	€10,000		€8,000

#### Supervisory Board remuneration for 2023

The following table sets out the remuneration of the Supervisory Board members granted and owed in accordance with Section 162 (1) of the German Stock Corporation Act in 2023. The fixed remuneration and the remuneration for committee activities accruing to the Supervisory Board members in 2023 is deemed to have been granted and owed in each case. This is the remuneration for 2022.

#### Change in the Supervisory Board

In the year under review, Matthias Hatschek stepped down from the Supervisory Board on the day of the Annual General Meeting on 16 June 2023.

Claus Bolza-Schünemann was elected to the Supervisory Board for the first time for a period of 4 years with 99.84% of the votes cast on the day of the Annual General Meeting.

Mr Werner Flierl stepped down from the Supervisory Board with effect from 31 July 2023. Ms Sabine Witte-Herdering was appointed a member of the Supervisory Board of Koenig & Bauer AG in a ruling issued by the Würzburg District Court with effect from 1 August 2023.

#### Supervisory Board remuneration granted and owed (payment of remuneration earned in 2022)

Supervisory Board member	Fixed remuneration	Percentage Fixed remuneration	Committee remuneration	Percentage Committee remuneration	Attendance fee	Percentage Attendance fee	Total
Prof. Dr.-Ing. Raimund Klinkner, Chair	€120,000	87.91%	€13,000	9.52%	€3,500	2.56%	€136,500
Gottfried Weippert, Deputy Chair	€80,000	81.01%	€15,000	15.19%	€3,750	3.80%	€98,750
Dagmar Rehm, Deputy Chair	€80,000	75.65%	€22,500	21.28%	€3,250	3.07%	€105,750
Julia Cuntz	€45,000	92.78%	€0	0.00%	€3,500	7.22%	€48,500
Carsten Dentler	€45,000	73.77%	€13,000	21.31%	€3,000	4.92%	€61,000
Marc Dotterweich	€45,000	70.59%	€15,000	23.53%	€3,750	5.88%	€63,750
Werner Flierl	€45,000	94.74%	€0	0.00%	€2,500	5.26%	€47,500
Matthias Hatschek	€45,000	73.47%	€13,000	21.22%	€3,250	5.31%	€61,250
Christopher Kessler	€45,000	72.87%	€13,000	21.05%	€3,750	6.07%	€61,750
Prof. Dr.-Ing. Gisela Lanza	€45,000	66.91%	€20,000	29.74%	€2,250	3.34%	€67,250
Dr Johannes Liechtenstein	€45,000	70.87%	€15,000	23.62%	€3,500	5.51%	€63,500
Simone Walter	€45,000	72.87%	€13,000	21.05%	€3,750	6.07%	€61,750
<b>Total</b>	<b>€685,000</b>		<b>€152,500</b>		<b>€39,750</b>		<b>€877,250</b>

Supervisory Board remuneration earned for 2023

Supervisory Board member	Fixed remuneration	Percentage Fixed remuneration	Committee remuneration	Percentage Committee remuneration	Attendance fee	Percentage Attendance fee	Total
Prof. Dr.-Ing. Raimund Klinkner, Chair	€120,000.00	88.24%	€13,000.00	9.56%	€3,000.00	2.21%	€136,000.00
Gottfried Weippert, Deputy Chair	€80,000.00	81.84%	€15,000.00	15.35%	€2,750.00	2.81%	€97,750.00
Dagmar Rehm, Deputy Chair	€80,000.00	75.83%	€22,500.00	21.33%	€3,000.00	2.84%	€105,500.00
Claus Bolza-Schünemann (since 16 June 2013)	€22,500.00	73.17%	€6,500.00	21.14%	€1,750.00	5.69%	€30,750.00
Julia Cuntz	€45,000.00	94.24%	€0.00	0.00%	€2,750.00	5.76%	€47,750.00
Carsten Dentler	€45,000.00	74.38%	€13,000.00	21.49%	€2,500.00	4.13%	€60,500.00
Marc Dotterweich	€45,000.00	72.00%	€15,000.00	24.00%	€2,500.00	4.00%	€62,500.00
Werner Fierl (until 31 July 2023)	€26,500.00	100.00%	€0.00	0.00%	€0.00	0.00%	€26,500.00
Matthias Hatschek (until 16 June 2023)	€22,500.00	75.00%	€6,500.00	21.67%	€1,000.00	3.33%	€30,000.00
Christopher Kessler	€45,000.00	74.38%	€13,000.00	21.49%	€2,500.00	4.13%	€60,500.00
Prof. Dr.-Ing. Gisela Lanza	€45,000.00	66.91%	€20,000.00	29.74%	€2,250.00	3.35%	€67,250.00
Dr. Johannes Liechtenstein	€45,000.00	71.43%	€15,000.00	23.81%	€3,000.00	4.76%	€63,000.00
Simone Walter	€45,000.00	73.77%	€13,000.00	21.31%	€3,000.00	4.92%	€61,000.00
Sabine Witte-Herdering (since 1 August 2023)	€18,750.00	94.94%	€0.00	0.00%	€1,000.00	5.06%	€19,750.00
<b>Total</b>	<b>€685,250.00</b>		<b>€152,500.00</b>		<b>€31,000.00</b>		<b>€868,750.00</b>

## Comparative presentation of remuneration and earnings over time

For the purpose of the horizontal comparison, the Supervisory Board commissioned an independent management consultancy to carry out a market comparison of the amounts and structure of the Management Board remuneration system. A peer group consisting of mechanical engineering and technology companies of a comparable size, particularly those listed in the MDAX and SDAX, as well as a peer group from related industries was used as a benchmark. For the purposes of the comparison, the current remuneration of the Management Board members was benchmarked against the peer group remuneration. A comparison of the target and maximum remuneration was made. In addition, the adjacent remuneration elements were reviewed:

	Target remuneration	Maximum remuneration
+	Base remuneration Target STI amount	Base remuneration Maximum STI
=	<b>Target remuneration</b>	<b>Maximum cash remuneration</b>
+	Target LTI amount	Maximum LTI
=	<b>Target direct remuneration</b>	<b>Maximum direct remuneration</b>
+	Company pension scheme	Company pension scheme
=	<b>Target remuneration</b>	<b>Maximum total remuneration</b>

The following table provides a vertical comparison of the remuneration within the company. As the remuneration of the Management Board is also measured on the basis of the Group's earnings, these are also presented. Senior executives are all executives who report directly to Management Board members; the remaining workforce consists of employees subject to collective bargaining agreements and non-tariff employees of the company. All employees of the company are based in Germany.

	Granted, owed 2023 <sup>1</sup>	Granted, owed 2022	Change in 2023 over 2022		Change in 2022 over 2021		Change in 2021 over 2020 <sup>2</sup>		Change in 2020 over 2019	
	€ thous.	€ thous.	€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%
<b>Present Management Board members</b>										
Dr Andreas Pleßke	926	1,120	-194	-17	325	41	206	35	-57	-9
Dr Stephen Kimmich	739	907	-168	-19	283	45	254	69		
Christoph Müller	711	815	-104	-13	237	41	-465	-45	-168	-14
Ralf Sammeck	755	905	-150	-17	325	56	-536	-48	-114	-9
Michael Ulverich	771	914	-143	-16	288	46	257	70		
<b>Employees</b>										
Average remuneration of the workforce	66	62	4	6	4	7	-1	-2	-4	-7
Average remuneration of managers	175	161	14	9	-4	-3	29	23	-31	-20
<b>Earnings over time</b>										
(€m)	<b>2023</b> €m	<b>2022</b> €m	€m	%	€m	%	€m	%	€m	%
Group net profit	2.8	11.1	-8.3	-75	-3.4	-23	117.6	-114	-155.4	-297
Net profit of Koenig & Bauer AG	5.8	2.7	3.1	115	-8.6	-76	-31.2	-73	34.2	412

<sup>1</sup> To enhance the readability of the comparative figures, only amounts granted/owed are shown in all years  
<sup>2</sup> Entry of Dr Kimmich and Mr Ulverich on 15 April 2020

	Granted, owed 2023 <sup>1</sup>	Granted, owed 2022	Change in 2023 over 2022		Change in 2022 over 2021		Change in 2021 over 2020		Change in 2020 over 2019	
	€	€	€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%
<b>Present Supervisory Board members<sup>2</sup></b>										
Prof. Dr.-Ing. Raimund Klinkner, Chairman	136,500	79,500	57	71.7	-0.5	-1	20	33.8	57	2,462.6
Gottfried Weippert, Deputy Chair	98,750	63,250	36	56.1	1	-1	3.5	5.8	11	22.8
Dagmar Rehm, Deputy Chair	105,750	67,000	39	57.8	-0.5	-1	2	3.1	13	25.4
Julia Cuntz	48,500	38,000	11	27.6	-1	-2	2.5	6.9	7	25
Carsten Dentler	61,000	44,250	17	37.9	-1	-2	2.25	5.3	8.5	24.8
Marc Dotterweich	63,750	45,500	18	40.1	-1	-2	2.25	5.1	9	25.5
Werner Flierl (until 31 July 2023)	47,500	19,000	29	150.0						
Matthias Hatschek (until 16 June 2023)	61,250	44,250	17	38.4	-1	-2	2.25	5.2	9	25.5
Christopher Kessler	61,750	44,250	18	39.6	-1	-2	2.5	5.8	8.5	24.8
Prof. Dr.-Ing. Gisela Lanza	67,250	46,875	20	43.5	-1	-3	2	4.3	9	25.5
Dr Johannes Liechtenstein	63,500	45,500	18	39.6	-0.25	-1	23	102.2		
Simone Walter	61,750	41,375	20	49.2	3	7	1.8	4.8	7.5	25.6
<b>Former Supervisory Board members</b>										
Walther Mann		22,125	-22	-100.0	-23	-51	2	5.2	9	25.5
Dr Martin Hoyos									-30	-47.6

<sup>1</sup> To enhance the readability of the comparative figures, only amounts granted/owed are shown in all years  
<sup>2</sup> Corresponds to the remuneration earned in 2022, accordingly, only the Supervisory Board members in 2022 are shown.

# Independent auditor's opinion

## To Koenig & Bauer AG, Würzburg

We have audited the remuneration report of Koenig & Bauer AG, Würzburg for the year from 1 January to 31 December 2023, including the related disclosures, which was prepared in order to comply with Section 162 of the German Stock Corporation Act (AktG).

### **Responsibility of the executive directors and the Supervisory Board**

The executive directors and the Supervisory Board of Koenig & Bauer AG are responsible for preparing the remuneration report, including the related disclosures, which meets the requirements of Section 162 of the German Stock Corporation Act (AktG). They are also responsible for the internal controls that they consider necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

### **Responsibility of the auditor**

Our task is to express an opinion on this remuneration report, including the related disclosures, on the basis of our audit. We conducted our audit in compliance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Under these standards, we must comply with professional obligations and plan and carry out the audit in such a way that reasonable assurance is obtained as to whether the remuneration report, including the related disclosures, is free of material misstatements.

An audit includes performing procedures to obtain audit evidence about the valuations in the remuneration report, including the related disclosures. The audit procedures are selected at the auditor's discretion. This includes assessing the risks of material misstatement in the remuneration report, whether due to fraud or error, including the related disclosures. In assessing these risks, the auditor takes into account the internal control system that is relevant to the preparation of the remuneration report, including

the related disclosures. The aim is to design and perform audit procedures that are appropriate in the circumstances, but not to express an audit opinion on the effectiveness of the company's internal control system. An audit also includes an assessment of the accounting methods used, the reasonableness of the estimates applied by the executive directors and the Supervisory Board in the accounting and the assessment of the overall presentation of the remuneration report including the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion based on the findings of our audit, the remuneration report for the year from 1 January until 31 December 2023, including the related disclosures, complies with the accounting provisions of Section 162 of the German Stock Corporation Act in all material respects.

### **Reference to other facts – formal examination of the remuneration report in accordance with Section 162 of the German Stock Corporation Act**

The substantive review of the remuneration report described in this audit opinion includes a formal review of the remuneration report required under Section 162 (3) of the German Stock Corporation Act, including the issuance of a report on this review. Since we express an unqualified opinion on the content of the remuneration report, this opinion includes the fact that the disclosures in accordance with Section 162 (1) and (2) of the German Stock Corporation Act have been made in all material respects in the remuneration report.

### **Restriction on use**

We issue this opinion on the basis of the engagement with Koenig & Bauer AG. The audit was conducted for the company's purposes and the opinion is intended solely for its information. Our responsibility for the audit and for our audit opinion lies solely towards the company in accordance with this engagement. The opinion is therefore not intended as a basis for (financial or investment) decisions by third parties. We therefore assume no responsibility under any duty of care or liability towards third parties; in particular, no third parties are included in the scope of protection of this engagement. Section 334 of the German Civil Code (BGB), under which objections under a contract can also be invoked against third parties, is not

waived.

Nuremberg, 20 March 2024

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

**Marco See**

*Wirtschaftsprüfer (German Public Auditor)*  
*(German Public Auditor)*

**ppa. Dr. Felix Canitz**

*Wirtschaftsprüfer*