

Composition and objectives (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 have 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.

Candidates should therefore 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, experience, internationality and professional skills.

In addition to the individual requirements that apply to each member, a profile of skills and a diversity policy have been adopted for the entire Supervisory Board. 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 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 and general knowledge of mechanical and plant engineering as well as 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.

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 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 in 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 even 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.

Section V, Article 9.2. of Koenig & Bauer's Articles of Association currently stipulates that the members of the Supervisory Board are to be appointed by the shareholders for a term of office expiring at the end of the annual general meeting at which a resolution is passed to ratify the actions of the members of the Supervisory Board for the fourth financial year after they are elected by the shareholders. This translates into a fixed period of 5 years per term of office. The Supervisory Board intends to propose to the shareholders at the annual general meeting that Article 9.2 of the Articles of Association 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 makes it possible to propose individual candidates 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 should 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 following fields of competence:

Field of competence	Description
International experience	<p>Personal experience in managing or performing the key functions of a globally active, large or medium-sized company</p> <p>Good understanding of the customer and investor landscape in key international markets and/or expansionary markets that are important for Koenig & Bauer. A place of residence abroad is not a prerequisite for this.</p>
Management / leadership / human resources	<p>Experience and knowledge in the management of companies in the mechanical and plant engineering sector and/or industrial companies in the event of structural changes in the industry, other change processes and efficiency programmes</p> <p>Experience and knowledge in human resource management, including recruitment and leadership development</p> <p>Practical experience in the area of co-determination and the law pertaining to employer/employee relations</p>
Legal / corporate governance / compliance /co-determination	<p>Basic 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>
Strategy/ M&A	<p>Experience with strategy development and implementation processes</p> <p>Experience with M&A processes</p>

Finance/ capital market /investors	Good knowledge of corporate finance and capital markets, experience in dealing with investors and other stakeholders
Accounting	In-depth knowledge and experience in the application of international accounting standards and internal control procedures including sustainability reporting and related auditing activities
Auditing	Expertise and personal experience in auditing, including sustainability reporting and related auditing activities
IT systems /cybersecurity	Understanding of how IT systems work, cyberthreats and the impact of cyberattacks on the Company Knowledge of the legal framework for data protection and IT security
Digitisation	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	Basic knowledge of the management and control of sales processes and structures, the marketing of capital goods as well as after-sales service activities in plant and mechanical engineering
Operations/operational excellence	Basic knowledge of the management and control of purchasing, production, assembly, logistics processes and workflows
Environment, social and corporate governance (ESG)	Knowledge of ESG factors and their significance for Koenig & Bauer AG Expertise in sustainability, sustainable technologies and corporate responsibility

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 chairperson 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 other member should have extensive experience in innovation, research, development and technology,
- at least one other member should have special expertise in the printing and media industry and in packaging printing,
- at least one member should have relevant expertise in ESG and CSR as defined in 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 participation, this includes a balanced age structure, the inclusion of different professional and international horizons of experience 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 2023

The Supervisory Board