

Annual General Meeting 2025

Item 7: Description of the remuneration system for the members of the Supervisory Board

* Please note that this version of the revised remuneration system 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.



we're on it.

Description of the remuneration system for the members of the Supervisory Board (agenda item 7)

The supervisory board of Koenig & Bauer AG has the task of advising and monitoring the management of the management board and performing the duties assigned to it by law and the articles of association. It is involved in the strategic direction and planning of the Company and in all key issues. In view of these responsible activities, the members of the Supervisory Board should receive appropriate remuneration, which also takes into account the time required. In addition, remuneration in line with the market ensures that the company can continue to attract qualified candidates for the Supervisory Board in the future. Adequate remuneration of the Supervisory Board members thus contributes to the promotion of the business strategy and the sustainable development of Koenig & Bauer AG.

The current rules on remuneration for the members of the Supervisory Board of Koenig & Bauer AG are set out in section 13 of the Articles of Association. It has been in force since January 1, 2022 and was approved by the Annual General Meeting on May 11, 2021 with a majority of 99.95%.

In the opinion of the Management Board and the Supervisory Board, the existing remuneration arrangements for the members of the Supervisory Board remain appropriate, which is why they will be submitted to the Annual General Meeting for confirmation unchanged.

Composition of remuneration

The remuneration system is simple, clear and comprehensible and contains only fixed remuneration components. The purely fixed remuneration strengthens the independence of the Supervisory Board in advising and monitoring the Executive Board and meets the expectations of numerous investors and proxy advisors.

The members receive a fixed annual remuneration and, if they are active in Supervisory Board committees, a remuneration for this committee work as well as a daily allowance for attending Supervisory Board meetings. In addition, the company grants the members of the Supervisory Board fringe benefits consisting of reimbursement of expenses and insurance cover.

Remuneration for work on the Supervisory Board:

The annual remuneration amounts to € 45,000 for each member of the Supervisory Board, € 120,000 for the Chairman and € 80,000 for the Deputy Chairman. In the event of resignation during the financial year, remuneration is paid on a pro rata basis, rounded up to full months.

Remuneration for work on a committee of the Supervisory Board

The following committee activities are remunerated:

- Audit Committee: Chairperson € 22,500, members € 15,000
- Strategy Committee: Chairperson € 20,000, members € 13,000
- Personnel Committee: Chairperson € 10,000, members € 8,000

No separate remuneration is paid for other committees. If a member leaves, the remuneration is paid pro rata and rounded up to full months, provided the committee has met during the period.

A committee activity is only taken into account once for the remuneration. In the case of several committee activities, the remuneration is based on the most highly remunerated function.

Daily allowance

The company pays the members of the Supervisory Board a daily allowance for attending Supervisory Board meetings. This amounts to € 250 per meeting. No daily allowance is paid for committee meetings.

Fringe benefits (reimbursement of expenses, insurance cover)

The members of the Supervisory Board receive appropriate reimbursement of expenses for business trips and other expenses. The company also reimburses VAT on remuneration and reimbursement of expenses. In the interests of the company, the members of the Supervisory Board are provided with appropriate insurance cover (financial loss liability).

The annual remuneration (for Supervisory Board and, if applicable, committee activities) and daily allowances are paid to the members of the Supervisory Board at the end of each financial year.

Procedure for determining and reviewing the remuneration of Supervisory Board members

At least every four years, the Annual General Meeting adopts a resolution on the remuneration of Supervisory Board members at the proposal of the Management Board and Supervisory Board. The existing remuneration system can be confirmed in the process.

The Supervisory Board therefore reviews at least every four years whether the remuneration of the Supervisory Board members is commensurate with the economic situation of the company and the tasks of the Supervisory Board. For this review, the Supervisory Board carries out a horizontal comparison with other SDax and MDax companies. In addition, it may consult an independent, external remuneration consultant.

The Supervisory Board members participate in the preparation of the remuneration proposals. The Executive Board and Supervisory Board jointly submit proposals for resolutions to the Annual General Meeting. A conflict of interest is avoided by the fact that only the Annual General Meeting decides on the remuneration of the Supervisory Board.

Existing regulation of the remuneration of the members of the Supervisory Board in Section 13 of the Articles of Association of Koenig & Bauer AG

13. Remuneration of the Supervisory Board

- 13.1. Each member of the Supervisory Board shall receive fixed annual remuneration of €45,000.
- 13.2. The Chair of the Supervisory Board shall receive fixed remuneration of €120,000 and his/her Deputies €80,000.
- 13.3. In consideration of their activities on the Supervisory Board committees,
- the Chair of the Audit Committee shall receive €22,500 and each other member €15,000,
- the Chair of the Strategy Committee shall receive €20,000 and each other member €13,000,
- the Chair of the Personnel Committee shall receive €10,000 and each other member €8,000.
- The members of the other committees shall not receive any separate remuneration.
- Activities on the committees of the Supervisory Board shall be remunerated only once. If a member sits on several committees, he or she shall receive the amount for the committee with the highest remuneration.
- 13.4. The remuneration of the Supervisory Board shall be paid at the end of each year. If any members of the Supervisory Board leave the Supervisory Board in the course of a given year, they shall receive time-proportionate remuneration rounded up to the nearest whole month. If a member of a committee leaves the committee, he/she shall also receive the remuneration provided for in accordance with his/her function on the committee on a time-proportionate basis and rounded up to the nearest whole month. Time-proportionate remuneration for committee activities shall be paid only if the committee in question has met in the corresponding period to perform its duties.
- 13.5. The members of the Supervisory Board shall be reimbursed for reasonable travel

and other expenses incurred in the performance of their duties. Furthermore, each member present at the meeting shall receive an attendance fee of €250; no attendance fee shall be paid for meetings of the committees. In addition to personal attendance, meetings may also be attended by means of video conference, telephone or other means of communication.

- 13.6. The Company shall reimburse each member of the Supervisory Board for the value added tax payable by such member in connection with his/her activities as a member of the Supervisory Board on the remuneration received and the reimbursement of expenses. In the interests of the Company, it shall provide the members of the Supervisory Board with insurance cover to an extent that is appropriate for the performance of the Supervisory Board's duties.