

# KOENIG & BAUER

Virtual Annual General Meeting on May 11, 2021

Item 8: Remuneration of the members of the Supervisory Board and amendment of Section V, item 13 “Supervisory Board Remuneration”

Comparison (synopsis) of the amendments of Section V, item 13

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<p>Section V, item 13 „Remuneration of the members of the Supervisory Board“ Articles of Association of the Koenig &amp; Bauer AG in their currently valid version from October 20 2020 (a)</p>	<p>Section V, item 13 „Remuneration of the members of the Supervisory Board“ Wording after the entry of amendments to the Articles of Association, as proposed under item 8 of the agenda of the Annual General Meeting on May 11, 2021 (b)</p>	<p>Section V, item 13 „Remuneration of the members of the Supervisory Board“ Wording after the Supervisory Board has exercised its authorization after January 1, 2022 to amend the Articles of Association to reflect the increased remuneration and to give paragraph 2 (item 13.2) the wording of the second sentence of item 13.7 (c)</p>
<p>Section V</p> <p>13. Remuneration of the members of the Supervisory Board</p> <p>13.1. The members of the Supervisory Board are each entitled to a fixed annual compensation of EUR 35,000.</p>	<p>Section V</p> <p>13. Remuneration of the members of the Supervisory Board</p> <p>13.1. The members of the Supervisory Board are each entitled to a fixed annual compensation of EUR 35,000.</p>	<p>Section V</p> <p>13. Remuneration of the members of the Supervisory Board</p> <p>13.1. The members of the Supervisory Board are each entitled to a fixed annual compensation of EUR <del>35,000</del> EUR 45,000.</p>
<p>13.2. The chairperson of the Supervisory Board shall receive double, and his deputies shall receive one and a half times this compensation.</p>	<p>13.2. The chairperson of the Supervisory Board shall receive double, and his deputies shall receive one and a half times this compensation.</p>	<p>13.2. The chairperson of the Supervisory Board shall receive a fixed annual compensation of EUR 120,000, his deputies shall receive one and half time this compensation EUR 80,000.</p>

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<p>13.3. For work on the committees of the Supervisory Board</p> <ul style="list-style-type: none"> <li>– the chairperson of the Audit Committee shall receive EUR 11,250, any other member EUR 7,500</li> <li>– the chairperson of the Strategy Committee shall receive EUR 9,375, any other member EUR 6,250.</li> <li>– the chairperson of the Personnel Committee shall receive EUR 4,625, any other member EUR 3,750.</li> </ul> <p>The members of the other committees shall not receive any additional compensation. Committee activities shall only be considered once for compensation, whereby compensation for activities in several committees is based on the highest-paid function.</p>	<p>13.3. For work on the committees of the Supervisory Board</p> <ul style="list-style-type: none"> <li>– the chairperson of the Audit Committee shall receive EUR 11,250, any other member EUR 7,500</li> <li>– the chairperson of the Strategy Committee shall receive EUR 9,375, any other member EUR 6,250.</li> <li>– the chairperson of the Personnel Committee shall receive EUR 4,625, any other member EUR 3,750.</li> </ul> <p>The members of the other committees shall not receive any additional compensation. Committee activities shall only be considered once for compensation, whereby compensation for activities in several committees is based on the highest-paid function.</p>	<p>13.3. For work on the committees of the Supervisory Board</p> <ul style="list-style-type: none"> <li>– the chairperson of the Audit Committee shall receive EUR <del>11,250</del> <u>22,500</u> and each other member EUR <del>7,500</del> <u>15,000</u></li> <li>– the chairperson of the Strategy Committee shall receive EUR <del>9,375</del> <u>20,000</u> and each other member EUR <del>6,250</del> <u>13,000</u>.</li> <li>– the chairperson of the Personnel Committee shall receive EUR <del>4,625</del> <u>10,000</u> and each other member EUR <del>3,750</del> <u>8,000</u>.</li> </ul> <p>The members of the other committees shall not receive any additional compensation. Committee activities shall only be considered once for compensation, whereby compensation for activities in several committees is based on the highest-paid function.</p>
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<p>13.4. The compensation for the members of the Supervisory Board shall be payable as of the completion of each business year. If a member of the Supervisory Board retires from his office during the course of a business year, he shall receive the compensation proportionately based on the served time and rounded up to full months. If a member of a committee retires from this committee, this member shall also receive the compensation for his position proportionately based on the served time and rounded up to full month. However, a proportionate compensation based on the served time in a committee requires that the respective committee was in session to fulfil its task during the respective time.</p>	<p>13.4. The compensation for the members of the Supervisory Board shall be payable as of the completion of each business year. If a member of the Supervisory Board retires from his office during the course of a business year, he shall receive the compensation proportionately based on the served time and rounded up to full months. If a member of a committee retires from this committee, this member shall also receive the compensation for his position proportionately based on the served time and rounded up to full month. However, a proportionate compensation based on the served time in a committee requires that the respective committee was in session to fulfil its task during the respective time.</p>	<p>13.4. The compensation for the members of the Supervisory Board shall be payable as of the completion of each business year. If a member of the Supervisory Board retires from his office during the course of a business year, he shall receive the compensation proportionately based on the served time and rounded up to full months. If a member of a committee retires from this committee, this member shall also receive the compensation for his position proportionately based on the served time and rounded up to full month. However, a proportionate compensation based on the served time in a committee requires that the respective committee was in session to fulfil its task during the respective time.</p>
<p>13.5. The members of the Supervisory Board shall be reimbursed for reasonable</p>	<p>13.5. The members of the Supervisory Board shall be reimbursed for reasonable</p>	<p>13.5. The members of the Supervisory Board shall be reimbursed for reasonable</p>

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<p>travel and other expenses incurred in the performance of their duties. In addition, each member attending a meeting of the Supervisory Board shall receive a daily allowance of EUR 250, no daily allowance shall be paid for meetings of the committees.</p>	<p>travel and other expenses incurred in the performance of their duties. In addition, each member attending a meeting of the Supervisory Board shall receive a daily allowance of EUR 250, no daily allowance shall be paid for meetings of the committees. <b>In addition to attending a meeting in person, participation by videoconference, telephone or similar customary means of communication shall be deemed to constitute attendance at a meeting.</b></p>	<p>travel and other expenses incurred in the performance of their duties. In addition, each member attending a meeting of the Supervisory Board shall receive a daily allowance of EUR 250, no daily allowance shall be paid for meetings of the committees. In addition to attending a meeting in person, participation by videoconference, telephone or similar customary means of communication shall be deemed to constitute attendance at a meeting.</p>
<p>13.6. The Company shall reimburse each member of the Supervisory Board for any VAT payable on their compensation or reimbursed expenses received in connection with their activities as member of the Supervisory Board. The Company shall provide the members of the Supervisory Board in the Company's interest with appropriate insurance cover for the performance of the activities in the Supervisory Board.</p>	<p>13.6. The Company shall reimburse each member of the Supervisory Board for any VAT payable on their compensation or reimbursed expenses received in connection with their activities as member of the Supervisory Board. The Company shall provide the members of the Supervisory Board in the Company's interest with appropriate insurance cover for the performance of the activities in the Supervisory Board.</p>	<p>13.6. The Company shall reimburse each member of the Supervisory Board for any VAT payable on their compensation or reimbursed expenses received in connection with their activities as member of the Supervisory Board. The Company shall provide the members of the Supervisory Board in the Company's interest with appropriate insurance cover for the performance of the activities in the Supervisory Board.</p>

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<p>13.7. The provisions of this item 13 shall be applicable for the first time for the business year starting on January 1, 2019.”.</p>	<p><del>13.7. The provisions of this item 13 shall be applicable for the first time for the business year starting on January 1, 2019.”.</del></p> <p>13.7 Effective January 1, 2022, the compensation of the members of the Supervisory Board shall increase as follows:</p> <p>The fixed annual compensation of members of the Supervisory Board shall increase to EUR 45,000.</p> <p>The Chairperson of the Supervisory Board shall receive fixed annual compensation of EUR 120,000, his deputies EUR 80,000.</p> <p>For work on the committees of the Supervisory Board, the following shall receive</p> <ul style="list-style-type: none"> <li>- the chairperson of the Audit</li> </ul>	<p><del>13.7—Effective January 1, 2022, the compensation of the members of the Supervisory Board shall increase as follows:</del></p> <p><del>The fixed annual compensation of members of the Supervisory Board shall increase to EUR 45,000.</del></p> <p><del>The Chairperson of the Supervisory Board shall receive fixed annual compensation of EUR 120,000, his deputies EUR 80,000.</del></p> <p><del>For work on the committees of the Supervisory Board, the following shall receive</del></p> <ul style="list-style-type: none"> <li><del>—the chairperson of the Audit Committee EUR 22,500 and each other member of the committee EUR 15,000</del></li> <li><del>—the chairperson of the Strategy</del></li> </ul>

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	<p>Committee EUR 22,500 and each other member of the committee EUR 15,000</p> <ul style="list-style-type: none"><li>- the chairperson of the Strategy Committee EUR 20,000 and each other member of the Committee EUR 13,000</li><li>- the chairperson of the Personnel Committee EUR 10,000 and each other member of the Committee EUR 8,000.</li></ul> <p>In all other respects, paragraphs (1) and (3) to (6) of item 13 shall continue to apply as in effect on January 1, 2022.</p>	<p><del>Committee EUR 20,000 and each other member of the Committee EUR 13,000</del></p> <p><del>—the chairperson of the Personnel Committee EUR 10,000 and each other member of the Committee EUR 8,000.</del></p> <p><del>In all other respects, paragraphs (1) and (3) to (6) of item 13 shall continue to apply as in effect on January 1, 2022..</del></p>
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