

Report of the Supervisory Board

Dear Shareholders,

Before I explain the work of the Supervisory Board and its committees in financial year 2023/2024, allow me to briefly discuss the significant issues of the past financial year.

The challenging environment, characterized by geopolitical conflicts and restrained macroeconomic development, had a significant impact on the mechanical engineering sector and our business activities. Unstable framework conditions and change have been a constant in recent years. At the same time, internal projects and plans had to be implemented with determination. This included, for example, pushing ahead with the value creation program, establishing new innovative products, such as the Boardmaster, on the market, and preparing for the drupa trade fair.

The results for the 2023/2024 financial year are good in view of the operational improvement achieved despite all the adversity. This is particularly evident in the free cash flow, which improved significantly without any special items. This figure is particularly important as an indicator of a company's financial strength and reflects the consolidation of our Company.

We would like to express our appreciation and thanks to the Management Board and employees for this.

Close cooperation between Management Board and Supervisory Board

The Supervisory Board of Heidelberger Druckmaschinen Aktiengesellschaft again performed its duties in accordance with the law, the Articles of Association and its Rules of Procedure in full in the financial year 2023/2024. The Supervisory Board has continuously monitored the work of the Management Board and provided advice on strategically important issues and significant individual measures. The Supervisory Board assured the legality, expediency and compliance of the work of the Management Board at all times.

The Management Board has informed the Supervisory Board regularly, promptly and comprehensively, verbally or in writing, about all matters relevant to the Company and the Group, thereby fulfilling its duty to provide information. The



DR. MARTIN SONNENSCHN
Chairman of the Supervisory Board

Management Board kept the Supervisory Board informed on an ongoing basis and in detail about the Company's business development and financial position, including the corresponding risks and opportunities. Furthermore, the Supervisory Board was informed of the planning and of deviations in business performance from the prepared plans and targets as well as the reasons for this. Corporate strategy, sustainability strategy, risk management and compliance were also among the regular reporting topics. The Chair of the Supervisory Board and the Chair of the Audit Committee were also in continuous contact with the Management Board outside meetings and discussed significant current issues and developments at the Company with them. Significant findings were reported at the latest at the following Supervisory Board meeting or committee meeting.

The Supervisory Board discussed and dealt with all the above topics in depth. The members of the Supervisory Board had sufficient opportunity to scrutinize the information and resolution proposals they received from the Management Board and to make and discuss suggestions with them at the meetings of the Supervisory Board as a whole and of the committees. The Supervisory Board granted its approval for individual transactions to the extent required by law, and the Articles of Association or the Rules of Procedure. In the 2023/2024 financial year, this related in particular to the approval of the provision of collateral for the conclusion of a new syndicated revolving credit facility.

Meetings of the Supervisory Board, participation and key topics

The meetings of the Supervisory Board and its committees are generally held as in-person meetings with the option of joining via video conference in justified cases (hybrid meetings held in person). Meetings are only held purely as a video conference in isolated cases – for example, when the meetings are short or are convened at short notice.

The Supervisory Board held five ordinary meetings in the reporting year. The meetings were hybrid meetings held in person.

The average attendance rate at the meetings of the Supervisory Board and its committees was around 99 percent in the financial year 2023/2024. The following table shows the individual breakdown of meeting participation:

	Meeting participation
Full Supervisory Board	
Dr. Martin Sonnenschein (Chair)	5/5
Ralph Arns*	5/5
Dr. Bernhard Buck* (until July 26, 2023)	2/2
Gerald Dörr*	5/5
Mirko Geiger*	5/5
Oliver Jung	5/5
Li Li	5/5
Dr. Fritz Oesterle	5/5
Petra Otte*	5/5
Ferdinand Rüesch	5/5
Ina Schlie	5/5
Beate Schmitt*	5/5
Holger Steuerwald* (since July 26, 2023)	3/3

	Meeting participation
Audit Committee	
Ina Schlie (Chair)	5/5
Ralph Arns*	5/5
Mirko Geiger*	5/5
Oliver Jung	5/5
Beate Schmitt*	5/5
Dr. Martin Sonnenschein	5/5

	Meeting participation
Personnel Matters Committee	
Dr. Martin Sonnenschein (Chair)	6/6
Ralph Arns*	6/6
Gerald Dörr*	6/6
Dr. Fritz Oesterle	5/6
Ferdinand Rüesch	6/6
Beate Schmitt*	6/6

	Meeting participation
Nomination Committee	
Dr. Martin Sonnenschein (Chair)	4/4
Oliver Jung	4/4
Ferdinand Rüesch	4/4

	Meeting participation
Strategy Committee	
Dr. Martin Sonnenschein (Chair)	3/3
Ralph Arns*	3/3
Mirko Geiger*	3/3
Oliver Jung	3/3
Li Li	0/3**
Dr. Fritz Oesterle	3/3
Ferdinand Rüesch	3/3
Ina Schlie	3/3

* Employee representatives

** Ms. Li was unable to attend the meetings of the Strategy Committee. The Chair of the Supervisory Board, Dr. Sonnenschein, discussed the strategy topics in detail with Ms. Li at a separate appointment prior to the meeting and learned an opinion of Ms. Li.

The Supervisory Board also regularly held parts of its meetings without the Management Board.

The Supervisory Board's deliberations focused on the business activities, development and strategy of Heidelberger Druckmaschinen Aktiengesellschaft and the HEIDELBERG Group. The business and financial situation of the Company, including the development of orders, sales, earnings and employment, financing and liquidity planning and the equity situation, were the subject of every ordinary Supervisory Board meeting in the reporting year. The Supervisory Board also received regular reports on the value creation program and dealt with these. Another regular component of the ordinary meetings were the reports from the committees with the detailed content presented below and their discussion.

In addition to these recurring focal points, the following topics should be highlighted for the reporting year:

At the balance sheet meeting on June 6, 2023, the Supervisory Board focused on the annual financial statements of Heidelberger Druckmaschinen Aktiengesellschaft and the HEIDELBERG Group as at March 31, 2023, the combined management report, the non-financial report and the corresponding audit reports by the auditor. In addition, the Supervisory Board adopted the report of the Supervisory Board and the corporate governance declaration and approved the remuneration report for the 2022/2023 financial year.

At the recommendation of the Personnel Committee, the Supervisory Board determined the remuneration of the members of the Management Board for the 2022/2023 financial year based on their ascertained target achievement and dealt with the performance criteria for the following performance period. The Supervisory Board also resolved to adjust the remuneration system for the Management Board and to submit this to the Annual General Meeting for approval.

The Supervisory Board dealt extensively with the follow-up and discussion of the results of the Strategy Committee meeting on June 5, 2023. Another topic was the upcoming refinancing of the syndicated revolving credit facility. Finally, the Supervisory Board approved the agenda and proposed resolutions for the Annual General Meeting 2023.

The first meeting on July 26, 2023, was used to make preparations for the Annual General Meeting. Following the Annual General Meeting, the Chair of the Supervisory Board was confirmed at a second meeting, the Deputy Chair of the Supervisory Board was elected and the committees were reappointed. Following the election by the Annual General

Meeting, the Supervisory Board resolved to appoint KPMG AG Wirtschaftsprüfungsgesellschaft as auditors of the financial statements and consolidated financial statements for the 2023/2024 financial year and issued the corresponding audit assignment. The Supervisory Board also received a report on the successful completion of the refinancing and an update on information security issues.

The current situation regarding information security was presented in detail at the Supervisory Board meeting on November 23, 2023. Another focus was on considerations regarding the future restructuring of the Group under company law to increase the strategic and financial capacity to act (Project Smile).

The Supervisory Board approved the annual declaration of compliance in accordance with Section 161 of the German Stock Corporation Act (AktG). This can be accessed at all times on Heidelberger Druckmaschinen Aktiengesellschaft's website. The Supervisory Board also discussed the evaluation of the self-assessment of its work and that of its committees in accordance with recommendation D.12 of the German Corporate Governance Code (DCGK) and the updated qualification matrix and was informed about further training opportunities for Supervisory Board members.

The focus of the last Supervisory Board meeting of the reporting year on March 20, 2024, was on the follow-up to the Strategy Committee meeting on March 19, 2024, as well as planning for the coming financial year and the multi-year plan. The Supervisory Board once again discussed the restructuring under company law in the form of bundling the domestic and foreign sales and service units (SSUs) into a sales and service holding company.

In the 2023/2024 financial year, subsequent to the discussion at the meetings, the Supervisory Board passed circulating resolutions on the setting of targets for the Management Board, the adjustment of the Management Board employment contracts to the new remuneration system for the Management Board and the refinancing of the syndicated revolving credit facility.

Work in the committees

The Supervisory Board of the Company has set up six permanent committees to support it in its work:

- Mediation Committee
- Audit Committee
- Personnel Matters Committee
- Management Committee
- Nomination Committee
- Strategy Committee

The Supervisory Board's six committees prepare decisions for the Supervisory Board as a whole and pass resolutions on matters delegated to them for a decision. Further details can be found in the Rules of Procedure of the Supervisory Board at www.heidelberg.com > About Us > Corporate Governance.

The chairs of the respective committees reported to the Supervisory Board regularly and comprehensively on their deliberations at the meetings of the Supervisory Board. The composition of the committees in the 2023/2024 financial year is shown at the end of the financial section of this Annual Report.

The Audit Committee held five regular meetings in the reporting year. All meetings were held as hybrid meetings in person. Representatives for the auditor took part in the meetings in addition to the members of the Management Board. The Audit Committee also regularly spoke with the auditor without the Management Board in attendance. The Chair of the Audit Committee also regularly exchanged information with the auditors between the meetings. In addition, the heads of the relevant Group functions were on hand to deliver reports and answer questions concerning individual items of the agenda.

Together with the auditor, the Audit Committee also addressed the annual and consolidated financial statements, the combined management report and the sustainability reporting, and it discussed with the auditor the assessment of the audit risk, the audit strategy and audit planning as well as the results of the audit of the annual and consolidated financial statements. The Audit Committee also intensively studied new regulatory developments and their implementation within the Company, particularly with regard to sustainability reporting.

The committee monitored the selection, independence, qualifications and efficiency of the auditor as well as the services performed by the auditor, and addressed the review of the quality of the audit of the financial statements. The auditor declared to the Audit Committee that there were no circumstances that could give rise to grounds for impartiality. The Audit Committee obtained the necessary declaration of independence from the auditor, reviewed its qualifications and entered into a fee agreement with it.

The Audit Committee discussed the quarterly statements and the half-year financial report with the Management Board prior to their publication. It reviewed the Company's net assets, financial position and results of operations as well as the outlook and risk assessment. The Audit Committee was also presented with relevant accounting issues such as the inherent value of goodwill and other assets, the valuation of

investments and dividends and capital measures at subsidiaries. The effects and measures of the value creation program were presented. Information was also provided on the mandatory EMIR audit in accordance with Section 32 of the German Securities Trading Act (WpHG).

At several meetings, the Audit Committee discussed the status and ongoing development of the internal control system, the risk management system and the work of Internal Audit. The Audit Committee also dealt with compliance in the Company and was informed about the further development of the compliance management system and the data protection management system. The implementation of the necessary measures in relation to the German Supply Chain Due Diligence Act (LkSG) was also reported on.

The Strategy Committee met three times in the reporting year. The meetings were hybrid meetings held in person. The Strategy Committee dealt with developments in the printing industry, the market and competitive situation and potential growth markets. The strategic initiatives derived from this for the individual segments in the core business area as well as for the development of new business areas were presented and discussed. The restructuring under company law in the form of bundling the domestic and foreign sales and services units (SSUs) in a sales and service holding company was explained and discussed. Another focus was on the value creation program.

The Personnel Committee met six times in the 2023/2024 reporting year. Five of these were hybrid meetings held in person and one was held as a video conference. Its work focused on the achievement of the goals for variable remuneration in 2022/2023 and the proposals for the variable remuneration of the Management Board for the following performance period as well as corresponding resolution recommendations for the Supervisory Board. The Personnel Committee also dealt with a revision of the remuneration system for the Management Board and decided to recommend an adjustment to the Supervisory Board. Following the approval of the remuneration system by the Annual General Meeting, the Personnel Committee prepared the corresponding adjustment of the Management Board employment contracts. The remuneration report for the 2022/23 financial year, the raising of the age limit for the Management Board and succession planning were also discussed.

In the reporting year, the Nomination Committee met once in person and three times in the form of a video conference and dealt with the proposals for election to the Supervisory Board by the Annual General Meeting on July 25, 2024. It reviewed and confirmed the skills profile, including the objectives, and defined the requirement profiles for the nominations on this

basis, taking into account the implementation matrix. In view of the above, the Nomination Committee dealt with the search for and selection of candidates, using external support. The Nomination Committee also reviewed the remuneration of the Supervisory Board.

The Executive Committee did not meet in the reporting year.

The Mediation Committee in accordance with section 27 (3) of the German Codetermination Act did not need to convene in the reporting year.

Audit of the annual and consolidated financial statements

On July 26, 2023, the Annual General Meeting appointed KPMG AG Wirtschaftsprüfungsgesellschaft, Mannheim, Germany, as auditors of the financial statements and consolidated financial statements.

This company audited the single-entity financial statements for the financial year 2023/2024 in accordance with the German Commercial Code (HGB) and the German Stock Corporation Act (AktG) as well as the consolidated financial statements and the combined management report of Heidelberger Druckmaschinen Aktiengesellschaft and the HEIDELBERG Group in accordance with IFRSs as applicable in the European Union (EU) and the supplementary provisions of the German Commercial Code (HGB) pursuant to Section 315e (1) HGB, as prepared by the Management Board on May 5, 2024, and issued each with unqualified opinions.

The auditor responsible for the audit was Michael Mokler, who held this function for the first time. The single-entity financial statements, the consolidated financial statements, the combined management report of the Company and the HEIDELBERG Group, and the separate combined non-financial report were submitted to all of the members of the Supervisory Board immediately after their preparation. The reports of the auditor were also distributed to all of the members of the Supervisory Board in good time. At the meeting of the Audit Committee on June 3, 2024, the auditor responsible presented the results of the audit and the Audit Committee discussed the single-entity and consolidated financial statements, the combined management report for the Company and the HEIDELBERG Group, and the audit documentation in the presence of the auditor in order to prepare discussion thereof by the full Supervisory Board. The auditor likewise discussed the key audit matters in the annual and consolidated financial statements, which included the measurement of equity investments and the recoverability of goodwill. The auditor

answered all questions in full. The auditor was also represented at the Supervisory Board meeting on June 5, 2024, by the two auditors who signed the audit opinions. During the meeting of the full Supervisory Board, they reported on the results of their audit and on the fact that there are no significant weaknesses in the internal controlling and risk management system with regard to the (Group) accounting process. They were available to the members of the Supervisory Board to answer questions and answered all of these questions in full. The auditor also informed the meeting about the services provided in addition to the audit of the financial statements and confirmed that there were no circumstances giving rise to concerns over its impartiality. The audit report does not include any comments or indications of any inaccuracies in the declaration of compliance with the German Corporate Governance Code. The Chair of the Audit Committee reported to the Supervisory Board on the key content and results of the Audit Committee's review and the Audit Committee's recommendations for the Supervisory Board's resolution, including the approval of the annual financial statements and consolidated financial statements. In line with the Audit Committee's proposal, the Supervisory Board then concurred with the audit findings. On the basis of its own examination of the single-entity financial statements, the consolidated financial statements, the combined management report of Heidelberger Druckmaschinen Aktiengesellschaft and the HEIDELBERG Group, the Supervisory Board came to the conclusion that it had no reservations. The Supervisory Board approved the single-entity financial statements of Heidelberger Druckmaschinen Aktiengesellschaft for the year ended March 31, 2024, as prepared by the Management Board and the consolidated financial statements of the HEIDELBERG Group for the year ended March 31, 2024. The single-entity financial statements were therefore adopted.

The Supervisory Board also examined the separate combined non-financial report for the financial year 2023/2024. These were audited by the auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, on the basis of a voluntary content review in a limited assurance engagement approved by the Supervisory Board. The Supervisory Board discussed the separate combined non-financial report with the auditors and came to the conclusion that it had no reservations. The separate combined non-financial report will be published on the Company's website on June 11, 2024.

Conflicts of interest

Every Supervisory Board member discloses potential conflicts of interest in accordance with the German Corporate Governance Code.

The members of the Management Board and the Supervisory Board did not experience any conflicts of interest in the period under review that would have required disclosure in accordance with the German Corporate Governance Code.

Basic and advanced training

The members of the Supervisory Board are responsible for the training and further education measures required for their duties and are supported by the Company as required. In the 2023/2024 financial year, new regulatory developments were regularly presented at the meetings, particularly with regard to new reporting standards. Further education opportunities for Supervisory Board members were presented at meetings of the Supervisory Board and the Audit Committee. In January 2024, the Supervisory Board was offered a half-day training course on ESG regulatory requirements by the Corporate Sustainability department in cooperation with an external service provider. As part of their induction, new members of the Supervisory Board can meet with the members of the Management Board to discuss current topics in the respective Management Board divisions in order to obtain an overview of the relevant topics at the Company.

Corporate governance

The Supervisory Board continuously addressed the standards of good corporate governance in the course of financial year 2023/2024. Information on corporate governance at the Company and related activities by the Supervisory Board can also be found in the corporate governance declaration. This can be found on our website at www.heidelberg.com under Company > About Us > Corporate Governance > Corporate Governance Declaration.

Personnel changes in the Supervisory Board and the Management Board

Due to the reelection of Ferdinand Rüesch to the Supervisory Board, its composition on the shareholder side remained unchanged. At the end of the Annual General Meeting on July 26, 2023, the term of office of the previous employee representatives on the Supervisory Board ended and the term of office of the employee representatives elected on June 21, 2023 began. There was one change here. Holger Steuerwald was newly elected to the Supervisory Board as a representative of senior executives. Dr. Bernhard Buck resigned from the Supervisory Board.

The Supervisory Board especially wishes to thank the member of the Supervisory Board who has now stepped down for his work.

The Supervisory Board will continue to monitor the Company's interests and its long-term development and work towards its well-being.

Thank you from the Supervisory Board

The Supervisory Board would like to thank the members of the Management Board, all the employees of the HEIDELBERG Group around the world and their representatives on the Supervisory Board, the members of the Works Councils and the Representative Committee for their commitment in the financial year 2023/2024 and their achievements in a challenging environment.

The Supervisory Board would like to conclude by thanking you, the shareholders, for the confidence you have placed in the Company and in the shares of Heidelberg Druckmaschinen Aktiengesellschaft.

Heidelberg, June 5, 2024

On behalf of the Supervisory Board



Dr. Martin Sonnenschein
Chair of the Supervisory Board