

Description of the objectives regarding the composition of the Supervisory Board (profile of skills and diversity policy)

Objectives regarding the composition of the Supervisory Board

The Supervisory Board of Koenig & Bauer AG should be composed in such a way that its members collectively possess the knowledge, skills and professional experience required to perform their duties properly in a company operating at an international level.

This does not mean that each individual member of the Supervisory Board must hold all the necessary knowledge and experience, but that at least one member can be regarded as competent with respect to every significant aspect of the Supervisory Board's activities, so that the required knowledge and experience is collectively held by the members of the Supervisory Board including the employee representatives*, taking into account the specific requirements of co-determination law.

Accordingly, candidates should be proposed for election to the Supervisory Board who, on the basis of their knowledge, experience, integrity and personality, are capable of fulfilling the duties of a Supervisory Board member in a globally active, capital market-oriented mechanical and plant engineering company and of promoting the Koenig & Bauer Group's reputation in the public eye.

These objectives take into account the legal requirements and – except where any exception is disclosed – the recommendations of the German Corporate Governance Code (the "Code") with regard to diversity, appropriate gender representation and the need for independence, international experience and professional skills.

In addition to the individual requirements that apply to each member, the members of the Supervisory Board have drawn up a profile of skills and a diversity policy for the Supervisory Board in its entirety. The Supervisory Board aims to ensure that both the diversity policy and the profile of skills are duly implemented. When considering candidates for by-election or as a replacement for positions on the Supervisory Board that have become vacant, the Supervisory Board will take into account the aspects contained in the profile of skills and the diversity policy.

Individual requirements

The members of the Supervisory Board should possess business or operational experience as well as general knowledge of mechanical and plant engineering and the printing and media sector. Each member of the Supervisory Board should be familiar with and have an understanding of Koenig & Bauer AG's portfolio, customers, markets and strategy. Conditions in the capital markets and the special characteristics of a listed company should be known to the members of the Supervisory Board.

* The designations of persons used in this document refer equally to female, male and diverse persons. Duplicate and generic designations are dispensed with in favour of enhanced readability.

Independence

The shareholder representatives on the Supervisory Board should include what they consider to be an adequate number of independent members. In assessing independence, the Supervisory Board will be guided by recommendations C.6 and C.7 of the German Corporate Governance Code (the "Code"). A member of the Supervisory Board is regarded as being independent within the meaning of the Code if he or she is independent of Koenig & Bauer AG, its Management Board and any of its controlling shareholders. More than half of the shareholder representatives should be independent of the Company and the Management Board.

Members of the Supervisory Board should not engage in any management or advisory activities for or hold any personal relationship with significant competitors of Koenig & Bauer AG. Material and protracted conflict of interests should be avoided.

No more than two former members of Koenig & Bauer AG's Management Board should hold seats on the Supervisory Board. The statutory two-year cooling-off period applies to former members of the Management Board.

Each member of the Supervisory Board should ensure that he/she is able to devote sufficient time to perform his/her duties. In addition to the statutory mandate restrictions, the upper limit of two supervisory board mandates for members of management boards of listed companies or five supervisory board mandates for other members recommended by the Code must be observed.

Age limit and length of membership

Section V, Article 9.3 of Koenig & Bauer AG's Articles of Association stipulates that only persons who have not yet reached the age of 67 at the time they are elected may be nominated for election to the Supervisory Board.

The Supervisory Board considers regular renewal of its composition to be important but believes that this must always be weighed against the advantages of continuity on the Supervisory Board. Stability in the composition of the Supervisory Board promotes joint activities based on a spirit of mutual trust within the Supervisory Board and with the Management Board. If the experience gained through many years of Supervisory Board membership is also taken into account, continuity on the Supervisory Board may be of greater value for the company than renewal. In the light of these considerations, the Supervisory Board believes that shareholder representatives should as a rule not serve on the Supervisory Board for more than three terms of office.

The Supervisory Board proposed to the shareholders at the annual general meeting on 16 June 2023 that Article 9.2 of the Articles of Association, which provided for a fixed five-year term of office, be amended to match the wording of section 102 of the German Stock Corporation Act, which states that members of the Supervisory Board may not be appointed for any longer than a period expiring at the end of the annual general meeting at which a resolution is passed to ratify their actions for the fourth financial year after the commencement of their term of office. This amendment to the Articles of Association was

adopted at the annual general meeting with a majority of 99.96% of the share capital represented and now makes it possible for individual candidates to be proposed for election at the annual general meeting for a shorter term of office. The Nominating Committee will consider each nomination in this regard. As a rule, candidates for election are to be proposed for a maximum term of office of four years.

Requirements for the composition of the Supervisory Board

Profile of skills for the Supervisory Board

The Supervisory Board as a whole should possess the skills that are considered to be material in the light of Koenig & Bauer AG's activities. This particularly includes experience and knowledge in the fields of competence listed in the table:

The Supervisory Board members themselves evaluate and assign the fields of competence to their individual profile of skills. They assess their skills in the individual fields by reference to the following competency levels:

Competency level 1: Basic knowledge

Competency level 2: In-depth knowledge

Knowledge acquired through existing qualifications (professional background) or from activities as a member of the Supervisory Board as well as through regular further education in the applicable field of competence

Competence level 3: Specific knowledge/expert knowledge

In-depth knowledge/expertise derived from existing qualifications or from activities as a member of the Supervisory Board as well as through further education and practical experience in the relevant field of competence

Field of competence	Description
Committee work	Experience as a member of supervisory boards, advisory boards and/or other governance bodies
International experience	<p>Personal experience in managing a globally active, medium-sized or large company or performing key functions in an internationally active, large or medium-sized company.</p> <p>Good understanding of the customer landscape and competition in key international markets and/or growth and sales markets that are important for Koenig & Bauer. Foreign residence is not a necessary prerequisite for this.</p>
Management/leadership/strategy	Knowledge/experience in the management of companies in the mechanical and plant engineering sector and/or industrial companies.

	<p>Management of companies experiencing structural changes, other change processes and efficiency programmes</p> <p>Strategy development</p>
Human resources	<p>Knowledge/experience in human resource management and/or development, preferably in companies subject to codetermination requirements</p> <p>Recruitment and leadership development, management remuneration</p>
Legal, compliance and corporate governance	<p>Knowledge of corporate law, labour law, including the law on co-determination and employer/employee relations, tax law and capital market law</p> <p>Knowledge of the legal provisions and standards on corporate governance and compliance for a listed company (German Corporate Governance Code, Market Abuse Regulation, etc.)</p>
Mergers and acquisitions (M&A)	Portfolio development and implementation in M&A transactions
Capital market/corporate finance	Knowledge of capital markets, experience in dealing with investors, proxies and other stakeholders
Accounting	Knowledge/experience in the application of international accounting standards (IAS/IFRS), internal control procedures, including sustainability reporting
Auditing	Knowledge/experience in auditing annual and consolidated financial statements, including sustainability reporting and related auditing activities
IT systems/cybersecurity	Understanding of how IT systems work, cyberattacks and risks and their impact on Koenig & Bauer AG IT security, data protection and information security
Digitisation	Knowledge/experience in the digitisation of business processes and the implementation of new digital technologies
Risk management	Experience in managing operational, market, financial, legal and compliance risks using internal control systems

Sales, marketing and after-sales service	Knowledge of the management and control of sales processes and structures, the marketing of capital goods as well as after-sales service in plant and mechanical engineering
Operations/operational excellence	Knowledge of the management, control and optimisation of purchasing, production, assembly and logistics processes and workflows
Environment, social and corporate governance (ESG)	Knowledge of ESG factors and their significance for Koenig & Bauer AG

In addition, the Supervisory Board as a whole should be familiar with mechanical and plant engineering as well as the business areas in which the Company operates. This also includes a basic knowledge of the printing and media sector as well as the packaging sector and Koenig & Bauer AG's range.

In accordance with the profile of skills, at least one member of the Supervisory Board representing the shareholders must hold expertise in accounting and at least one other member must hold expertise in auditing within the meaning of section 100 (5) of the German Stock Corporation Act ("financial expert"). Accounting and auditing also include sustainability reporting and related auditing activities. The Chair of the Audit Committee should be an expert and independent in at least one of these two areas.

In addition, the Supervisory Board has determined with respect to the shareholder representatives that

- at least three members should have practical experience of working on supervisory boards and/or comparable supervisory bodies,
- at least two members should have experience in a management and key position in international corporations,
- at least one member should have expertise in plant and mechanical engineering
- at least one member should have extensive experience in innovation, research & development and technology,
- at least one member should possess special expertise of the printing and media industry as well as in packaging printing,
- at least one member of the Supervisory Board should have a special understanding of the capital market and corporate finance,
- at least one member should have appropriate expertise in ESG and CSR within the meaning of the Code.

Diversity policy

The profile of skills described above also forms an essential part of the diversity policy. In this respect, reference should be made to the objectives with respect to the composition of the Supervisory Board. The Supervisory Board pays attention to diversity in determining its

composition. In addition to appropriate gender representation, this includes a balanced age structure, the inclusion of different professional and international backgrounds as well as different educational and professional backgrounds and ways of thinking. When considering candidates for by-election or replacement, diversity aspects should be adequately included at an early stage. As Koenig & Bauer AG is a German listed public limited-liability company subject to the German Co-Determination Act, the Supervisory Board is composed of at least 30% women and at least 30% men in accordance with the principles set out in section 96 (2) of the German Stock Corporation Act.

Unless otherwise specified, the diversity policy, profile of skills and the objectives stated refer to the Supervisory Board as a whole. However, these objectives only apply to proposals for the election of shareholder representatives as the Supervisory Board is only able to submit proposals for these. The Supervisory Board is not able to influence the election of the employee representatives.

The Supervisory Board will regularly review the objectives defined for its composition and profile of skills.

Progress on implementing the profile of skills and the diversity policy is presented in the form of a qualification matrix. The Supervisory Board will determine which of its required skills and expertise must be strengthened before any new appointments are made.

Würzburg, March 2024

Koenig & Bauer AG Supervisory Board