

Matters Requiring Supervisory Board Consent pursuant to Article 7.5

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1. General Matters

- 1.1. In individual cases, the Executive Board may only carry out the following measures and transactions of the Company with the prior approval of the Supervisory Board:
 - 1.1.1. Business Planning within the meaning of article 8.2.;
 - 1.1.2. Formation, acquisition or sale of companies, shareholdings, or business units, if the transaction in question exceeds a value of EUR 2.000.000 in individual cases.
 - 1.1.3. Measures under corporate transformation law;
 - 1.1.4. Granting of general commercial power of attorney (procura) for the Company (Koenig & Bauer AG);
 - 1.1.5. Appointment of Managing Directors at those Group companies whose revenue in the preceding financial year contributed more than 10% to the Group's total revenue;
 - 1.1.6. Introduction or abandonment or material reduction of existing business segments with a planned revenue of more than EUR 5,000,000.00;
 - 1.1.7. Acquisition, disposal or encumbrance of real property or rights equivalent to real property and the construction of buildings if the value in the individual case reaches or exceeds EUR 5,000,000.00;
 - 1.1.8. Conclusion, termination or amendment of contracts by which rights to revenue or profit of the Company or its affiliated companies are granted to third parties, such as silent partnerships or participating loans, provided the value in the individual case reaches or exceeds EUR 5,000,000.00;
 - 1.1.9. Acquisition, disposal or encumbrance of fixed assets, if the value in the individual case reaches or exceeds EUR 5,000,000.00. Article 1.1.7 applies in priority;
 - 1.1.10. Conclusion of loan agreements and/or borrowing, if the value in the individual case reaches or exceeds the amount of EUR 5,000,000.00;
 - 1.1.11. Assumption of sureties, guarantees, letters of comfort, repurchase obligations

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or similar liabilities for obligations of third parties, which are not dependent companies of the Company within the meaning of §§ 15 et seq. German Stock Corporation Act (AktG), to the extent that the value in the individual case reaches or exceeds the amount of EUR 5,000,000.00;

1.1.12. Appointment and revocation of members of the Group Management.

- 1.2. In addition, the Supervisory Board may, by resolution, order that certain types of measures or transactions may only be carried out with its consent.
- 1.3. Transactions and measures pursuant to Article 1.1 also require the consent of the Supervisory Board if the Management Board is involved with the affiliated companies of the Company through instructions, consent, voting or in any other way. The Management Board shall ensure, as far as legally permissible in the respective jurisdiction, that the management of the affiliated companies also complies with these consent requirements. Article 1.1.3 is exempt from this regulation if the annual revenue of the affiliated company in the preceding financial year is below EUR 10,000,000.00.
- 1.4. The consent requirements pursuant to Articles 1.1 and 1.3 do not apply if the corresponding measure is already provided for in sufficiently specific form in the business plan approved by the Supervisory Board (cf. Article 8).

2. Current Legal and Other Consent Requirements

- 2.1. Interim payment on the net retained profit (§ 59 AktG)
- 2.2. Granting of loans to members of the Executive Board (§ 89 AktG)
- 2.3. Requirement of Supervisory Board approval for related party transaction (§ 111b AktG)
- 2.4. Contract with members of the Supervisory Board (§ 114 AktG)
- 2.5. Granting of loans to members of the Supervisory Board (§ 115 AktG)
- 2.6. Authorized capital (§ 202 AktG)
- 2.7. Conditions for the issue of shares (§ 204 AktG)
- 2.8. Issuance of shares against contributions in kind (§ 205 AktG)
- 2.9. Action by the Executive Board of the target company (§ 33 WpÜG)
- 2.10. Declaration regarding the Corporate Governance Code (Rules of Procedure for the Supervisory Board and § 161 AktG)
- 2.11. Prohibition of competition / Non-Competition (Rules of Procedure for the Supervisory Board and § 88 AktG)