

Rules of Procedure of the Executive Board of Koenig & Bauer AG, Würzburg („Company“)

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The Executive Board of the Company adopted the following Rules of Procedure, approved by the Supervisory Board at its meeting on 27 May 2025, which completely replace the previous Rules of Procedure dated 25 June 2020, with effect from 1 July , 2025:

1. General

- 1.1. The members of the Executive Board shall conduct the Company's business in accordance with the law, the Company's Articles of Association, these Rules of Procedure and their service contracts, as well as the recommendations of the German Corporate Governance Code in accordance with the Company's declaration of conformity. In doing so, they shall exercise their management function with the aim of creating sustainable value and act in the Company's interests, specifically by taking into account the interests of the shareholders, the employees and the entities affiliated with the Company; these principles shall also apply with the necessary modifications to the members of the Executive Board who exercise management or supervisory functions at affiliated entities.
- 1.2. The Executive Board shall work with the Company's other governance bodies and its employees for the Company's benefit.

2. Cooperation within the Executive Board

- 2.1. The members of the Executive Board bear joint responsibility for the entire management of the business. In compliance with corporate policy and strategy, they manage the Company's business in accordance with uniform objectives, plans, and guidelines. Notwithstanding the joint responsibility of the Executive Board, each member of the Executive Board acts on their own authority within the department assigned to them; however, they are required to strictly subordinate the interests of their specific department to the best interests of the Company as a whole.
- 2.2. The members of the Executive Board work together in a spirit of collegiality. They inform each other on an ongoing basis regarding important measures and transactions within their departments and make information that is material to other departments, the Company as a whole, or the overall management available to the respective Board member or the entire Executive Board. Furthermore, each member of the Executive Board may request information and data from other departments that are material to their own department, the Company as a whole, or the overall management.
- 2.3. Every member of the Executive Board is obliged, in the event of serious concerns regarding measures taken by another department, to attempt to resolve these in advance through a personal discussion with the other Board member. In the event that this fails, the measure must be suspended until a decision is made by the Executive Board, unless execution with undue delay is necessary in the exercise of reasonable discretion in order to avoid imminent

severe disadvantages to the interests of the Company. Without undue delay following the failure of the discussion, the Board member is obliged to notify the Executive Board of their concerns by submitting a justification in text form. The Executive Board must decide on the submission within a reasonable period.

3. Chairmanship and Deputy Chairmanship

- 3.1.** The Chairperson of the Executive Board is appointed by the Supervisory Board. The Supervisory Board may appoint a Deputy Chairperson. In the event that the Chairperson is prevented from acting, the Deputy shall assume their rights and duties; if no Deputy has been formally appointed, the member of the Executive Board with the longest period of service shall assume these duties.
- 3.2.** The Executive Board and the Company are represented in the public sphere, in particular vis-à-vis media, business organizations, associations, and authorities, in all matters concerning the Group by the Chairperson of the Executive Board, unless the Executive Board determines otherwise.
- 3.3.** The Chairperson of the Executive Board leads the work of the Executive Board and the functional coordination of all Board departments (Ressorts). The Chairperson shall work towards ensuring uniform management. They are responsible for corporate planning and overall strategy, as well as for representing the Executive Board vis-à-vis the Supervisory Board. The Chairperson develops the overall strategy and coordinates this with the Executive Board. The Chief Financial Officer (CFO) develops the corporate planning and coordinates this first with the Chairperson and subsequently with the Executive Board. The Chairperson may intervene in all material or fundamental matters. Furthermore, the Chairperson coordinates transactions related to specific departments with the overall objectives and plans of the Company. To this end, the Chairperson may at any time request information from the other members of the Executive Board regarding matters within their departments and determine that they be informed in advance and without delay regarding certain types of transactions, business incidents, and risks within the area of responsibility of other Board members. The Chairperson shall involve the other Board members to the extent that their departments are affected.
- 3.4.** As a rule, the Executive Board decides on the publication of an ad hoc announcement regarding insider information as well as possible exemptions, provided that such insider information does not originate within the sphere of responsibility of the Supervisory Board. If, in urgent cases, it is not possible to obtain a resolution of the Executive Board within a reasonable period of time, a decision by the Chairperson of the Executive Board shall suffice. In such a case, the other members of the Executive Board must be informed of this decision without delay.
- 3.5.** The Executive Board may form committees. The establishment, composition, chairmanship, delegation or amendment of tasks and powers, as well as the dissolution of a committee, shall be effected by a unanimous resolution of the Executive Board. The Executive Board may also delegate representatives of specialist departments to the committees. These representatives have an exclusively advisory function and no right to vote. Within the aforementioned framework, the committees regulate their own internal procedure.
- 3.6.** The members of a committee report to the Executive Board on their committee work on a regular basis. Subject to the approval of the Executive Board, a committee decides independently within the assigned area of responsibility.

4. Allocation of Duties and Management of Departments

- 4.1. The departments of the individual members of the Executive Board result from the Business Allocation Plan of the Executive Board, which is an integral part of these Rules of Procedure and attached as Annex 1. The Business Allocation Plan of the Executive Board including the departments is proposed by the Chairperson of the Executive Board, taking into account the duties assigned to the individual Executive Board members under their service agreements, and is resolved unanimously by the Executive Board. The Business Allocation Plan of the Executive Board thus prepared by the Executive Board requires the approval of the Supervisory Board.
- 4.2. The members of the Executive Board manage the day-to-day business of the department assigned to them by the allocation of duties, notwithstanding the joint responsibility of the Executive Board and within the framework of the resolutions of the Executive Board. Insofar as measures and transactions of one department specifically and directly affect one or more other departments, the respective Executive Board member must coordinate with the other affected members in advance. If no agreement is reached, each participating Executive Board member is obliged to bring about a resolution of the Executive Board. In this case, the measure must be suspended until a decision is made by the Executive Board, unless immediate execution is necessary in the exercise of reasonable discretion in order to avoid imminent severe disadvantages to the interests of the Company.
- 4.3. The Executive Board members keep the Chairperson of the Executive Board informed on an ongoing basis regarding the course of business in their department. The Chairperson of the Executive Board or the Executive Board may at any time request information from the Executive Board members regarding individual matters within their departments.
- 4.4. If doubts exist as to whether a matter exclusively concerns the day-to-day business of the Company or is of material or fundamental importance to the Company, the respective Executive Board member must first submit the facts in text form to the Chairperson of the Executive Board and, if the Chairperson does not make a decision, to the Executive Board for a further resolution.

5. Collective Responsibility and Decision-Making of the Full Executive Board

- 5.1. Notwithstanding their responsibility for their specific departments, all members of the Executive Board shall continuously monitor all data decisive for the Company's course of business, in order to be able to work at all times towards averting impending disadvantages, achieving desirable improvements, or implementing expedient changes by calling upon the Executive Board, notifying the Chairperson of the Executive Board, or through other suitable means.
- 5.2. Measures and transactions that are of material or fundamental importance to the Company, or which entail an extraordinary economic risk, require the prior approval of the full Executive Board, unless immediate execution is required in the exercise of reasonable discretion to avoid imminent severe disadvantages in the interest of the Company. In such a case, the Chairperson of the Executive Board must be notified immediately, and a report must be submitted to the full Executive Board at the next meeting.
- 5.3. The Executive Board shall decide as a collective body:
 - 5.3.1. on matters for which the law, the Articles of Association, or these Rules of Procedure provide for a decision by the Executive Board, in particular:

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- 6.4.** Resolutions of the Executive Board are generally passed in meetings. Absent members may participate in the passing of resolutions by telephone, by video conference, or by having their votes submitted by other Executive Board members. Votes cast by absent members require text form (Textform) or, if cast orally, must be subsequently confirmed in text form.
- 6.5.** At the order of the Chairperson, resolutions may also be passed outside of meetings by casting votes in text form, by telephone, or via another audio or video format, provided that all Executive Board members participate and no member objects immediately to this procedure.
- 6.6.** The Executive Board has a quorum if all members have been invited and at least half, but in any case two, of its members participate in the passing of the resolution. Executive Board members who are excluded from voting shall not be counted when determining the quorum. Absent members must be notified immediately of the resolutions passed in their absence.
- 6.7.** Unless ordered otherwise, the Executive Board passes resolutions by a simple majority of the votes cast. In the event of a tie, the Chairperson shall have the casting vote; this does not apply in the event that only two Executive Board members are appointed. If the Executive Board consists of only two members and one Executive Board member is incapacitated due to illness or other reasons, the other Executive Board member may make decisions alone.
- 6.8.** Matters falling within the department of an Executive Board member not present at the meeting should only be discussed and decided upon in justified exceptional cases. The absent member must be informed of the resolutions passed immediately and, if possible, before their implementation. They may demand that the implementation of the resolutions be suspended - unless immediate action is required in the exercise of reasonable discretion to avoid imminent severe disadvantages in the interest of the Company - and that the matter be discussed and decided upon again in an Executive Board meeting to be convened immediately, with the member in attendance.
- 6.9.** If the Chairperson is outvoted, or if no unanimous resolution is reached in the case of only two appointed Executive Board members, each Executive Board member is entitled, at their reasonable discretion, to suspend the execution of the resolution and to immediately obtain an opinion from the Chairperson of the Supervisory Board. In such a case, a new Executive Board meeting must take place within two weeks of the first resolution, in which a decision on this matter must be made. The Chairperson of the Supervisory Board must be kept informed in this regard.
- 6.10.** Minutes must be prepared for every meeting of the Executive Board, stating the place and date of the meeting, the participants, and the content of the resolutions of the Executive Board. A copy of the minutes must be sent to each Executive Board member immediately. The minutes are deemed approved if no Executive Board member objects in the next meeting following receipt of the minutes. Resolutions of the Executive Board passed outside of meetings must be recorded separately or included in the minutes of the next meeting of the Executive Board.
- 6.11.** Each Executive Board member has the right to object to a resolution by submitting a declaration in text form to the Chairperson. The objection must be substantiated. Except where necessary to avoid imminent severe disadvantages to the Company, the resolution shall not be executed for the time being in the event of an objection. The matter must be discussed and decided upon again in a subsequent Executive Board meeting. A renewed objection against the resolution passed in such a meeting is not permissible. The Chairperson must notify the Supervisory Board of the objection immediately.

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- 6.12.** The Executive Board must consult with colleagues appointed as "Member of Group Management" regarding topics affecting their area of responsibility before passing resolutions. The members of Group Management have an advisory function. The Executive Board must take this into account in its decisions.

7. Cooperation with the Supervisory Board

- 7.1.** The Chairperson represents the Executive Board vis-à-vis the Supervisory Board. They shall obtain the approval of the Supervisory Board in cases provided for by law, the Articles of Association, these Rules of Procedure, or any potential resolution of the Supervisory Board.
- 7.2.** The obligation to report to the Supervisory Board regarding the items specified in Section 90 of the German Stock Corporation Act (AktG) lies with the Executive Board under the lead of the Chairperson. Executive Board reports must be submitted in text form, unless oral reporting suffices or is indicated in individual cases.
- 7.3.** In addition to the reporting pursuant to Clause 7.2, the Chairperson must inform the Supervisory Board orally and, if the latter so desires, also in text form, regarding any other reporting items imposed on the Executive Board by the Supervisory Board. All members of the Executive Board must support the Chairperson in the fulfillment of this task.
- 7.4.** The Chairperson and the Chairperson of the Supervisory Board shall maintain regular contact and discuss current topics affecting the Company.
- 7.5.** In addition to the requirements for approval stipulated by law and the Articles of Association, the Executive Board requires the prior approval of the Supervisory Board for the measures and transactions specified by the Supervisory Board in Annex 2.

8. Financial Reporting and Corporate Planning

- 8.1.** The Executive Board must prepare the consolidated financial statements and the annual financial statements of the Company—including the respective management reports—within three months after the end of the respective financial year in accordance with the applicable statutory provisions and submit them immediately to the Supervisory Board together with the proposal for the appropriation of net retained profits.
- 8.2.** No later than one month before the end of a financial year, the Executive Board must submit a corporate plan (budget) for the Group covering at least the following financial year to the Supervisory Board for resolution. This corporate plan must consist in detail of a profit and loss statement, a balance sheet, and a cash flow statement, including an investment budget.
- 8.3.** During the financial year, the Executive Board must prepare quarterly interim financial statements as well as target/actual comparisons against the original corporate plan and submit these to the Supervisory Board—or, if assigned to a corresponding committee, to the latter—for information.
- 8.4.** Together with the interim financial statements, the Executive Board must submit a report on all measures and occurrences during the reporting period that are of material importance to the Company.

9. Conflicts of Interest

- 9.1.** During their membership on the Executive Board and for the duration of their employment

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contract, the members of the Executive Board are subject to a direct and indirect non-compete obligation. Shareholdings in companies that are in competition with the Company or an affiliated company are inadmissible if a private or other professional interest of the Executive Board member concerned is thereby affected more than insignificantly and if this equity investment could have a direct or indirect detrimental effect on the Company's corporate interest.

- 9.2.** In connection with their activities, the members of the Executive Board may neither demand nor accept gifts or other benefits for themselves or for other persons, nor grant unjustified benefits to third parties.
- 9.3.** The members of the Executive Board are committed to the Company's best interests. No Executive Board member may pursue personal interests in their decisions or use business opportunities intended for the Company or an affiliated company for themselves.
- 9.4.** Each Executive Board member must disclose conflicts of interest to the Supervisory Board without undue delay and inform the other Executive Board members thereof. All transactions between the Company or any of its dependent companies on the one hand, and an Executive Board member or any persons or entities closely associated with such member on the other hand, must comply with standards applicable to transactions with unrelated third parties (arm's length principle). Unless the involvement of the Supervisory Board is already required pursuant to Section 111b of the German Stock Corporation Act (AktG), such transactions require the approval of the Supervisory Board if the value of the individual transaction exceeds EUR 25,000.
- 9.5.** Executive Board members shall only assume any secondary activities with the prior approval of the Supervisory Board or the competent committee and within the limits prescribed by law and their employment contract.

Würzburg, 1 July 2025

(sgd.) Dr. Stephen Kimmich, Dr. Alexander Blum, Dr. Andreas Pleßke

The Supervisory Board approved these Rules of Procedure at its meeting on 27 May 2025.

(sgd.) Prof. Dr.-Ing. Raimund Klinkner, Chairperson of the Supervisory Board.