

KOENIG & BAUER

Invitation

# 98. Annual General Meeting of Shareholders



we're on it.

# Information pursuant to Section 125 of the German Stock Corporation Act in conjunction with Table 3 of the Commission Implementing Regulation (EU) 2018/1212 (EU-IR)

## A. Specification of the message

|                                   |   |
|-----------------------------------|---|
| 1. Unique identifier of the event | Annual General Meeting of Koenig & Bauer AG on June 16, 2023<br><b>formal specification according to EU-IR:</b><br>a9590c9aa7e2ed118146005056888925 |
| 2. Type of message                | Notice of Annual General Meeting<br><b>formal specification according to EU-IR:</b> NEWM  |

## B. Specification of issuer

|                   |                   |
|-------------------|-------------------|
| 1. ISIN           | DE0007193500      |
| 2. Name of issuer | Koenig & Bauer AG |

## C. Specification of the meeting

|   |  |
|---|--|
| 1. Date of the Annual General Meeting     | June 16, 2023<br><b>formal specification according to EU-IR:</b> 20230616  |
| 2. Time of the Annual General Meeting     | 11:00 a.m. (CEST)<br><b>formal specification according to EU-IR:</b> 9:00 a.m. (UTC)   |
| 3. Type of General Meeting                | Annual General Meeting (in-person meeting with physical presence of shareholders and their proxies)<br><b>formal specification according to EU-IR:</b> GMET  |
| 4. Location of the Annual General Meeting | Vogel Convention Center (VCC), Max-Planck-Str. 7/9, 97082 Würzburg, Germany  |
| 5. Record Date                            | May 25, 2023, 24:00 hours (CEST)<br><b>formal specification according to EU-IR:</b> 20230525<br>[The record date within the meaning of section 123 para. 4 German Stock Corporation Act (AktG) and section 14.4 of the Company's Articles of Association shall be 26 May 2023, 14.4 of the Articles of Association of Koenig & Bauer AG is 26 May 2023, 0:00 (CEST) (25 May 2023, 10:00 p.m. UTC)] |
| 6. Uniform Resource Locator (URL)         | <a href="https://investors.koenig-bauer.com/de/hauptversammlung/">https://investors.koenig-bauer.com/de/hauptversammlung/</a>  |

## D. Participation in the Annual General Meeting

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|--|---|
| 1. Method of participation by shareholder                | <ul style="list-style-type: none"> <li>• In-person voting on site</li> <li>• by granting power of attorney to a third party or by granting power of attorney and issuing instructions to the proxies nominated by the company</li> <li>• by postal voting (without physical participation)</li> </ul> <b>formal specification according to EU-IR:</b> PH, PX, EV  |
| 2. Issuer deadline for the notification of participation | June 9, 2023, 24:00 hours (CEST) (receipt of the registration is decisive)<br><b>formal specification according to EU-IR:</b> 20230609, 10:00 p.m. (UTC)  |
| 3. Issuer deadline for voting                            | <u>In-person voting on site:</u><br>June 16, 2023, from 11:00 a.m (CEST) up to the time determined by the chairman of the meeting in the course of the voting.<br><b>formal specification according to EU-IR:</b> 20230616, from 09:00 a.m. (UTC) up to the time determined by the chairman of the meeting in the course of the voting.<br><br><u>by postal voting.</u><br>per letter or email / electronically via the InvestorPortal:<br>June 15, 2023; 6:00 p.m. (CEST) (admission relevant)<br><b>formal specification according to EU-IR:</b> 20230615, 4:00 p.m. (UTC)<br><br><u>by granting power of attorney and issuing instructions to the proxies nominated by the company</u><br>per letter or email / electronically via the InvestorPortal:<br>June 15, 2023; 6:00 p.m. (CEST) (admission relevant)<br><b>formal specification according to EU-IR:</b> 20230615, 4:00 p.m. (UTC)<br>Shareholders attending in person and their proxies, to the extent that they have the right to sub-authorise, may authorise and instruct proxies of the Company to exercise their voting rights during the General Meeting until voting commences.<br><br><u>by granting power of attorney to a third party</u><br>per letter or email / electronically via the InvestorPortal:<br>June 15, 2023; 6:00 p.m. (CEST) (admission relevant)<br><b>formal specification according to EU-IR:</b> 20230615; 4:00 p.m. (UTC)<br>In addition, the proxy may prove that he/she has been granted a power of attorney by presenting the power of attorney at the entrance control on the day of the Annual General Meeting. The revocation may also be declared by the shareholder's personal appearance at the Annual General Meeting.<br>Shareholders appearing in person as well as their proxies, insofar as they have the right to sub-authorisation, may authorise third parties to exercise their voting rights during the Annual General Meeting until voting commences. |

Koenig & Bauer AG, Würzburg

# 98<sup>th</sup> Annual General Meeting of Shareholders

**WKN 719 350**  
**ISIN DE0007193500**

We cordially invite the shareholders to the 98th Annual General Meeting of our Company. The Annual General Meeting will be held on

**Friday, June 16, 2023 at 11:00 a.m.**

at the Vogel Convention Center (VCC), Max-Planck-Straße 7/9 (Eingang Ost),  
97082 Würzburg, Germany.

\* Please note that this version of the invitation to the Annual General Meeting of Koenig & Bauer prepared for the convenience of English-speaking readers is a translation of the German original. For purposes of interpretation, the German text shall be authoritative and final.

## I. Agenda

1. **Presentation of the adopted annual financial statements and the approved consolidated financial statements as well as the combined management report for Koenig & Bauer AG and the Koenig & Bauer Group as at December 31, 2022, the non-financial Group report and the report of the Supervisory Board for the financial year 2022**
2. **Resolution on the appropriation of the net profit of Koenig & Bauer AG for the financial year 2022**
3. **Resolution on the discharge of the members of the Management Board of Koenig & Bauer AG for the financial year 2022**
4. **Resolution on the discharge of the members of the Supervisory Board of Koenig & Bauer AG for the financial year 2022**
5. **Election of the auditor and the group auditor for the financial year 2023**
6. **Resolution on the approval of the remuneration report for the financial year 2022**
7. **Resolution on the term of office of the members of the Supervisory Board and the corresponding amendment to the Articles of Association (Section V, item 9.2)**
8. **Elections to the Supervisory Board**
9. **Resolution on the authorization of the Management Board to hold virtual general meetings and corresponding amendment to the Articles of Association (Section VI, new item 14.11)**

## II. Proposals for resolutions

### 1. **Presentation of the adopted annual financial statements and the approved consolidated financial statements as well as the combined management report for Koenig & Bauer AG and the Koenig & Bauer Group as at December 31, 2022, the non-financial Group report and the report of the Supervisory Board for the financial year 2022**

The aforementioned documents also include the explanatory report on the disclosures pursuant to Section 289a para 1 German Commercial Code (Handelsgesetzbuch – HGB) and Section 315a para 1 HGB. The documents will be published and available on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/> from the date of convening. They will also be accessible there during the Annual General Meeting. They will also be sent to shareholders by mail on request. The financial statements and reports will also be explained at the Annual General Meeting. The declaration on corporate governance with the corporate governance report and the compensation report for the members of the Management Board and Supervisory Board for the financial year 2022 can also be found on the above website.

At its meeting on March 21, 2023, the Supervisory Board approved the annual financial statements prepared by the Management Board, which are thus adopted. At the same meeting, it also approved the consolidated financial statements. In accordance with the statutory provisions, no resolution is therefore to be adopted by the Annual General Meeting on this agenda item.

### 2. **Resolution on the appropriation of the net profit of Koenig & Bauer AG for the financial year 2022**

The Management Board and Supervisory Board propose that the unappropriated profit of € 1,334,307.70 be transferred to the Company's revenue reserves.

### 3. **Resolution on the discharge of the members of the Management Board of Koenig & Bauer AG for the financial year 2022**

The Supervisory Board and the Management Board propose that discharge be granted to the members of the Management Board holding office in the financial year 2022 for this period.

### 4. **Resolution on the discharge of the members of the Supervisory Board of Koenig & Bauer AG for the financial year 2022**

The Management Board and the Supervisory Board propose that discharge be granted to the members of the Supervisory Board holding office in the financial year 2022 for this period.

### 5. **Election of the auditor and the group auditor for the financial year 2023**

Based on the recommendation of its Audit Committee, the Supervisory Board proposes that the following resolution be adopted:

“PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Nuremberg branch, is appointed auditor of the financial statements and group financial statements for the financial year 2023.”

Both the recommendation of the Audit Committee and the proposal of the Supervisory Board are free from any undue influence by third parties. Nor were any restrictions imposed on the Audit Committee or the Supervisory Board with regard to the selection of a particular auditor or audit firm (Art. 16 para 6 of the EU Regulation on Statutory Auditors).

Before submitting the election proposal, the Supervisory Board obtained a declaration of independence from PricewaterhouseCoopers GmbH, Frankfurt am Main, Nuremberg branch.

### 6. **Resolution on the approval of the remuneration report for the financial year 2022**

In accordance with Section 162 of the German Stock Corporation Act (Aktiengesetz – AktG), the Management Board and Supervisory Board have prepared a report on the compensation granted and owed to the members of the

Management Board and Supervisory Board in the financial year 2022, which will be submitted to the Annual General Meeting for approval in accordance with Section 120a para 4 AktG.

In accordance with Section 162 para 3 AktG, the compensation report was examined by the auditor to determine whether the legally required disclosures pursuant to Section 162 para 1 and para 2 AktG had been made. In addition to the statutory requirements, the auditor also examined the content of the report. The report on the audit of the compensation report is attached to the compensation report.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

“The compensation report prepared by the Management Board and the Supervisory Board for the financial year 2022 is approved.”

The compensation report is printed in section III “Reports, attachments and further information on the agenda items” of this invitation and is available on our website at <https://investors.koenig-bauer.com/de/hauptversammlung/> from the time the Annual General Meeting is convened.

#### **7. Resolution on the term of office of the members of the Supervisory Board and the corresponding amendment to the Articles of Association (Section V, item 9.2)**

Section V, item 9.2 of the Articles of Association of Koenig & Bauer AG in the currently valid version provides that the election of the members of the Supervisory Board shall be carried out by the Annual General Meeting for a period until the end of the Annual General Meeting which resolves on the discharge for the fourth financial year after the beginning of the term of office of the Supervisory Board members. The financial year in which the election takes place is not included.

As a result, this corresponds to a regular term of office of five years. In view of the current discussion on the length of the term of office of supervisory board members, it was decided to propose to the Annual General Meeting that Section V, item 9.2 of the Articles of Association of Koenig & Bauer AG be adapted to the wording of Section 102 AktG, according to which supervi-

sory board members cannot be elected for a longer period than until the end of the Annual General Meeting that resolves on the ratification of actions for the fourth financial year after the beginning of the term of office. This makes it possible to propose individual candidates for election at the Annual General Meeting for a shorter term of office.

This allows the objectives for the composition of the Supervisory Board to be taken into account appropriately, particularly with regard to the age limit and length of service. In addition, it is possible to respond flexibly to changing requirements in terms of competencies.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

Section V, item 9.2 is reworded as follows:

“The members of the Supervisory Board shall be elected at the longest for 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 start of their term of office, not including the financial year in which their term of office begins.”

#### **8. Elections to the Supervisory Board**

The Supervisory Board member representing the shareholders, Mr. Matthias Hatschek, has resigned from office with effect from the end of this Annual General Meeting and will therefore leave the Supervisory Board at that time. Therefore, a new member on the side of the shareholder representatives is to be elected to the Supervisory Board by the Annual General Meeting.

The Supervisory Board of Koenig & Bauer AG consists of twelve members in accordance with Sections 96 para 1, para 2 and 101 para 1 AktG in conjunction with Section 7 para 1 sentence 1 no. 1 of the German Co-Determination Act (Mitbestimmungsgesetz - MitbestG). Section 7 para. 1 sentence 1 no. 1 MitbestG and Section V, item 9.1 of the Articles of Association of Koenig & Bauer AG, the Supervisory Board shall consist of twelve members and shall be composed of six shareholder representatives and six employee representatives, with at least 30 percent each of women and men.

The minimum quota must be fulfilled separately for both sides of the Koenig & Bauer AG Supervisory Board, both for the shareholders and the employee representatives, as the overall fulfillment was objected to. Therefore, at least two seats on the side of the shareholders as well as on the side of the employee representatives must be occupied by women and at least two seats by men. The female representatives on the Supervisory Board are Mrs. Dagmar Rehm and Prof. Dr.-Ing. Gisela Lanza on the shareholder side and Mrs. Julia Cuntz and Mrs. Simone Walter on the employee side. The remaining members of the Supervisory Board are men. The minimum bid is therefore currently met on both sides.

The Articles of Association of Koenig & Bauer AG currently provide for a term of office of five years for each Supervisory Board member. By means of the amendment to the Articles of Association proposed under agenda item 7 of this Annual General Meeting, Supervisory Board members standing for election may also be proposed for election for a shorter term of office. The Supervisory Board proposes to make use of this amendment to the Articles of Association already for this election and to limit the term of office of the new Supervisory Board member to be elected to four years.

At the suggestion of the Nomination Committee and taking into account the objectives for the composition of the Supervisory Board and the competence profile and diversity concept developed for the entire Board, the Supervisory Board proposes,

**Mr. Claus Bolza-Schünemann, retired, resident in Lübeck, Germany**

be elected to the Supervisory Board of Koenig & Bauer AG as shareholder representative.

Subject to the entry of the amendment to the Articles of Association proposed by the Management Board and Supervisory Board under agenda item 7 of this Annual General Meeting in the competent commercial register, the election of Mr. Claus Bolza-Schünemann shall be for the period until the end of the Annual General Meeting which will discharge the members of the Supervisory Board for the Company's financial year 2026.

If the resolution proposal submitted by the Management Board and Supervisory Board under agenda item 7 of this Annual General Meeting is not adopted or if the proposed amendment to the Articles of Association is not

entered in the relevant commercial register by the end of six months after the date of the Annual General Meeting, the term of office currently prescribed by the Articles of Association shall apply, i.e. the election shall be for the period until the end of the Annual General Meeting that will discharge the members of the Supervisory Board for the Company's financial year 2027.

As former CEO, Mr. Claus Bolza-Schünemann is very familiar with Koenig & Bauer AG, its business segments and in particular its product portfolio. Due to his specific competence profile as an industry expert and experienced CEO, he will, if elected, strengthen and expand the expertise of the entire board, particularly in the areas of innovation, research & development, technology in mechanical and plant engineering, as well as expertise in the printing and media industry and in packaging printing.

Disclosures in accordance with recommendation C. 13 German Corporate Governance Codex (in the currently valid version of April 28, 2022)

At Koenig & Bauer AG, the recommendations of the German Corporate Governance Code (GCGC) with regard to the independence of Supervisory Board members (recommendations C. 6 to C. 12) are fully complied with.

Mr. Claus Bolza-Schünemann resigned from the Koenig & Bauer AG Management Board on December 31, 2020. The two-year cooling-off period provided by law for former members of the Management Board pursuant to Section 100 para 2 Sentence 1 No. 4 AktG already expired on December 31, 2022. The Supervisory Board has satisfied itself that the candidate can devote the time required to exercise the mandate. Mr. Bolza-Schünemann has declared that, if elected, he will accept the mandate and not stand for election as Chairman of the Supervisory Board.

At the same time, in accordance with recommendation C.6 of the GCGC, the ownership structure should be taken into account on the shareholder side of the Supervisory Board. Claus Bolza-Schünemann holds 5.0 percent of the share capital of Koenig & Bauer AG. He is therefore the largest single shareholder in the Bolza-Schünemann family.

On the shareholder side, the Supervisory Board comprises five independent members as defined by the recommendations of the GCGC: Prof. Dr.-Ing. Raimund Klinkner, Mrs. Dagmar Rehm, Mr. Carsten Dentler, Prof. Dr.-Ing.

Gisela Lanza and Dr. Johannes Liechtenstein. The Supervisory Board's election proposal is thus in line with the objective that at least three members on the shareholder side should be independent within the meaning of the GCGC.

Information pursuant to Section 125 para 1 sentence 5 AktG and further information on the candidate proposed under this agenda item 8::

Mr. Claus Bolza-Schünemann is a member of the Advisory Board of Erich NETZSCH GmbH & Co. Holding KG, Selb/Oberfranken

The curriculum vitae and competence profile of Mr. Claus Bolza-Schünemann as well as further information can be found under [Section III – Reports, attachments and further information on the agenda items](#) – and on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/>.

#### **9. Resolution on the authorization of the Management Board to hold virtual general meetings and corresponding amendment to the Articles of Association (Section VI, new item 14.11)**

Section 118a AktG, which was newly introduced by the Act on the Introduction of Virtual General Meetings of Stock Corporations and the Amendment of Cooperative and Insolvency and Restructuring Law Provisions of July 20, 2022 (Federal Law Gazette of July 26, 2022, page 1166 et seq.), makes it possible to provide in the articles of association or to authorize the management board to provide for the general meeting to be held without the physical presence of the shareholders or their proxies at the location of the general meeting (virtual general meeting). A corresponding provision in the articles of association must be limited in time, with a maximum period of five years from entry of the corresponding amendment to the articles of association in the commercial register of the company.

The Koenig & Bauer AG Management Board and Supervisory Board generally prefer to hold the Annual General Meeting in person. Nevertheless, both boards are of the opinion that the virtual format as such has proven its worth in the past two years and that the Company should at least be able to hold Annual General Meetings in the modern virtual form in the future as well. Compared with general meetings under the so-called COVID-19 Act, the legislator has considerably extended the rights of shareholders in virtual general meetings under Section 118a para 1 sentence 1 AktG, thus bringing

the format of virtual general meetings much closer to general meetings at which shareholders are present. In particular, direct interaction between shareholders and the Management Board or Supervisory Board must be ensured in virtual general meetings in accordance with the new format, even during the general meeting. Shareholders have extensive rights to ask questions, speak and propose motions by means of electronic communication and/or video communication.

In order to be able to decide flexibly on the format of the Annual General Meeting, taking into account the interests of the shareholders and of the Company, the holding of a virtual Annual General Meeting is not to be directly prescribed by the Articles of Association, but the Management Board is to be authorized to determine the respective format of the Annual General Meeting. The proposed amendment to the Articles of Association will allow the Management Board to decide flexibly on the format of future Annual General Meetings and to respond to unforeseen events and legal restrictions accordingly. The Management Board will consider in detail, at its due discretion, and decide in the interests of the Company and its shareholders in which format the respective general meeting should be held. In making this decision, the Management Board will take into account, among other things, the items on the agenda, the objective of ensuring the broadest and most flexible participation of shareholders, and, in addition to cost aspects, health protection issues and aspects of sustainability, and will weigh them up in the light of these criteria.

The authorization in the Articles of Association shall initially be limited to a period of two years after it takes effect by entry in the commercial register. This time limit will enable the shareholders of the Company to decide in a timely manner whether they consider the authorization to amend the Articles of Association to have proved effective.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

In Section VI, item 14, a new item 14.11 is inserted as follows:

"The Management Board is authorized to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). The authorization of the Management Board shall apply for a period of two years after entry of this provision of the Articles of Association in the commercial register."

# III. Reports, annexes and further information on the agenda items

## Report on agenda item 6: Remuneration report for the members of the Management Board and Supervisory Board for the 2022 financial year

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://www.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 last financial year. 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 2022 and the short-term variable remuneration components (STI) for 2021. 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, Dr Stephen Kimmich, Mr Müller, Mr Sammeck

and Mr Ulverich as the ordinary Management Board members. On 24 June 2022, the Supervisory Board passed a resolution to terminate the current appointment of Mr Sammeck and Mr Müller by mutual agreement at the end of the day on 30 June 2022 and with effect as of 01 July 2022 to reappoint them to the Management Board for a term of three years until 30 June 2025 in Mr Sammeck's case and for a term of four years until 30 June 2026 in Mr Müller's case subject to the same wording of the applicable service contracts as before. Other than this, the service contracts of the Management Board members were not modified in the year under review.

## Principles of Management Board remuneration

The current remuneration system was adopted by the Supervisory Board at its meeting on 22 March 2021. The remuneration system for the Management Board complies with all currently applicable legal and regulatory requirements.

At the Annual General Meeting on May 11, 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 2021 was approved by a majority of 56.78 % of the capital represented. Looking forward, the Supervisory Board will be seeking greater approval of both the next remuneration system and the remuneration report by enhancing their transparency. However, the current remuneration system forms the basis for all service contracts in force with the Management Board members; the homogeneity of the service contracts was one of the objectives of the remuneration system and the service contracts are fixed for the term of the contract. In contrast to 2021, in which a one-off special remuneration was paid for 2020, no special remuneration was granted in the year under review. Moreover, the remuneration system will evolve in the wake of changes to the composition of the Management Board.

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 perfor-

mance and experience of the individual Management Board members, as well as the economic situation, success and future prospects of the Company 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 guided either by remuneration studies published by renowned institutions or a peer group composed of the MDAX or SDAX companies identified by 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 capitalization as part of a plausibility check. 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 appropriateness, the Supervisory Board considers the development of the Management Board remuneration in relation to the remuneration of 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.

The service contracts of all Management Board members were amended in 2020 to allow for the amended statutory requirements, in particular the requirements of the German Stock Corporation Act and of the Act on the Transposition of the Second Shareholder Rights Directive (ARUG II) as well as the recommendations of the German Corporate Governance Code as amended on 16 December 2019. Two existing contracts were amended accordingly as of 1 January 2021. As of 2021, the remuneration arrangements are the same for all Management Board members.

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

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

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| <b>Create incentives</b>                   | The remuneration system in its entirety provides incentives for the successful implementation of the Company's operational 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 attract and retain 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 the 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 differs 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).

The Supervisory Board reserves 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. No special remuneration was granted and owed for the year under review.

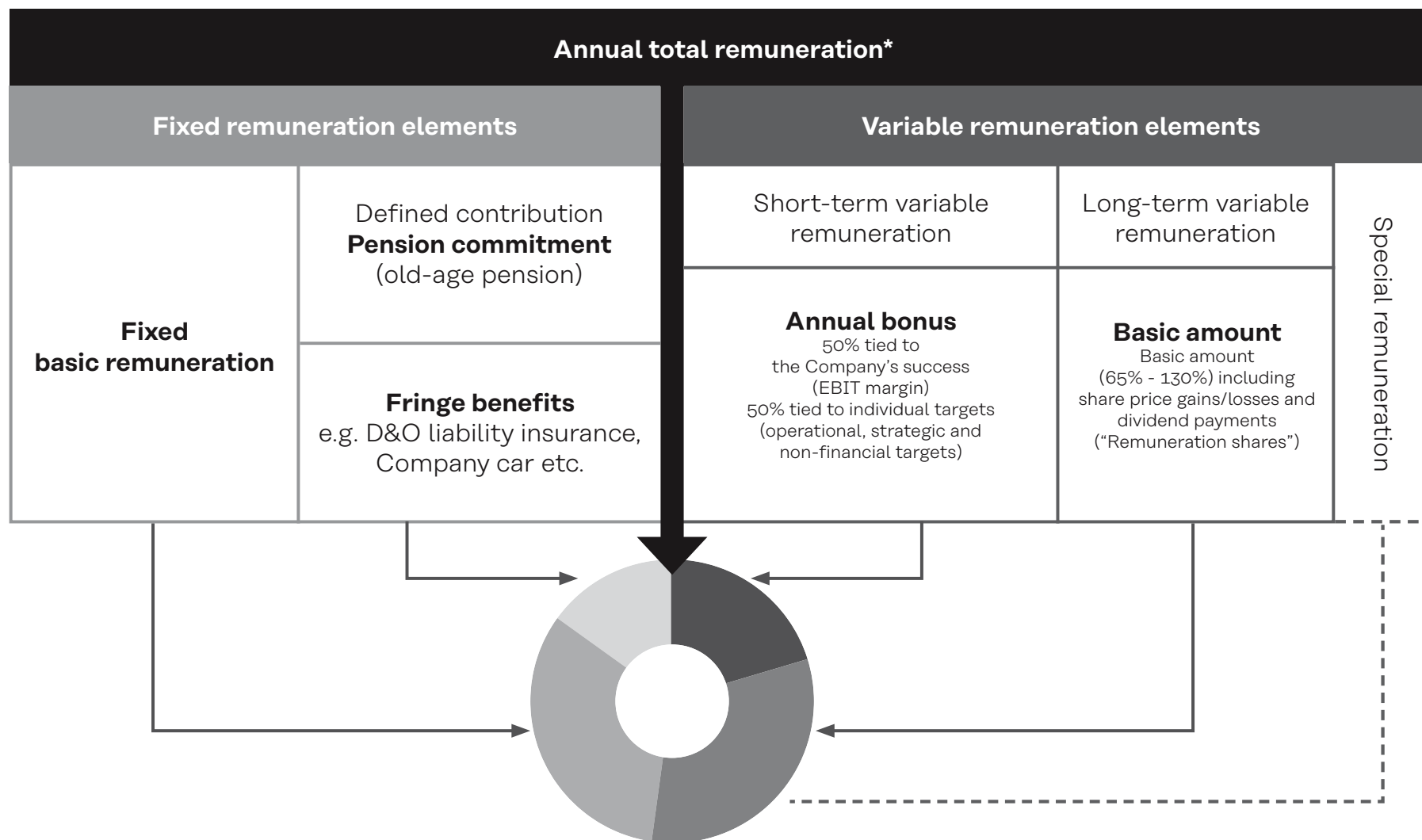
The total annual remuneration is capped at a maximum. The cap on the annual bonus and the staggered payment over time help to ensure that the Management Board members are not guided by short-term remuneration interests when managing the Company on their own responsibility.

The early-termination settlement is capped. Payments, including fringe benefits, may not exceed an amount equaling two year's 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 per cent, if the targets are achieved), the annual base amount of the remuneration in accordance with the Company's long-term performance (100 per cent, if the targets are achieved), the contribution to the pension scheme and fringe benefits

The remuneration system for the Management Board was applied to all active Management Board members 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 2022 was also granted under the remuneration system described above.

## Fixed remuneration elements

Fixed remuneration consists of three components: fixed remuneration, fringe benefits and retirement benefits.

### Fixed remuneration

The Management Board members receive fixed basic remuneration of the same amount, with the exception of the Chief Executive Officer, whose fixed remuneration is 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; care and maintenance of the vehicle; 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 €857,712, Dr Kimmich €187,223,450, Mr Müller €2,939,484, Mr Sammeck €2,995,249 and Mr Ulverich €233,450 at the end of 2022. Service cost (amount added annually by the Company through pension commitments, thus increasing the retirement benefit provisions) for 2022 stood at €143,680 for Dr Pleßke, €128,670 for Dr Kimmich, €110,975 for Mr Müller, €196,425 for Mr Sammeck and €160,487 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 percent is tied to the Group's success and
2. 50 percent to the achievement of individual 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 then 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 to the medium-term strategy adopted in consultation with the Supervisory Board, i.e. in accordance with the Performance 2024x efficiency programme until 2022. 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         |
|-------------------------------------|-----------------------------------|
| 40% operational target depending on | Department-dependent              |
| 40% strategic objective until       | By 2024 efficiency programme P24x |
| 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 are 150% achieved.

## Short-term incentive

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

The respective variable remuneration is structured as follows:

(1) 50 percent is tied to the Group's success and

(2) 50 percent to the achievement of individual targets defined for the individual member of the Management Board 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. (2) As a rule, (i) an operational, (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 the year under review, the short-term variable remuneration (one-year variable remuneration) was granted and owed for 2021. 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 2021 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 for all Management Board members are tied solely to performance indicators. A further 20% of the targets, 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, the strategic target is linked to a project plan (migration to S4/Hana) which is to be implemented under his responsibility, so that an evaluation component has been included by the Supervisory Board. Consequently, 90% of the targets for the Management Board do not contain any discretionary component, with the exception of Dr Kimmich, for whom this figure is 70%. The last 10% of the targets, the ESG targets, must be evaluated by the Supervisory Board on the basis of plans of action for all Management Board members.

### Group targets for 2021

An EBIT margin of at least – 1.8% must be achieved in 2021 for payment of 50% of the target bonus. The bonus target is paid out if the EBIT margin reaches 20%; the target is capped at 150% if the EBIT margin reaches 2.2%. The Group's EBIT margin came to 2.55% in 2021. The Group's EBIT margin target for 2021 was thus achieved and capped at 150% of the target.

### Operating target for 2021

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 the 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, EBIT for the Special segment is the decisive operating target. The EBIT margin for the Special segment was 8.94%, the target margin was 4.2%, with a minimum or maximum cap for a deviation of – or +2 percentage points from the target. For Dr. Kimmich, the free cash flow came to €14.3m, the target figure was € 56.3m, 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 –31.17%, the target margin was –5.9%, 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 Special segment was 3.74%, the target margin was 0.1%, 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 INDAG business unit is decisive. The EBIT margin for the INDAG business unit was 3.83%, the target margin was 0.2%, with a minimum or maximum cap for a deviation of – or +2 percentage points from the target.

The Group's operating targets target for 2021 were thus achieved by Dr Pleßke, Dr Kimmich, Mr Sammeck and Mr Ulverich and capped at 150% of the target. Mr Müller did not achieve his operating target.

### **Strategic target for 2021**

For Dr Pleßke, Mr Müller, Mr Sammeck and Mr Ulverich, the strategic target is linked to the implementation of the 2024x efficiency programme, as in 2020. The programme provides for a large number of operating adjustments, strategic measures, efficiency improvements and process modifications over a period of five years. In order to strengthen the Company's position as a leading supplier of presses for packaging, industrial and security printing and finishing and to boost its operating profitability, the Management Board significantly expanded the "Performance 2024" efficiency programme that had been initiated at the beginning of 2019/end of 2020, renaming it "Performance 2024 extended" in September 2020. It was successfully launched in 2020. In addition to boosting efficiency and scaling the Group on the basis of the moderate revenue growth expected over the next few years, the five-year programme aims at strengthening its competitiveness in the long term. A large number of initiatives are being taken to further develop and systematically expand the proven broad product range, to digitise processes and service offerings and particularly also to reduce manufacturing costs. In addition to a voluntary leaver programme, negotiations were launched with employee representatives and the trade unions to determine the specific and, as far as possible, socially acceptable form of the short and medium-term layoffs within the Group. The basis for the assessment is also the diverse projects at the production level to boost productivity. In addition to the production of all core parts in internal activities and multi-press operation in production, assembly optimization and the avoidance of empty costs, the optimisation of line tasks via shop floor management forms part of the comprehensive package of measures. The budget approved by the Supervisory Board forms the target for 100% achievement with regard to the savings effects for 2021, i.e. the actual effect on EBIT achieved as of 31 December 2021 resulting from the P24x measures compared to the budget. The actual EBIT effect from the P24x measures as of 31 December 2021 amounted to €65.2m, which is 13% above the budget of €57.5m. This translates

into target achievement of 113%. For Dr Kimmich, the strategic target is linked to the implementation of the plans for the POINT project for the roll-out of SAP S4/Hana. Under its discretionary powers, the Supervisory Board at its meeting of 22 March 2022 assessed the implementation of the project plan in detail and adopted and passed a resolution on target achievement of 100%.

### **Non-financial (ESG) target for 2021**

The ESG target aims to highlight corporate social responsibility and to ensure that the necessary foundations are laid for the operating challenges arising 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. the achievement of 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 pro-

tection through the sourcing or internal generation of ecological primary energy under its green energy policy. 'For this reason, the environment cluster focuses on the implementation of the green energy policy. To the end, measures were evaluated to reduce the carbon footprint. The protection of digital assets is also important for Koenig & Bauer. Consequently, the target of performing cyber security screening was defined within the governance cluster in 2021. The findings and the measures defined on the basis were presented to and evaluated by the Supervisory Board.

100% target achievement was determined by the Supervisory Board for each of the individual Management Board members.

### Overall target achievement in 2021

This results in the following overall target achievement, taking into account the respective weighting, adopted by the Supervisory Board at its meeting of 22 March 2022:

| <b>Management board member</b> | <b>Group target Weighting: 50% in %</b> | <b>Operating target Weighting: 20% in %</b> | <b>Strategic target Weighting: 20% in %</b> | <b>ESG target Weighting: 10% in %</b> | <b>Total target achievement in %</b> |
|--------------------------------|---|---|---|---------------------------------------|--------------------------------------|
| Dr. Andreas Pleßke             | 150                                     | 150   | 113,39                                      | 100                                   | 137,68                               |
| Dr. Stephen Kimmich            | 150                                     | 150   | 100,00                                      | 100                                   | 135,00                               |
| Christoph Müller               | 150                                     | 0   | 113,39                                      | 100                                   | 107,66                               |
| Ralf Sammeck                   | 150                                     | 150   | 113,39                                      | 100                                   | 137,68                               |
| Michael Ulverich               | 150                                     | 150   | 113,39                                      | 100                                   | 137,68                               |

### Target achievement in 2021 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.

In accordance with this requirement, the following STI was granted and owed for 2021 in 2022 to the Management Board members on the basis of its overall target achievement.

| <b>Management board member</b> | <b>Target value 50% of the fixed remuneration at 100% (90% of the fixed remuneration at 150%) € thous.</b> | <b>Deferred STI for 2021 € thous.</b> | <b>Target achievement multiplier 2021 von 90% in %</b> | <b>STI 2021 granted and owned € thous.</b> |
|--------------------------------|--|---------------------------------------|--|--|
| Dr. Andreas Pleßke             | 360 (540)  | 500                                   | 82,61  | 496  |
| Dr. Stephen Kimmich            | 288 (432)  | 400                                   | 81,00  | 389  |
| Christoph Müller               | 288 (432)  | 314                                   | 64,61  | 310  |
| Ralf Sammeck                   | 288 (432)  | 400                                   | 82,61  | 397  |
| Michael Ulverich               | 288 (432)  | 400                                   | 82,61  | 397  |

### Committed variable remuneration for the year under review

The short-term variable remuneration granted to the Management Board members for 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 Supervisory Board at its meeting on 7 December 2022.

### Target criteria for 2022:

In accordance with the remuneration system, the target criteria for the year under review were adopted by the Supervisory Board at its meeting of 10 December 2021.

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 und 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, have also been linked to a performance indicator in the case of Management Board members Dr Pleßke, Mr Müller, Mr Sammeck and Mr Ulverich; for Mr Kimmich, the strategic target has been linked to a project plan, which is based on fixed implementation milestones and therefore likewise does not contain any discretionary component. This means that 90% of the targets for the management Board do not contain any discretionary component. The last 10% of the targets, i.e. the ESG targets, are evaluated by the Supervisory Board at its own discretion.

### **Group target for 2022**

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 equaling 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 2022**

The operating target is linked to the EBIT of the segment, business unit or division in question. The principles for setting the 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 maximum target of 50% and 150%, respectively, is set. For Dr Pleßke, EBIT for the Special segment is the decisive operating target. The target according to the budget is 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 for 2022 is the decisive operating target. The budget provides for a figure of € -8.9m, with a minimum or maximum cap for a deviation of – or +5 percentage points from the target. For Mr Müller, EBIT for the D&W segment is the decisive operating target. The target according to the budget is 6.4%, with a minimum or maximum cap for a deviation of – or +2 percentage points from the target. For Mr Sammeck, the EBIT of the Sheetfed segment is the decisive operating target. The target according to the budget is 3.6%, with a minimum or cap

for a deviation of – or +2 percentage points from the target. For Mr Ulverich, EBIT for the INDAG business unit is the decisive operating target. The target according to the budget is 1.6%, with a minimum or cap for a deviation of – or +2 percentage points from the target.

### **Strategic target for 2022**

For Dr Pleßke, Mr Müller, Mr Sammeck and Mr Ulverich, 50% of the strategic target is linked to the implementation of the 2024x efficiency programme. The programme provides for a large number of operating adjustments, strategic measures, efficiency improvements and process modifications over a period of five years. In Dr Pleßke's case, the other 50% of this 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 50% on the implementation of the project point and 50% on the M&A process and mobilization.

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

The ESG target aims to ensure that corporate social responsibility comes to the fore. 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 s includes strategies and actions relating to equal opportunities, i.e. 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 2022 and compares them with the remuneration amounts under STI 2021.

| Management board member | Target achievement STI 2021 (%) | Target STI 2021 (€ thous.) | Target achievement assumption STI 2022 in % | Target deferred STI 2022 (€ thous.) |
|-------------------------|---------------------------------|----------------------------|---|-------------------------------------|
| Dr. Andreas Pleßke      | 82,61                           | 496                        | 48,6  | 292                                 |
| Dr. Stephen Kimmich     | 81,00                           | 389                        | 42,0  | 202                                 |
| Christoph Müller        | 64,61                           | 310                        | 42,0  | 202                                 |
| Ralf Sammeck            | 82,61                           | 397                        | 51,3  | 246                                 |
| Michael Ulverich        | 82,61                           | 397                        | 42,0  | 202                                 |

## 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 shareholder 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 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 on shares from the restricted account or have the corresponding amount (base amount plus any gains or losses in the share price) paid out.

| Basic amount (Minimum)      | Basic 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 |  |                |

### 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 dependent 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 business performance

Remuneration tied to the Company's long-term business performance that was granted and owed for 2021 was paid out in 2022. Remuneration tied to the Company's long-term business performance, as defined in the remuneration system, was paid out for the first time for 2020, but only for Dr Kimmich and Mr Ulverich, who joined the Management Board in 2020. After the amendment of the Management Board service contracts to bring them into line with the remuneration system, all Management Board members have since 2021 received

remuneration calculated in accordance with the remuneration system described above, which is tied to the Company's long-term business performance. 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 2021 for the overall target achievement in 2021 for remuneration tied to the Company's long-term business performance.

#### Target achievement in 2021 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 granted and owed for 2021 to the Management Board members on the basis of its overall target achievement:

| Management board member | Target value 65% of the fixed remuneration at 100% (130% of the fixed remuneration at 150%) | Target deferred STI for 2021 € thous. | Target achievement multiplier of 2021 von 130% | LTI 2021 € thous. |
|-------------------------|---|---------------------------------------|--|-------------------|
| Dr. Andreas Pleßke      | 390 (780)   | 750                                   | 122,97   | 738               |
| Dr. Stephen Kimmich     | 312 (624)   | 600                                   | 118,85   | 570               |
| Christoph Müller        | 312 (624)   | 378                                   | 76,81  | 369               |
| Ralf Sammeck            | 312 (624)   | 600                                   | 122,97   | 590               |
| Michael Ulverich        | 312 (624)   | 600                                   | 122,97   | 590               |

#### (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 member of the Management Board from that date ("remuneration shares"). The (virtual) shares are subject to a lock-up period of four years. During this lock-up period, the Management Board member may not sell the shares and/or transfer them in any form whatsoever. The base amount plus any gains or less any losses in the share price is paid out after the expiry of the lock-up period.

| Management board member | LTI 2021 (€ thous.) | Share price on exchange day (€) | Remuneration share 2021 | Remuneration share in locked-up account | Total Remuneration share in locked-up account |
|-------------------------|---------------------|---------------------------------|-------------------------|---|---|
| Dr. Andreas Pleßke      | 738                 | 15,66                           | 47.114,94               | 0                                       | 47.114,94                                     |
| Dr. Stephen Kimmich     | 570                 | 15,66                           | 36.429,12               | 8.277,15                                | 44.706,27                                     |
| Christoph Müller        | 369                 | 15,66                           | 23.543,30               | 0                                       | 23.543,30                                     |
| Ralf Sammeck            | 590                 | 15,66                           | 37.691,95               | 0                                       | 37.691,95                                     |
| Michael Ulverich        | 590                 | 15,66                           | 37.691,95               | 8.277,15                                | 45.969,10                                     |

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 €15.66 on the exchange date (day after the annual general meeting held on 25 May 2022). Accordingly, a total of €2.857m or 182,471.26 virtual shares were invested in 2022.

**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 business performance were determined at the meeting of the Supervisory Board on 7 December 2022. Of the maximum achievable amount of 130% of one gross annual salary, 65% of the gross annual salary was deferred. There is no increase beyond the target base amount due to the assumed target achievement in 2022.

The following table sets out the deferred remuneration amounts under LTI 2022 and compares them with the remuneration amounts under LTI 2021.

| Management board member | Target achievement LTI 2021 (%) | LTI 2021 (€ thous.) | Assumed target amount | Assumed target amount      |
|-------------------------|---------------------------------|---------------------|-----------------------|----------------------------|
|                         |                                 |                     | amount LTI 2022 (%)   | amount LTI 2022 (€ thous.) |
| Dr. Andreas Pleßke      | 122,97                          | 738                 | 112,97                | 390                        |
| Dr. Stephen Kimmich     | 118,85                          | 570                 | 118,85                | 312                        |
| Christoph Müller        | 76,81                           | 369                 | 76,81                 | 312                        |
| Ralf Sammeck            | 122,97                          | 590                 | 122,97                | 312                        |
| Michael Ulverich        | 122,97                          | 590                 | 122,97                | 312                        |

## 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 2022. The remuneration components accruing to the Management Board members in 2022 are deemed to have been granted and owed. These are the fixed remuneration components for 2022 and the short-term variable remuneration (STI) for 2021.

|                                      |                    | Dr. Andreas Pleßke                                  |            |              |            | Dr. Stephen Kimmich |            |            |            | Christoph Müller   |            |            |            | Ralf Sammeck                                     |            |            |            | Michael Ulverich |            |            |            |
|--------------------------------------|--------------------|---|------------|--------------|------------|---------------------|------------|------------|------------|--|------------|------------|------------|--|------------|------------|------------|------------------|------------|------------|------------|
|                                      |                    | CEO/Management Board Member responsible for Special |            |              |            | CFO                 |            |            |            | Management Board Member responsible for Digital & Webfed |            |            |            | Management Board Member responsible for Sheetfed |            |            |            | COO              |            |            |            |
|                                      |                    | 2021  |            | 2022         |            | 2021                |            | 2022       |            | 2021   |            | 2022       |            | 2021   |            | 2022       |            | 2021             |            | 2022       |            |
|                                      |                    | € thous.  | %          | € thous.     | %          | € thous.            | %          | € thous.   | %          | € thous.   | %          | € thous.   | %          | € thous.   | %          | € thous.   | %          | € thous.         | %          | € thous.   | %          |
| Non-performance-related remuneration | Fixed remuneration | 600   | 75         | 600          | 54         | 460                 | 77         | 480        | 53         | 480  | 83         | 480        | 59         | 480  | 83         | 480        | 54         | 480              | 77         | 480        | 54         |
|                                      | Fringe benefits*   | 40  | 5          | 24           | 2          | 42                  | 7          | 38         | 4          | 26   | 4          | 25         | 3          | 28   | 5          | 28         | 2          | 37               | 6          | 37         | 3          |
| <b>Total</b>                         |                    | <b>640</b>  | <b>80</b>  | <b>624</b>   | <b>56</b>  | <b>522</b>          | <b>84</b>  | <b>518</b> | <b>57</b>  | <b>506</b>   | <b>87</b>  | <b>505</b> | <b>63</b>  | <b>508</b>                                       | <b>88</b>  | <b>508</b> | <b>56</b>  | <b>527</b>       | <b>83</b>  | <b>517</b> | <b>57</b>  |
| STI - one-year variable remuneration |                    | 155   | 20         | 496          | 44         | 102                 | 16         | 389        | 43         | 0  | 0          | 310        | 38         | 0  | 0          | 197        | 44         | 109              | 17         | 397        | 43         |
| <b>Total</b>                         |                    | <b>155</b>  | <b>20</b>  | <b>496</b>   | <b>44</b>  | <b>102</b>          | <b>16</b>  | <b>389</b> | <b>43</b>  | <b>0</b>   | <b>0</b>   | <b>310</b> | <b>38</b>  | <b>0</b>   | <b>0</b>   | <b>197</b> | <b>44</b>  | <b>109</b>       | <b>17</b>  | <b>397</b> | <b>43</b>  |
| Other                                |                    | 0   | 0          | 0            | 0          | 0                   | 0          | 0          | 0          | 72   | 13         | 0          | 0          | 72   | 12         | 0          | 0          | 0                | 0          | 0          | 0          |
| <b>Total remuneration</b>            |                    | <b>795</b>  | <b>100</b> | <b>1.120</b> | <b>100</b> | <b>624</b>          | <b>100</b> | <b>907</b> | <b>100</b> | <b>578</b>   | <b>100</b> | <b>815</b> | <b>100</b> | <b>580</b>                                       | <b>100</b> | <b>905</b> | <b>100</b> | <b>626</b>       | <b>100</b> | <b>914</b> | <b>100</b> |

\* 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.

## Target remuneration

The following table set out the target remuneration assumed for 2022. The STI for 2022 will be paid out in 2023. The target remuneration for the respective year consists of the fixed remuneration component and the variable remuneration components expected to be earned. The payment shows the amount or remuneration for 2021 and the LTI determined in 2022 for 2021.

|  |   | Dr. Andreas Pleßke                                  |                      |                      |              | Dr. Stephen Kimmich          |                      |                      |              | Christoph Müller   |                      |                      |              | Ralf Sammeck                                     |                      |                      |              | Michael Ulverich             |                      |                      |              |
|--|---|---|----------------------|----------------------|--------------|------------------------------|----------------------|----------------------|--------------|--|----------------------|----------------------|--------------|--|----------------------|----------------------|--------------|------------------------------|----------------------|----------------------|--------------|
|  |   | CEO/Management Board Member responsible for Special |                      |                      |              | CFO                          |                      |                      |              | Management Board Member responsible for Digital & Webfed |                      |                      |              | Management Board Member responsible for Sheetfed |                      |                      |              | COO                          |                      |                      |              |
|  |   | Expected target remuneration                        | Minimum remuneration | Maximum remuneration | Payment      | Expected target remuneration | Minimum remuneration | Maximum remuneration | Payment      | Expected target remuneration                             | Minimum remuneration | Maximum remuneration | Payment      | Expected target remuneration                     | Minimum remuneration | Maximum remuneration | Payment      | Expected target remuneration | Minimum remuneration | Maximum remuneration | Payment      |
| Erfolgsunabhängige Vergütung           | Fixed remuneration                          | 600   | 600                  | 600                  | 600          | 480                          | 480                  | 480                  | 480          | 480  | 480                  | 480                  | 480          | 480  | 480                  | 480                  | 480          | 480                          | 480                  | 480                  | 480          |
|  | Fringe benefits                             | 24  | 24                   | 24                   | 24           | 38                           | 38                   | 38                   | 38           | 25   | 25                   | 25                   | 25           | 28   | 28                   | 28                   | 28           | 37                           | 37                   | 37                   | 37           |
| <b>Total</b>                           |   | <b>624</b>  | <b>624</b>           | <b>624</b>           | <b>624</b>   | <b>518</b>                   | <b>518</b>           | <b>518</b>           | <b>518</b>   | <b>505</b>   | <b>505</b>           | <b>505</b>           | <b>505</b>   | <b>508</b>                                       | <b>508</b>           | <b>508</b>           | <b>508</b>   | <b>517</b>                   | <b>517</b>           | <b>517</b>           | <b>517</b>   |
| STI - one-year variable remuneration   |   | 292   | 0                    | 540                  | 496          | 202                          | 0                    | 432                  | 389          | 202  | 0                    | 432                  | 310          | 246  | 0                    | 432                  | 397          | 202                          | 0                    | 432                  | 397          |
| LTI - multi-year variable remuneration | Share based - 2021 (to be paid out in 2026) |   |                      |                      | 738          |                              |                      |                      | 570          |  |                      |                      | 369          |  |                      |                      | 590          |                              |                      |                      | 590          |
|  | Share based - 2022 (to be paid out in 2027) | 390   | 390                  | 780                  | 0            | 312                          | 312                  | 624                  | 0            | 312  | 312                  | 624                  | 0            | 312  | 312                  | 624                  | 0            | 312                          | 312                  | 624                  | 0            |
| <b>Total</b>                           |   | <b>155</b>  | <b>20</b>            | <b>496</b>           | <b>44</b>    | <b>102</b>                   | <b>16</b>            | <b>389</b>           | <b>43</b>    | <b>0</b>   | <b>0</b>             | <b>310</b>           | <b>38</b>    | <b>0</b>   | <b>0</b>             | <b>197</b>           | <b>44</b>    | <b>109</b>                   | <b>17</b>            | <b>397</b>           | <b>43</b>    |
| Other                                  |   |   |                      |                      | 0            |                              |                      |                      | 0            |  |                      |                      | 0            |  |                      |                      | 0            |                              |                      |                      | 0            |
| <b>Total remuneration</b>              |   | <b>1.306</b>  | <b>1.014</b>         | <b>1.944</b>         | <b>1.858</b> | <b>1.032</b>                 | <b>830</b>           | <b>1.574</b>         | <b>1.477</b> | <b>1.019</b>   | <b>817</b>           | <b>1.561</b>         | <b>1.184</b> | <b>1.066</b>                                     | <b>820</b>           | <b>1.564</b>         | <b>1.495</b> | <b>1.031</b>                 | <b>829</b>           | <b>1.573</b>         | <b>1.504</b> |

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. With respect to the remuneration system, which must be submitted to the annual general meeting for approval by 2025 at the latest, the Supervisory Board will evaluate this clause and, in particular, take into account the shareholder' interests in transparency.

The Supervisory Board did not grant and/or owe any special bonus for 2021 or 2022.

The one-time special bonus in 2020 was due to the disparities in the service contracts of the Management Board members in that year. The service contracts were harmonized in 2021.

### 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 €1,428,916.57 (previous year: €1,481,355.74). Provisions of €17,711,830.00 (previous year: €25, 092,379) were set aside for pension obligations towards former Management Board members and their surviving dependents in accordance with IFRS; in accordance with the German Commercial Code (HGB), the provisions amount to €27,539,332.00 (previous year: €27,972,631).

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

The following table sets out the remuneration granted and owed to former members of the Management Board 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. The increase in 2022 is due to the fact that part of the pension payments did not take effect until 2022.

| Former Management board member | Retired    | Pension payments in 2021 | Pension payments in 2022 |
|--------------------------------|------------|--------------------------|--------------------------|
| Claus Bolza-Schünemann         | 31.12.2020 | 185.005                  | 216.000                  |

The total annual remuneration of the Management Board members is capped at a maximum of €1,750,000 (ordinary Management Board members) and €2,170,000 (Chief Executive Officer) (cap on grant and on payment). The total remuneration under the cap on the grant and the cap on the payment is 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 bonus, (v) annual pension contribution and (vi) fringe benefits. The maximum remuneration was not achieved in 2021; nor is it expected to be achieved in 2022.

| Management board member | Total remuneration 2022 in Tsd. € | Zielvergütung 2022 in Tsd. € | MaximalCap in Tsd. € |
|-------------------------|-----------------------------------|------------------------------|----------------------|
| Dr. Andreas Pleßke      | 2.058                             | 1.506                        | 2.170                |
| Dr. Stephen Kimmich     | 1.677                             | 1.232                        | 1.750                |
| Christoph Müller        | 1.384                             | 1.219                        | 1.750                |
| Ralf Sammeck            | 1.695                             | 1.266                        | 1.750                |
| Michael Ulverich        | 1.704                             | 1.231                        | 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.

## Claw-back arrangements

Koenig & Bauer AG may refuse payment of all or part 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 equaling 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.

## Supervisory Board remuneration

The remuneration rules applicable to the members of the Supervisory Board for 2022 are set in Section V, Article 13 of the Articles of Association of Koenig & Bauer AG and were approved at the 2021 annual general meeting. After the regular review by law, the Supervisory Board and the Management Board came to the conclusion that the remuneration rules for the Supervisory Board were no longer in line with market practice in some respects. Accordingly, the Supervisory Board and the Management Board proposed a new remuneration system for the members of the Supervisory Board at the 2021 annual general meeting. This was approved at the annual general meeting on 11 May 2021 with a majority of 99.95% of the capital represented and is to be applied for the first time from 2022. 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/verguetung/>.

The following rules thus apply in 2022: 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 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**

| Member of the Supervisory Board  | 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 2021**

| Member of the Supervisory Board  | 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 €  |

In the year under review, Mr Carsten Dentler was re-elected to the Supervisory Board for a period of 5 years with 90.54% of the votes cast at the annual general meeting on 24 May 2022.

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 2022. The fixed remuneration and the remuneration for committee activities accruing to the Supervisory Board members in 2022 is deemed to have been granted and owed in each case. This is the remuneration for 2021.

**Supervisory Board remuneration granted and owed**

| Member of the Supervisory Board               | Fixed remuneration | Proportion accounted for by fixed remuneration | Committee remuneration | Proportion accounted for by committee remuneration | Attendance fee  | Proportion accounted for by attendance fee | Total            |
|---|--------------------|--|------------------------|--|-----------------|--|------------------|
| Prof. Dr.-Ing. Raimund Klinkner, Vorsitzender | 70.000 €           | 88,05 %  | 6.250 €                | 7,86 %   | 3.250 €         | 4,09 %                                     | 79.500 €         |
| Gottfried Weippert, stv. Vorsitzender         | 52.500 €           | 83 %   | 7.500 €                | 11,86 %  | 3.250 €         | 5,14 %                                     | 63.250 €         |
| Dagmar Rehm, stv. Vorsitzende                 | 52.500 €           | 78,36 %  | 11.250 €               | 16,79 %  | 3.250 €         | 4,85 %                                     | 67.000 €         |
| Julia Cuntz                                   | 35.000 €           | 92,11 %  | 0 €                    | 0,00 %   | 3.000 €         | 7,89 %                                     | 38.000 €         |
| Carsten Dentler                               | 35.000 €           | 79,10 %  | 6.250 €                | 14,12 %  | 3.000 €         | 6,78 %                                     | 44.250 €         |
| Marc Dotterweich                              | 35.000 €           | 76,92 %  | 7.500 €                | 16,48 %  | 3.000 €         | 6,59 %                                     | 45.500 €         |
| Werner Flierl                                 | 17.500 €           | 92,11 %  | 0 €                    | 0,00 %   | 1.500 €         | 7,89 %                                     | 19.000 €         |
| Matthias Hatschek                             | 35.000 €           | 79,10 %  | 6.250 €                | 14,12 %  | 3.000 €         | 6,78 %                                     | 44.250 €         |
| Christopher Kessler                           | 35.000 €           | 79,10 %  | 6.250 €                | 14,12 %  | 3.000 €         | 6,78 %                                     | 44.250 €         |
| Prof. Dr.-Ing. Gisela Lanza                   | 35.000 €           | 74,67 %  | 9.375 €                | 20,00 %  | 2.500 €         | 5,33 %                                     | 46.875 €         |
| Dr. Johannes Liechtenstein                    | 35.000 €           | 76,92 %  | 7.500 €                | 16,48 %  | 3.000 €         | 6,59 %                                     | 45.500 €         |
| Walther Mann                                  | 17.500 €           | 79,10 %  | 3.125 €                | 14,12 %  | 1.500 €         | 6,78 %                                     | 22.125 €         |
| Simone Walter                                 | 35.000 €           | 84,59 %  | 3.125 €                | 7,55 %   | 3.250 €         | 7,85 %                                     | 41.375 €         |
| <b>Total</b>                                  | <b>490.000 €</b>   |  | <b>74.375 €</b>        |  | <b>36.500 €</b> |  | <b>600.875 €</b> |

## Supervisory Board remuneration for 2022

| Member of the Supervisory Board               | Fixed remuneration | Proportion accounted for | by fixed remuneration | Proportion accounted for by committee remuneration | Attendance fee  | Proportion accounted for by attendance fee | Total            |
|---|--------------------|--------------------------|-----------------------|--|-----------------|--|------------------|
| Prof. Dr.-Ing. Raimund Klinkner, Vorsitzender | 120.000 €          | 87,91 %                  | 13.000 €              | 9052 %   | 3.500 €         | 2,56 %                                     | 136.500 €        |
| Gottfried Weippert, stv. Vorsitzender         | 80.000 €           | 81,01 %                  | 15.000 €              | 15,19 %  | 3.750 €         | 3,80 %                                     | 98.750 €         |
| Dagmar Rehm, stv. Vorsitzende                 | 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> |

## Comparative presentation of the remuneration and earnings over time

For the purposes of the horizontal comparison, the Supervisory Board has applied remuneration studies prepared by well-known institutions, which compare DAX, M-DAX and SDAX or DAX and M-DAX companies. The total direct remuneration, which includes the basic remuneration, the STI and the LTI, was compared. The studies do not include fringe, retirement or other benefits. Comparisons were made within the mechanical engineering/plant industry, according to the size of the company, and according to revenue. Depending on the comparison, the Management Board remuneration was in the lower quartile and sporadically in the median.

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 management includes all executives who report directly to members of Koenig & Bauer AG's Management Board. 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. The variable remuneration for the Management Board refers to the year preceding the year of payment.

|   | Granted,<br>owed<br>2022 | Granted,<br>owedt 2021 | Change in 2022 over 2021 |     | Change in 2021 over 2020 |       | Change in 2020 over 2019 |      | Change in 2019 over 2018 |     |
|---|--------------------------|------------------------|--------------------------|-----|--------------------------|-------|--------------------------|------|--------------------------|-----|
|   | in thous. €              | in thous. €            | in thous. €              | %   | in thous. €              | %     | in thous. €              | %    | in thous. €              | %   |
| <b>Current members of the Supervisory Board</b> |                          |                        |                          |     |                          |       |                          |      |                          |     |
| Dr. Andreas Pleßke                              | 1.120                    | 795                    | 325                      | 41  | 206                      | 35    | -57                      | -9   | 79                       | 14  |
| Dr. Stephen Kimmich                             | 907                      | 624                    | 283                      | 45  | 254                      | 69    |                          |      |                          |     |
| Christoph Müller                                | 815                      | 578                    | 237                      | 41  | -465                     | -45   | -168                     | -14  | 512                      | 73  |
| Ralf Sammeck                                    | 905                      | 580                    | 325                      | 56  | -537                     | -48   | -114                     | -9   | 338                      | 38  |
| Michael Ulverich                                | 914                      | 626                    | 288                      | 46  | 258                      | 70    |                          |      |                          |     |
| <b>Employees</b>                                |                          |                        |                          |     |                          |       |                          |      |                          |     |
| Average remuneration of the workforce           | 62                       | 58                     | 4                        | 7   | -1                       | -1    | -4                       | -7   | 2                        | 4   |
| Average remuneration of senior management       | 155                      | 166                    | -4                       | -3  | 36                       | 28    | -31                      | -20  | -8                       | -4  |
| <b>Company's earnings over time</b>             |                          |                        |                          |     |                          |       |                          |      |                          |     |
| in €m   | 2022                     | 2021                   |                          |     |                          |       |                          |      |                          |     |
| Group net profit                                | 14,5                     | 14,5                   | -3,4                     | -23 | 117                      | -114* | -155,4                   | -297 | -11,7                    | -18 |
| Net profit of Koenig & Bauer AG                 | 11,3                     | 11,3                   | -8,6                     | -76 | -31,2                    | -73   | 34,2                     | 412  | -8,2                     | -50 |

|   | Granted,<br>owed<br>2022 | Granted,<br>owedt 2021 | Change in 2022 over 2021 |     | Change in 2021 over 2020 |       | Change in 2020 over 2019 |         | Change in 2019 over 2018 |      |
|---|--------------------------|------------------------|--------------------------|-----|--------------------------|-------|--------------------------|---------|--------------------------|------|
|   | in thous. €              | in thous. €            | in thous. €              | %   | in thous. €              | %     | in thous. €              | %       | in thous. €              | %    |
| <b>Current members of the Supervisory Board</b> |                          |                        |                          |     |                          |       |                          |         |                          |      |
| Prof. Dr.-Ing. Raimund Klinkner, Vors.          | 79.500                   | 80.000                 | -0,5                     | -1  | 20                       | 33,8  | 57                       | 2.462,6 |                          |      |
| Gottfried Weippert, stellv. Vors.               | 63.250                   | 64.000                 | -1                       | -1  | 3,5                      | 5,8   | 11                       | 22,8    | -0,5                     | -1,0 |
| Dagmar Rehm, stellv. Vors.                      | 67.000                   | 67.500                 | -0,5                     | -1  | 2                        | 3,1   | 13                       | 25,4    | -0,25                    | -0,5 |
| Julia Cuntz                                     | 38.000                   | 38.750                 | -1                       | -2  | 2,5                      | 6,9   | 7                        | 25,0    | -0,5                     | -1,7 |
| Carsten Dentler                                 | 44.250                   | 45.000                 | -1                       | -2  | 2,25                     | 5,3   | 8,5                      | 24,8    | 6                        | 21,6 |
| Marc Dotterweich                                | 45.500                   | 46.500                 | -1                       | -2  | 2,25                     | 5,1   | 9                        | 25,5    | -0,5                     | -1,4 |
| Werner Flierl                                   | 19.000                   |                        |                          |     |                          |       |                          |         |                          |      |
| Matthias Hatschek                               | 44.250                   | 45.250                 | -1                       | -2  | 2,25                     | 5,2   | 9                        | 25,5    | -0,25                    | -0,7 |
| Christopher Kessler                             | 44.250                   | 45.250                 | -1                       | -2  | 2,5                      | 5,8   | 8,5                      | 24,8    | -0,5                     | -1,4 |
| Prof. Dr.-Ing. Gisela Lanza                     | 46.875                   | 48.125                 | -1                       | -3  | 2                        | 4,3   | 9                        | 25,5    | -0,25                    | -0,7 |
| Dr. Johannes Liechtenstein                      | 45.500                   | 45.750                 | -0,25                    | -1  | 23                       | 102,2 |                          |         |                          |      |
| Simone Walter                                   | 41.375                   | 38.500                 | 3                        | 7   | 1,8                      | 4,8   | 7,5                      | 25,6    | -0,5                     | -1,7 |
| <b>Former members of the Supervisory Board</b>  |                          |                        |                          |     |                          |       |                          |         |                          |      |
| Walther Mann                                    | 22.125                   | 45.250                 | -23                      | -51 | 2,25                     | 5,2   | 9                        | 25,5    | -0,5                     | -1,4 |
| Dr. Martin Hoyos                                |                          |                        |                          |     |                          |       | -30                      | -47,6   | -0,75                    | -1,2 |
| Dr. Andreas Pleßke                              |                          |                        |                          |     |                          |       |                          |         | -0,5                     | -3,3 |

# Auditor's report

To Koenig & Bauer AG, Würzburg

We have audited the remuneration report of Koenig & Bauer AG, Würzburg, for the financial year from January 1 to December 31, 2022 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktien-gesetz: German Stock Corporation Act].

## Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of Koenig & Bauer AG are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is 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.

## Auditor's Responsibilities

Our responsibilities is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgement. This includes the assessment of the risks of material misstatements of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related

disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of remuneration report including the related disclosures.

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

## Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1 to December 31, 2022, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

## Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs.1 and 2 AktG has been disclosed in all material respects in the remuneration report.

## Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Koenig & Bauer AG. This audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third party to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil

Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Nuremberg, March 21, 2023

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft

**Marco See**

Wirtschaftsprüfer  
(German Public Auditor)

**ppa. Dr. Felix Canitz**

Wirtschaftsprüfer  
(German Public Auditor)

## Annexes and information on agenda item 8:

### Curriculum vitae and competence profile of Mr. Claus Bolza-Schünemann



**Personal data:**

Residence: Lübeck, Germany  
Born: 1956  
Nationality: German

**Current full-time occupation:**

- None -

**Professional background and experience:**

|                               |  |
|-------------------------------|--|
| since January 2021            | Retirement   |
| November 2011 – December 2020 | Koenig & Bauer AG (as of 2015)<br>Chairman of the Board  |
| June 2003 – October 2011      | Koenig & Bauer Aktiengesellschaft<br>Vice Chairman of the Board  |
| June 1992 – May 2003          | Koenig & Bauer Aktiengesellschaft<br>Full member of the Management Board for<br>Design and Development                         |
| January 1992 – May 1992       | Koenig & Bauer Aktiengesellschaft<br>Deputy Member of the Management Board<br>for Design and development                       |
| January 1989 – December 1991  | Koenig & Bauer Aktiengesellschaft<br>Head of Electrical Planning and Design,<br>Authorized Signatory, Member of the Management |

|                                |  |   |   |
|--------------------------------|--|---|---|
| May 1986 – December 1988       | Brown, Boveri & Cie. AG, Baden/Switzerland<br>as of 1988 Asea Brown Boveri (ABB)<br>Head of project planning group for newspaper presses, drive and control technology, hardware and software concepts, installation and commissioning, technical management for large-scale plants in Gothenburg, Düsseldorf, Neuss, Aarhus and Constance, among others | September 1974 - June 1976  | Technical secondary school Würzburg<br>Completion of technical college entrance qualification   |
|                                |  | <b>Other mandates</b> (not listed):   |   |
|                                |  | Member of the Advisory Board of Erich NETZSCH GmbH & Co. Holding KG, Selb/Upper Franconia |   |
|                                |  | <b>Memberships and honorary positions:</b>  |   |
| July 1985 – April 1986         | Brown, Boveri & Cie. AG, Baden/Switzerland<br>Development and project engineer in the field of industrial automation   | 2013 – 2021   | drupa-Komitee, Messe Düsseldorf   |
|                                |  | 2010 – 2013   | Chamber of Industry and Commerce<br>Würzburg-Schweinfurt<br>Vice President  |
| September 1984 – May 1985      | Schnellpressenfabrik Koenig & Bauer Aktiengesellschaft<br>Research engineer (temporary employment)   | 2007 - 2010   | Chamber of Industry and Commerce<br>Würzburg-Schweinfurt<br>President   |
| <b>Qualification:</b>          |  |   |   |
| September 1984 – May 1985      | Schnellpressenfabrik Koenig & Bauer Aktiengesellschaft<br>Research engineer (temporary employment)   | 2005 - 2020   | Research Association for Printing Presses<br>(Forschungsgemeinschaft Druckmaschinen e.V. im VDMA), Frankfurt am Main, Germany<br>Chairman |
| September 1980 – June 1984     | Technical University Darmstadt,<br>study of electrical engineering,<br>focus on digital technology<br>Degree: Graduate engineer  | 2004 - 2007   | Chamber of Industry and Commerce<br>Würzburg-Schweinfurt<br>Vice President  |
| March 1980 – August 1980       | Schnellpressenfabrik Koenig & Bauer Aktiengesellschaft<br>Trainee electrical design, initial development of the Colortronic color control system   |   |   |
| September 1977 – February 1980 | Training as radio and television technician<br>Würzburg  |   |   |
| July 1976 – September 1977     | Basic military service, training as radio and radar mechanic   |   |   |

### **Special competencies and skills :**

Mr. Bolza-Schünemann has many years of management experience as well as distinctive strategic expertise. As CEO of Koenig & Bauer AG, he has led the company on an international level and knows the challenges and opportunities of the global market. During his 9-year tenure, he successfully implemented restructuring measures, such as streamlining the Group structure as part of the Fit@all program, to return Koenig & Bauer AG to growth. During his time on the Management Board, his responsibilities included Engineering, Research & Development, IT and Production, and later, as CEO, Patents, Group Technical Standards, Legal and Insurance, Human Resources, Investor Relations and Corporate Communications.

He has in-depth knowledge of electrical, drive, control and digital technology as well as extensive practical experience in development and implementation through numerous machine start-ups at international customers. Mr. Bolza-Schünemann holds more than 100 patents and during his time at Koenig & Bauer has driven innovations that have made the company a leader in the industry. With over 35 years of experience in the printing and media industry, he not only excels in assessing new technologies and business areas, but also is very familiar with the challenges of the industry and the needs and expectations of international customers.

As President of drupa 2016 in Düsseldorf - the world's leading trade fair for the printing and media industry - and, until leaving Koenig & Bauer AG, a board member of the Printing and Paper Technology Association of the German Engineering Federation (VDMA), Mr. Bolza-Schünemann has built up an extensive network and has valuable relationships with executives and experts. As the former CEO of a listed company, he also has many years of experience in communicating with various stakeholders such as shareholders, investors, customers and employees.

Due to his specific competence profile as an industry expert and experienced CEO, he will, if elected, strengthen and expand the expertise of the entire Board in the areas of innovation, research & development, technology in mechanical and plant engineering, the printing and media industry, and in particular through industry-specific market and competitive knowledge.

# IV. Notices and information to shareholders

## 1. Number of shares and voting rights

The share capital of Koenig & Bauer AG („**Company**“) at the time of convening the Annual General Meeting amounts to €42,964,435.80 and is divided into 16,524,783 no-par value bearer shares. Each no-par value share is entitled to vote and grants one vote. The total number of no-par value shares and voting rights at the time of convening is therefore 16,524,783 in each case. At the time of convening, the Company holds no treasury shares.

## 2. Requirements for attending the Annual General Meeting and exercising voting rights

In accordance with Section VI, item 14.2 of the Articles of Association of the Company, only those shareholders who have registered with the Company prior to the Annual General Meeting and have provided proof of their entitlement to the Company are entitled to attend the Annual General Meeting and exercise their voting rights - either in person or by proxy. The registration and proof must be received by the Company no later than **June 9, 2023, 24:00 hours (CEST)** at the following address:

Koenig & Bauer AG  
c/o Computershare Operations Center  
80249 Munich  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Proof of shareholding by the ultimate intermediary pursuant to Section 67c para 3 AktG shall suffice as proof of entitlement. The proof must be in German or English and must refer to the beginning of the twenty-first day before the Annual General Meeting, i.e. **Friday, May 26, 2023, 0:00 hours (CEST) („Record Date“)**.

The Record Date is the decisive date for the entitlement to participate in the Annual General Meeting and to exercise voting rights. In relation to the Company, only those persons shall be deemed to be shareholders who have provided proof of share ownership as of the Record Date. The Record Date has no effect on the saleability of the share.

As a rule, the depository institutions will take care of the necessary registration and transmission of proof of share ownership for their customers after the customers have issued an order for registration for the Annual General Meeting. Shareholders are therefore requested to contact their depository bank in good time to arrange their registration for the Annual General Meeting.

After receipt of the registration with enclosed proof of shareholding, shareholders will receive the admission ticket from the registration office.

## 3. InvestorPortal

The Company makes available on its website at <https://investors.koenig-bauer.com/de/hauptversammlung/> an internet-based Annual General Meeting system („**InvestorPortal**“). After registering for the Annual General Meeting in due time, registered shareholders or their proxies will receive admission tickets with printed access data. Using these access data, shareholders or their proxies can log on to the InvestorPortal and exercise certain shareholder rights in accordance with the following explanations, in particular exercise their voting rights by means of electronic postal voting or by issuing powers of attorney and instructions to the proxies of the Company.

The exercise of shareholder rights by other means - as also described below - remains unaffected. The InvestorPortal is expected to be available from **May 30, 2023**.

## 4. Broadcast of the Annual General Meeting on the Internet

For the interested public, the introductory remarks and the speech of the Chairman of the Supervisory Board as well as the report of the Management Board will be made available on **June 16, 2023 from 11:00 a.m. (CEST)** on the Company's website at

<https://investors.koenig-bauer.com/de/hauptversammlung/> as live broadcast. Registered shareholders who are unable to attend the Annual General Meeting can follow the meeting on the InvestorPortal from 11:00 a.m. until the end of the general debate.

## 5. Procedure for exercising voting rights and representation by third parties

Shareholders can use various options to exercise their voting rights. These are described below. Please note, however, that the prerequisite for all options is registration in due form and time and proof of share ownership in accordance with the provisions of item 2 of this section IV.

### • Voting by postal vote

Shareholders who do not attend the Annual General Meeting may also cast their votes by postal vote. Votes may be cast either in writing (text form is sufficient) using the absentee voting form provided for this purpose with the admission ticket or by way of electronic communication via the password-protected InvestorPortal (<https://www.koenig-bauer.com/de/investor-relations/hauptversammlung/>).

Votes cast by means of postal voting form may be submitted by mail or e-mail and must be received by the Company at the address below no later than **Thursday, June 15, 2023, 6:00 p.m. (CEST)**:

Koenig & Bauer AG  
c/o Computershare Operations Center  
80249 Munich  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Electronic postal voting via the InvestorPortal is possible until **Thursday, June 15, 2023, 6:00 p.m. (CEST)**. Access data for the InvestorPortal will be sent to registered shareholders together with the admission ticket.

Authorized intermediaries, shareholders' associations, proxy advisors and other equivalent persons as defined in Section 135 para 8 AktG, as well as other proxies appointed by shareholders (with the exception of proxies

appointed by the Company) may also use the option of postal voting in accordance with the aforementioned provisions.

If a shareholder wishes to participate in the Annual General Meeting in person or by proxy despite having already cast a vote by postal vote, this is possible but is deemed to be a revocation of the vote cast in writing or by electronic postal vote.

### • Procedure for voting by the Company's proxies

The Company again offers shareholders the opportunity to have their voting rights exercised by a proxy appointed by the Company. The Company has appointed Mr. Bernd Borchardt and Mrs. Denise Schaub - both Legal Counsels at Koenig & Bauer AG - as proxies of the Company with the right to sub-authorize. Insofar as shareholders authorize Mr. Borchardt and/or Mrs. Schaub, they must in any case expressly give them instructions for exercising their voting rights. Mr. Bernd Borchardt and Mrs. Denise Schaub and their respective sub-proxies are obliged to vote only in accordance with the instructions; they may not exercise voting rights at their own discretion. It is not possible for the proxies of the Company to exercise certain rights of participation (such as asking questions or proposing motions, submitting declarations and declaring objections to resolutions of the Annual General Meeting).

The granting of power of attorney to the proxies, its revocation and proof of authorization must be in text form. Shareholders can either use the proxy and instruction form sent with the admission ticket or issue their proxies and instructions via the InvestorPortal.

If shareholders wish to use the form provided with the admission ticket, authorizations and instructions to the proxies of the Company must be received by the Company by **Thursday, June 15, 2023, 6:00 p.m. (CEST)** by mail or e-mail at the following address:

Koenig & Bauer AG  
c/o Computershare Operations Center  
80249 Munich  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Proxy authorizations and instructions may be issued via the InvestorPortal until **Thursday, June 15, 2023, 6:00 p.m. (CEST)**. Until this time, it is also possible to revoke the proxy and instructions or make changes to the proxy and instructions issued via the Internet via the InvestorPortal.

In addition, shareholders who have registered in due form and time and who appear in person at the Annual General Meeting as well as their proxies, insofar as they have the right to sub-authorize, may also authorize and instruct the Company's proxies to exercise their voting rights during the Annual General Meeting until voting commences.

Shareholders may also attend the Annual General Meeting in person after granting power of attorney to the Company's proxies. If the shareholder attends the Annual General Meeting in person, this shall be deemed to be a revocation of the granting of proxy and instructions to the proxies of the Company.

#### • Procedure for voting by proxy

Shareholders who do not wish to attend the Annual General Meeting in person and/or exercise their voting rights in person may authorize an intermediary, a shareholders' association, a proxy advisor or another person of their choice to exercise their voting rights. This does not affect the requirement of registration in accordance with the conditions described under item 2 above. If a shareholder authorizes more than one person, the Company may reject one or more of them.

The granting of the power of attorney may be made vis-à-vis the proxy or vis-à-vis the Company. The granting of the power of attorney, its revocation and proof vis-à-vis the Company must be in text form.

Proof that a power of attorney has been granted can be provided by the proxy presenting the power of attorney at the admission control on the day of the Annual General Meeting. The shareholder appearing in person at the Annual General Meeting may also declare revocation.

The granting of the power of attorney, its revocation and proof of authorization vis-à-vis the Company can also be made in advance electronically via the InvestorPortal using the access data on the admission ticket at

<https://www.koenig-bauer.com/de/hauptversammlung/> until **June 15, 2023, 6:00 p.m. (CEST)**.

Alternatively, receipt of the power of attorney, its revocation and proof of authorization by **June 15, 2023, 6:00 p.m. (CEST)** by mail or e-mail at the address below shall suffice:

Koenig & Bauer AG  
c/o Computershare Operations Center  
80249 Munich  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

In this case, shareholders are requested to use the form provided for this purpose on the admission ticket to issue a proxy.

Intermediaries, shareholders' associations, proxy advisors and other persons treated as such under Section 135 para 8 AktG may stipulate different rules for the form of proxy authorization. In such a case, shareholders are requested to consult with the proxy in good time regarding any form of authorization that may be required by the proxy.

#### • Supplementary information on the exercise of voting rights

If voting rights are exercised in due time by several means (by mail, e-mail, electronically via the InvestorPortal or pursuant to Section 67c para 1 and para 2 sentence 3 AktG in conjunction with Article 2 para 1 and para 3 and Article 9 para 4 of the Implementing Regulation ((EU) 2018/1212)) by postal vote or proxy and, if applicable, instructions are issued, these will be taken into account in the following order regardless of the time of receipt:

1. electronically via the InvestorPortal
2. pursuant to Section 67c para 1 and para 2 sentence 3 AktG in conjunction with Article 2 para 1 and para 3 and Article 9 para 4 of the Implementing Regulation ((EU) 2018/1212)
3. by e-mail
4. by mail.

If several proxies and instructions are received in due time by the same means of transmission, the declaration received last in time shall be binding. A

later vote as such shall not be deemed to be a revocation of an earlier vote. The last revocation of a declaration received in due time shall be decisive.

If declarations with more than one form of exercising voting rights are received via the same channel, the following shall apply: Proxy and instructions to the Company proxies shall take precedence over the granting of proxy and instructions to an intermediary, a shareholders' association, a voting rights advisor pursuant to Section 134a AktG and a person equivalent to these pursuant to Section 135 para 8 AktG. To the extent that votes are cast by postal vote after a power of attorney and instructions have been issued to the proxies of the Company, this shall be deemed to be a revocation of the power of attorney and instructions issued to the proxies of the Company; in this case, the absentee votes shall be deemed to have priority.

If an individual vote is held on an agenda item instead of a collective vote, the postal vote or instruction cast on this agenda item shall apply accordingly to each item of the individual vote.

Participation in person shall be deemed to be a revocation of the declarations previously made.

#### • Proof of the vote count

Pursuant to Section 129 para 5 sentence 1 AktG, voting shareholders or their proxies may request confirmation within one month of the day of the Annual General Meeting as to whether and how their vote was counted. Proof of the vote count (voting confirmation) is available for the statutory period on request from the Company at [hauptversammlung@koenig-bauer.com](mailto:hauptversammlung@koenig-bauer.com). If the confirmation is issued to an intermediary, the intermediary must send the confirmation to the shareholder without delay in accordance with Section 129 para 5 sentence 3 AktG.

## 6. Shareholders' rights

### 1. Supplementary request pursuant to Section 122 para 2 AktG

Shareholders whose shares together amount to one-twentieth of the share capital (equivalent to €2,148,221.79 or, rounded up to the next highest whole number of shares, 826,240) or the pro rata amount of €500,000.00 (equivalent

to 192,308 shares rounded up to the next highest whole number) may request that items be placed on the agenda and published. The request must be made in writing to the Koenig & Bauer AG Management Board and must be received by the Company at least 30 days prior to the Annual General Meeting; the day of receipt and the day of the Annual General Meeting shall not be counted. The last date of receipt is therefore **Tuesday, May 16, 2023, 24:00 hours (CEST)**. Requests for supplements received after this time will not be considered. Any requests for supplements must be sent to the following address:

To the Board of Management  
Koenig & Bauer AG  
Friedrich-Koenig-Str. 4  
97080 Würzburg  
Germany

Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board has decided on the request.

### 2. Countermotions and nominations pursuant to Sections 126 para 1, 127 AktG

Shareholders may submit to the Company countermotions to proposals by the Management Board and/or Supervisory Board on specific items on the agenda in accordance with Section 126 para 1 AktG and election proposals for the election of Supervisory Board members or the election of auditors in accordance with section 127 AktG. Countermotions (together with any reasons) and election proposals will be made available by the Company if they are received by **Thursday, June 1, 2023, 24:00 hours (CEST)** via one of the following contact channels:

Koenig & Bauer AG  
Investor Relations  
Friedrich-Koenig-Straße 4  
97080 Würzburg  
Germany  
or by fax: +49 931 909 4880  
or by e-mail: [hauptversammlung@koenig-bauer.com](mailto:hauptversammlung@koenig-bauer.com)

Subject to Section 126 para 2 and para 3 AktG, countermotions by shareholders that are to be made accessible, including the name of the shareholder and the grounds, as well as any statements by the management in this regard, shall be published on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/>. Pursuant to Section 127 sentence 1 AktG, the aforementioned provisions under Section 126 AktG apply mutatis mutandis to election proposals. Except in the cases of Section 126 para 2 AktG, the Company is also not required to make available election proposals from shareholders pursuant to Section 127 sentence 3 AktG if the election proposal does not contain the name, occupation and place of residence (in the case of auditing companies, the registered office) of the candidate proposed for election to the Supervisory Board or of the auditor proposed for election and, in the case of proposals for the election of Supervisory Board members, no information on their membership of other statutory supervisory boards.

Any statements by the Management Board will also be made available on the aforementioned website.

It should be noted that countermotions and election proposals, even if they have been submitted to the Company in advance and in due time, will only be considered at the Annual General Meeting if they are submitted therein. This does not affect the right of any shareholder to submit countermotions and election proposals on the various agenda items during the Annual General Meeting.

### 3. Right to information pursuant to Section 131 para 1 AktG

At the Annual General Meeting, each shareholder and shareholder representative may request information from the Management Board on the Company's affairs to the extent that such information is necessary for a proper evaluation of the item on the agenda (Section 131 para 1 AktG).

The exercise of the statutory right to information pursuant to Section 131 para 1 AktG requires attendance at the Annual General Meeting. For this purpose, the requirements for participation set out in section 2 of this Section IV above, in particular the registration deadline of **June 9, 2023, 24:00 hours (CEST)**, must be observed.

The duty to provide information also extends to the legal and business relations of the Company with an affiliated company and the situation of the Group and the companies included in the consolidated financial statements. Requests for information are generally to be made orally during the discussion at the Annual General Meeting.

However, under Section VI, item 15.2 of the Company's Articles of Association, the chairperson of the meeting is authorized to impose reasonable time limits on the shareholder's right to ask questions and speak. In addition, the Management Board is entitled to refuse to provide information in certain cases conclusively regulated in the German Stock Corporation Act (Section 131 para 3 AktG), for example because the provision of the information is likely, according to sound business judgment, to cause not inconsiderable disadvantage to the Company or an affiliated company.

### 4. Further explanations on the rights of shareholders

Further information on the rights of shareholders is available on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/>

# V. Further information on the Annual General Meeting

## 1. Timings in this convocation

All time information in this convocation is given in Central European Time (CEST), which is authoritative for Germany. With regard to the Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

## 2. Reference to the company's website

The invitation to the Annual General Meeting, the other documents to be made available to the Annual General Meeting and further information in connection with the Annual General Meeting are available on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/>. The documents to be made available will also be available for inspection during the meeting. The key statements of the report by the Management Board and the speech by the Chairman of the Supervisory Board will also be available on the aforementioned website from **Monday, June 12, 2023**.

## 3. Voting results

The voting results determined by the chairperson of the meeting will also be published on the Company's website at <https://investors.koenig-bauer.com/de/hauptversammlung/>.

## 4. Notes on data protection

If you register for the Annual General Meeting or grant a proxy, Koenig & Bauer AG collects personal data about you and/or your proxy. This is done to enable shareholders to exercise their rights at the Annual General Meeting.

Koenig & Bauer AG processes your data as a data controller in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all

other applicable laws. Details on the handling of your personal data and your rights under the DSGVO can be found on the company's website at

<https://investors.koenig-bauer.com/de/hauptversammlung/>.

Würzburg, im April 2023  
Koenig & Bauer AG  
The Management Board