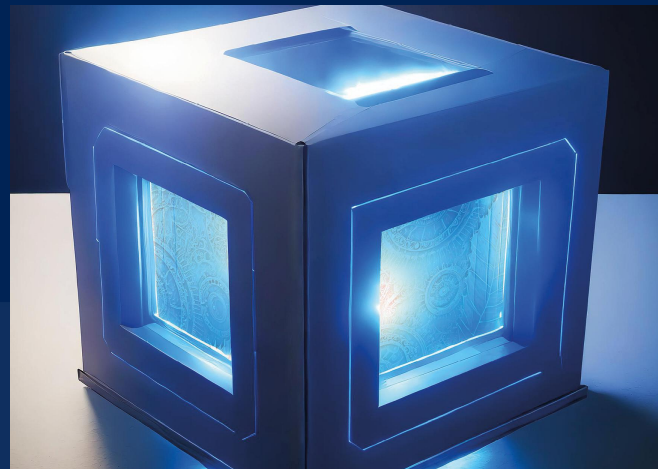


KOENIG & BAUER

Annual General Meeting 2024

Revision of the remuneration system
for the Management Board members

Summary



Further development of the remuneration system

Objectives

Strengthening of the pay-for-performance alignment

Alignment of the variable remuneration elements with the sustainable and long-term development of Koenig & Bauer

Greater share orientation

Caps on Management Board remuneration

Implementation

- Abolition of non-performance-tied, special remuneration
- Higher weighting of financial performance targets in the annual bonus and inclusion of performance targets in the long-term incentive
- Redesign of the long-term incentive as a performance share plan with a four-year performance period
- Inclusion of ESG targets in both the annual bonus and the long-term incentive
- Introduction of Share Ownership Guidelines (SOG)
- Introduction of a payout cap in the long-term incentive with corresponding adjustment of the maximum remuneration

Changes to the remuneration system

Remuneration System 2021

Fixed remuneration and fringe benefits

Defined contribution scheme

Short-Term Incentive (Target Bonus)

- 50% Group EBIT margin
- 50% individual targets
 - Operating, strategic, ESG

Long-Term Incentive (Restricted Stock Plan)

- Lock-up period: 4 years
- No performance targets
- Grant Cap: 200% of the base amount
- No payout cap

Further elements

- Special remuneration
- Maximum remuneration
 - €2.17 million for the Chief Executive Officer
 - €1.75 million for ordinary Management Board members

Introduction of a pension substitute

Adjustment of performance targets

New plan type

Introduction of performance targets

Abolition of special remuneration

Introduction of Share Ownership Guidelines

Adjustment of maximum remuneration

Remuneration System 2024

Fixed remuneration and fringe benefits

Defined contribution scheme/pension substitute (for new appointments)

- 75% financial targets
 - 50% EBIT or EBIT margin
 - 25% Net Working Capital
- 25% non-financial targets
 - ESG and strategic

Short-Term Incentive (Target Bonus)

- Performance period: 4 years
- Performance targets:
 - 37,5% EPS
 - 37,5% net financial position
 - 25% ESG
- Target achievement cap: 200%
- Payout cap: 250%

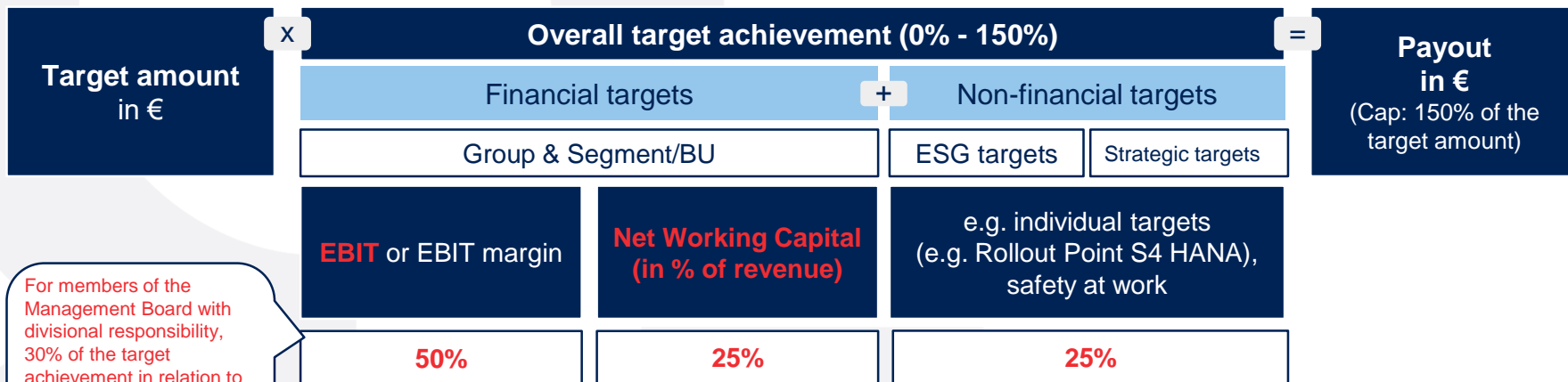
Long-Term Incentive (Performance Share Plan)

- Share Ownership Guidelines
- Maximum remuneration
 - € 2.8 million for the Chief Executive Officer
 - € 2.1 million for ordinary Management Board members

Further elements

Revised annual bonus

Fokus set on financial targets

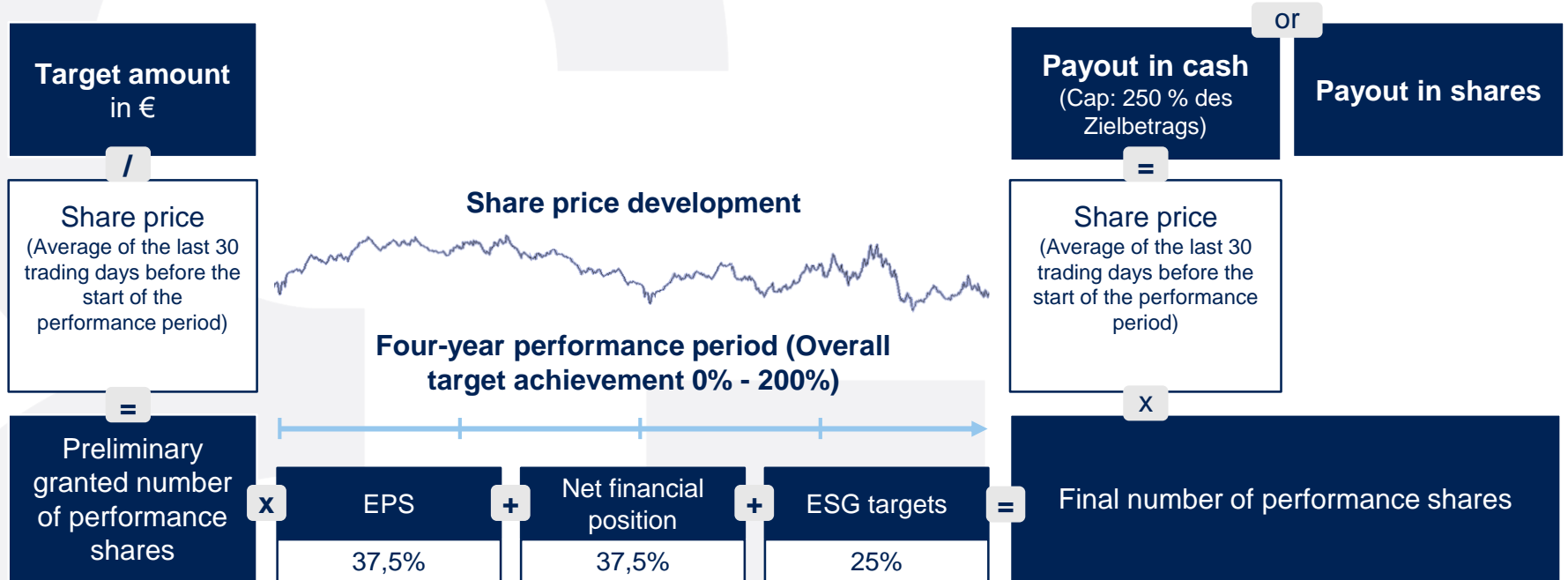


For members of the Management Board with divisional responsibility, 30% of the target achievement in relation to the financial performance criteria can be measured at Group level and 20% at divisional level.

Changes

New Long-term Incentive (LTI)

Share-based plan type with performance targets and 4-year measurement



Further elements of the remuneration system

Greater share orientation and standard market malus & clawback

Share Ownership Guidelines

- Obligation of the members of the Management Board to acquire shares in Koenig & Bauer AG amounting to 100% of the fixed annual salary (SOG target) and to hold these until the end of their Management Board activity
- Until the SOG target is reached, shares equivalent to 25% of the LTI payout (gross) must be acquired annually

Malus und Clawback

- Compliance malus and clawback
 - occurs in the event of relevant misconduct by a member of the Management Board, which may be a breach of the Koenig & Bauer Group Code of Conduct or legal prohibitions.
 - Occurs if the member of the Executive Board has not intervened against offences committed by third parties in a manner commensurate with his duties.
- Restatement clawback
 - Occurs if the payment of variable remuneration elements is based on incomplete or incorrect information and would have resulted in a lower payment based on a subsequent correction.

Comparison of market remuneration levels 2023

- The amount and structure of the Executive Board's remuneration was reviewed in 2023 as part of a comprehensive market comparison
- The comparative market was a peer group consisting of mechanical engineering and technology companies of a comparable size. This is made up of the following 24 companies:

Aixtron	Basler	DEUTZ	DMG Mori	Dürr	Elring Klinger
GEA	Heidelberger Druckmaschinen	HENSOLDT	Jenoptik	Jungheinrich	KION
Knorr-Bremse	Krones	Norma	Pfeiffer Vacuum	PVA TePla	SLM Solutions
Stabilus	Technotrans	thyssenkrupp	Varta	Vossloh	Wacker Neuson

- The SDAX companies were used as an additional peer group.