

Rules of Procedure of the Supervisory Board of Koenig & Bauer AG

Version dated 13 October 2022

At its meeting on 20 September 2022, the Supervisory Board adopted the following new Rules of Procedure for the Supervisory Board, which replace in full the previous Rules of Procedure of 25 June 2020 with effect from 13 October 2022.

1. General

- 1.1. The activities of the Supervisory Board and its members are determined in accordance with the law, the Company's Articles of Association and these Rules of Procedure as well as the recommendations of the German Corporate Governance Code in accordance with the Company's declaration of conformity. The Supervisory Board shall in particular supervise and advise the Management Board in the performance of its management duties.
- 1.2. The Supervisory Board and the Management Board shall work together closely for the benefit and in the interests of the Company, taking into account the interests of the shareholders, the employees and the entities affiliated with the Company. The Management Board and the Supervisory Board shall be jointly responsible for ensuring that the Supervisory Board has access to sufficient information.
- 1.3. The members of the Supervisory Board shall of their own accord complete the training and further education necessary for the performance of their duties. The Company shall support the members of the Supervisory Board in assuming office as well as with training and further education.
- 1.4. The Supervisory Board shall regularly perform a self-assessment. In doing so, it shall assess the effectiveness of the plenary and the committees in the performance of their duties.
- 1.5. Each member of the Supervisory Board shall ensure that he/she is able to devote sufficient time to perform his/her duties.
- 1.6. The shareholder representatives on the Supervisory Board should include what they consider to be an adequate number of independent members. In this connection, the ownership structure should be duly taken into account.
- 1.7. No more than two former members of the Management Board should hold seats on the Supervisory Board. Members of the Supervisory Board should not engage in any management or advisory activities for or hold any personal relationship with significant competitors of the Company.
- 1.8. Only persons who have not yet reached the age of 67 at the time they are elected may be nominated for election to the Supervisory Board.
- 1.9. The Supervisory Board shall decide on any necessary amendments to these Rules of Procedure, particularly if this is necessary to ensure that they are consistent with the law, the Company's Articles of Association and the German Corporate Governance Code.

2. Chairperson and Deputy Chairperson

- 2.1. The Chairperson shall coordinate the Supervisory Board's activities, chair its meetings and assume responsibility for its external concerns.
- 2.2. The Chairperson shall ensure that the Management Board complies with the information and reporting duties imposed on it by law and additionally also by the Supervisory Board. The Chairperson shall maintain regular contact with the Management Board, particularly the Chairperson of the Management Board/Chief Executive Officer and consult with him/her on matters pertaining to the Company's strategy, business performance, risk position, risk management and compliance. If the Chairperson is informed by the Management Board or its Chairperson of any important events that are of material importance for an assessment of the situation and development as well as the management of the Company, he/she shall duly inform the Supervisory Board and, if necessary, convene an extraordinary meeting of the Supervisory Board.
- 2.3. The Chairperson shall be authorised to make the declarations of intent necessary for the implementation of the Supervisory Board's resolutions on its behalf.
- 2.4. In the event of the Chairperson being prevented from attending a meeting, the first Deputy Chairperson shall exercise the duties and rights of the Chairperson. The first sentence shall also apply to the other Deputy Chairperson in the event of the First Deputy Chairperson being prevented from attending, except that such other Deputy Chairperson shall not be entitled to exercise the special powers under the Codetermination Act.

3. Meetings

- 3.1. The Supervisory Board must hold at least two meetings every calendar half year.
- 3.2. The Company shall provide the Supervisory Board with a protected digital data room ("Supervisory Board data room") for the performance of its duties. In addition, the Company shall open a G-Suite account with an associated personal company email address for all members of the Supervisory Board. Solely the data room or the Company's own G-Suite account for the members of the Supervisory Board may be used for communications between the Supervisory Board and the Management Board – other than on purely organisational matters – as well as the provision of documents for the meetings of the Supervisory Board and other documents.
- 3.3. The Chairperson shall convene the meeting of the Supervisory Board subject to notice of at least one week by depositing the notice convening the meeting in the data room or transmitting it via electronic channels. The notice period shall not include the day on which the notice is posted or the day on which the meeting is held. The notice convening the meeting shall state the place, date and time of the meeting and the individual items of the agenda. If the Chairperson convenes the meeting as a videoconference, he/she shall state the dial-in data instead of the place. At least one Supervisory Board meeting per calendar half-year should be held in the form of a physical meeting. Meetings taking place physically should regularly be held at the Company's registered office. Meetings may also be held at other locations of the Company or Group entities. The Chairperson shall consult with the other members of the Supervisory Board for this purpose and select another location of the Company or

Group entities only if the majority of the members of the Supervisory Board agree to this. Any preparatory documents should be sent to the members of the Supervisory Board as early as possible. Motions on items on the agenda should be communicated in good time before the meeting so that absent members of the Supervisory Board are able to cast their votes in writing.

- 3.4. In urgent cases, notices convening a meeting may be issued subject to a shorter notice period, including verbally, by telephone, by depositing the notice in the data room or by transmitting it electronically. However, there must also be an interval of at least three German banking days between the invitation and the day of the meeting in such cases.
- 3.5. The Chairperson shall convene a meeting immediately if a member of the Supervisory Board or the Management requests this, stating the purpose and the reasons. This meeting must be held within two weeks of the date on which notice convening the meeting is served. If the Chairperson does not comply with the request, the member of the Supervisory Board or the Management Board requesting the meeting may convene the Supervisory Board himself or herself, stating the facts and providing an agenda.
- 3.6. The Chairperson shall also convene a meeting immediately if this is in the Company's interests or for its benefit.
- 3.7. If a member of the Supervisory Board requests in writing or electronically by the beginning of the fifth day before the Supervisory Board meeting at the latest that additional items be placed on the agenda and that a vote be cast on the motion that he/she has submitted, the Chairperson shall amend the agenda accordingly and forward the amended agenda including the motion submitted by the member of the Supervisory Board in question to the other members of the Supervisory Board without delay.
- 3.8. The Chairperson shall chair the meeting and determine the order in which the items on the agenda are to be considered and the manner in which votes are to be taken. He/she may adjourn deliberations and resolutions on individual items of the agenda at his/her own due discretion.
- 3.9. The members of the Management Board shall attend the meetings of the Supervisory Board, unless the Chairperson decides otherwise in individual cases. Members of the Management Board may be invited to committee meetings at the instigation of the committee concerned. If the statutory auditors are consulted as experts at a meeting of the Supervisory Board or one of its committees, the Management Board shall not attend this meeting unless the Supervisory Board or the committee deems such attendance necessary.
- 3.10. Minutes shall be kept of the proceedings of each meeting. The minutes shall state the place, time and date of the meeting, the persons attending it, the items on the agenda, the main content of the discussions and the resolutions passed. A copy of the draft minutes shall be sent to each member of the Supervisory Board without undue delay. Any comments made by the members of the Supervisory Board are to be forwarded to the Chairperson of the Supervisory Board without undue delay. The draft minutes shall be approved at the next meeting and subsequently signed by the Chairperson presiding over the meeting in question.

4. Resolutions

- 4.1. The Supervisory Board shall as a rule pass its resolutions at its meetings. Absent members of the Supervisory Board may take part in a meeting by asking another member of the Supervisory Board or another person entitled to take part in the meeting pursuant to Section 109 (3) of the German Stock Corporation Act (AktG) to submit their written vote during the meeting. Except as provided for in Article 4.6, subsequent voting by absent members is only permitted if all members present consent to it.
- 4.2. A resolution of the Supervisory Board may also be passed in the following ways at the instigation of the Chairperson of the Supervisory Board:
 - 4.2.1. Outside meetings in writing, by telephone, electronically, or by depositing votes in the data room, by circulation or by means of a conference call; and
 - 4.2.2. By means of a combination of meetings and voting by members of the Supervisory Board not attending the meeting in the manner specified in Article 4.2.1

The members of the Supervisory Board shall not have any right to object to the form of resolution initiated by the Chairperson.

- 4.3. Resolutions passed outside of meetings shall be recorded by the Chairperson in minutes, a copy of which shall be sent to all members of the Supervisory Board immediately after the resolution has been passed. Article 3.10 shall apply with the necessary modifications.
- 4.4. The Supervisory Board shall make its decision in the form of resolutions. Resolutions shall be passed by a simple majority of the votes cast, unless these Rules of Procedure, the Articles of Association or the law provide otherwise. In the event of a tie on a given vote, the Chairperson of the Supervisory Board shall have two votes if a second vote on the same matter results again in a tie.
- 4.5. The Supervisory Board shall be deemed to have a quorum if at least half of the members of which it is required to be composed vote on a resolution either in person or in writing. The quorum shall be determined on the basis of the total number of members of the Supervisory Board as determined by law or by the Company's Articles of Association. A member shall also be deemed to have participated in the vote on a given motion notwithstanding the fact that he/she abstains from voting.
- 4.6. A resolution may only be passed on matters that are not on the agenda or have not been duly announced if (i) no member present at the meeting objects and (ii) absent members are given an opportunity within a period to be determined by the Chairperson to cast a subsequent written vote and the absent members do not challenge the quorum within the aforementioned period. This shall also apply to items of the agenda that have not been duly communicated.

5. Committees

- 5.1. The Supervisory Board may form committees from its own number and delegate the tasks and rights incumbent on it to them as far as this is legally permissible. The Supervisory Board may also form other committees in addition to those provided for in these Rules of Procedure.

- 5.2. The meetings of the committees shall be convened by the committee chairperson. They shall be deemed to have a quorum if at least three members, including the committee chairperson, participate in the resolution-passing process. In all other respects, the rules governing the meetings and resolutions of the Supervisory Board shall apply with the necessary modifications. The committee chairperson shall have two votes in the event of a tie. The committee chairpersons shall submit regular reports to the Supervisory Board detailing the work of the committees.
- 5.3. The committees shall prepare the decisions of the Supervisory Board and issue a recommendation. They shall only pass resolutions in lieu of the Supervisory Board if the full Supervisory Board has assigned them resolution-passing powers or in other individual cases and to the extent permitted by law.

6. Strategy committee

- 6.1. The Supervisory Board shall form a strategy committee and determine its chair. It shall comprise at least two members each from the shareholder and the employee representatives.
- 6.2. In the performance of its monitoring duties, the strategy committee shall advise the Supervisory Board on the Company's strategic perspectives, orientation and further development as well as matters of strategic importance for the Company. In particular, it shall consider fundamental questions relating to the Group's strategy including the Group's business policy and business orientation.

7. Personnel committee

- 7.1. The Supervisory Board shall form a personnel committee. It shall consist of three members, namely the chairperson, the deputy chairperson elected in accordance with Section 27 (1) and (2) of the Codetermination Act and another member of the Supervisory Board representing the shareholders. The Chairperson of the Supervisory Board shall also be the chairperson of the personnel committee.
- 7.2. The personnel committee shall prepare the decisions of the Supervisory Board
 - 7.2.1. on the appointment and dismissal of members of the Management Board;
 - 7.2.2. on the Supervisory Board's approval of the composition of the executive bodies of the subsidiaries listed in Annex 1 to Article 9.1.7 of the Rules of Procedure for the Management Board;
 - 7.2.3. on the determination of the remuneration of the members of the Management Board (salary, profit-sharing, expense allowances, insurance premiums, commission, incentive-based remuneration commitments such as share purchase rights and ancillary benefits of all kinds), and
 - 7.2.4. on the declaration of conformity pursuant to Section 161 of the German Stock Corporation Act.

It shall also decide on

- 7.2.5. the approval of ancillary and secondary activities by members of the Management Board in accordance with Section 88 of the German Stock Corporation Act (including the acceptance of supervisory board positions at

entities that are not affiliated with the Company within the meaning of Section 15 et seq. of the German Stock Corporation Act);

- 7.2.6. approval of the grant of loans to the group of persons referred to in Sections 89, 115 of the German Stock Corporation Act;
 - 7.2.7. approval of contracts with members of the Supervisory Board in accordance with Section 114 of the German Stock Corporation Act;
 - 7.2.8. self-exemption pursuant to Article 17 (4) of the Market Abuse Ordinance in cases coming within the original material competence of the Supervisory Board; however, the management staff representative on the Supervisory Board must also be heard in addition to the personnel committee. In the event of a tie, a decision of the full Supervisory Board shall be required.
- 7.3. The personnel committee, represented by the Chairperson of the Supervisory Board, shall implement the resolutions of the full Supervisory Board concerning the conclusion, amendment and termination of the service contracts with the members of the Management Board.

8. Mediation committee

Immediately after the election of the Chairperson of the Supervisory Board, the Supervisory Board shall form the mediation committee in accordance with Section 27 (3) of the Co-Determination Act. It shall consist of four members: the Chairperson of the Supervisory Board, the first Deputy Chairperson elected in accordance with Section 27 (1) and (2) of the Codetermination Act, one member elected by a majority of the votes cast by the members of the Supervisory Board representing the employees and one member elected by a majority of the votes cast by the members of the Supervisory Board representing the shareholders. The Chairperson of the Supervisory Board shall also act as the chairperson of the mediation committee.

9. Audit committee

- 9.1. The Supervisory Board shall form an audit committee consisting of four members. The members of the audit committee shall elect from their number a committee chairperson, who shall not be the chairperson of the Supervisory Board or a person who has been a member of the Company's Management Board within the last two years. In the event of a tie in the votes cast on the committee, the full Supervisory Board shall determine the chairperson. At least one member of the committee must hold expertise in accounting and at least one other member must hold expertise in auditing. The chairperson of the audit committee should have special knowledge and experience in the application of accounting principles and internal control procedures.
- 9.2. The audit committee shall deal with the following matters in particular:
- 9.2.1. The auditing of the accounts and monitoring of the accounting process; it may make recommendations or proposals to ensure the integrity of the accounting process;
 - 9.2.2. Preparation of the audit of the annual and consolidated financial statements as well as the management reports for the Company and the Group, the profit appropriation proposal of the Management Board and the sustainability report by the Supervisory Board as well as a recommendation for the

resolution of the Supervisory Board on the annual and consolidated financial statements and discussion of the interim reports with the Management Board prior to their publication;

- 9.2.3. Monitoring of the statutory audit, in particular the selection and confirmation of the independence of the statutory auditors, the quality of the statutory audit and the additional services provided by the statutory auditors;
- 9.2.4. Preparation of the resolution of the Supervisory Board on the proposal for the election of the statutory auditors at the Annual General Meeting; in particular the submission of a recommendation and obtention of a declaration of independence from the statutory auditors who are to be proposed for election at the Annual General Meeting;
- 9.2.5. The award of the audit engagement to the statutory auditors and the conclusion of an agreement on the fees payable to them as well as the determination of the audit priorities;
- 9.2.6. Acceptance of the audit or limited-assurance reports of the statutory auditors and, where appropriate, the submission of a recommendation to the full Supervisory Board to approve these reports;
- 9.2.7. In connection with the non-financial reports of the Company and the Group pursuant to Sections 289b, 315b of the German Commercial Code and the sustainability report:
 - Preparation of the internal audit by the Supervisory Board;
 - Preparation of the resolution of the Supervisory Board on the execution of an external review and the selection of an external auditor;
 - Award of an audit engagement to the external auditors and the conclusion of an agreement on the fees payable to the external auditors;
- 9.2.8. Monitoring of the efficacy of the internal control system, the risk management system and the internal auditing system;
- 9.2.9. Monitoring of the compliance function;
- 9.2.10. Matters relating to financial planning and the Company's financial position;
- 9.2.11. Acceptance of the annual budget planning.
- 9.2.12. The audit committee shall also advise on environmental/sustainability, social and governance issues as part of its monitoring activities.

10. Nominating committee

- 10.1. The Supervisory Board shall form a nominating committee. This committee shall consist of three members: the Chairperson of the Supervisory Board and two other members of the Supervisory Board representing the shareholders. They shall be elected by a majority of the votes cast by the shareholder representatives on the

Supervisory Board. The Chairperson of the Supervisory Board shall also be the chairperson of the nominating committee.

- 10.2. The nominating committee shall have the task of preparing the proposals of the Supervisory Board for the election at the Annual General Meeting of the members of the Supervisory Board representing the shareholders, and in particular of proposing to the Supervisory Board suitable candidates for election.

11. Conflicts of interest

- 11.1. All members of the Supervisory Board shall act in the best interests of the Company. When members of the Supervisory Board make decisions, they shall not be guided by their own personal interests or make use of business opportunities available to the Company for their own benefit.
- 11.2. Each member of the Supervisory Board shall disclose any conflicts of interest to the Supervisory Board. This shall particularly apply to conflicts of interest that may arise as a result of an advisory or executive function being held with customers, suppliers, lenders, other business partners or as a result of their relationship with a shareholder subject to compulsory disclosure in accordance with the German Securities Trading Act.
- 11.3. In its report to the Annual General Meeting, the Supervisory Board shall disclose any conflicts of interest that have arisen and the response taken to them. In the event of any significant and protracted conflicts of interest on the part of any member of the Supervisory Board, that member should be dismissed from the Supervisory Board.
- 11.4. Consultancy contracts or other service and work contracts of a member of the Supervisory Board with the Company shall require the consent of the Supervisory Board.

12. Transparency

Each member of the Supervisory Board shall immediately inform the Company and the Chairperson if he/she engages in his/her own transactions with shares in the Company or any financial instruments relating thereto, particularly derivatives.

13. Confidentiality

- 13.1. Each member of the Supervisory Board undertakes to treat as confidential all privileged information and secrets of the Company, including but not limited to business and trade secrets, of which he/she becomes aware through his/her work on the Supervisory Board, including after the termination of his/her membership of the Supervisory Board. In particular, the members of the Supervisory Board shall treat as confidential all confidential reports and deliberations received and comply with the legal stipulations governing inside knowledge.
- 13.2. If a member of the Supervisory Board intends to disclose any information to third parties in cases in which such disclosure is not evidently permissible, the Chairperson of the Supervisory Board shall be informed in advance. If the Chairperson of the Supervisory Board does not agree to such disclosure, he/she shall duly inform the other members of the Supervisory Board and obtain an immediate opinion from the Supervisory Board. Pending receipt of this opinion, the Supervisory Board member

concerned shall refrain from disclosing the facts that have become known to him/her through his/her office.

- 13.3. Upon leaving office, the members of the Supervisory Board shall immediately hand over to the Company all documents, including correspondence, records and the like, that are in their possession and relate to the matters of the Company. This shall also include any duplicates and photocopies. The members of the Supervisory Board shall have no right to retain any such documents.

Würzburg, 13 November 2022

A handwritten signature in black ink, appearing to read 'R. Klinkner', with a stylized flourish at the end.

Prof. Dr.-Ing. Raimund Klinkner