

7. Resolution on the remuneration of the members of the Supervisory Board

In accordance with section 113 (3) sentence 1 AktG as amended by the *Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie* (ARUG II – German Act Implementing the Second Shareholders' Rights Directive), a resolution on the remuneration of the members of the Supervisory Board must be passed every four years. A confirmatory resolution is permitted in accordance with section 113 (3) sentence 2 AktG as amended by ARUG II.

The remuneration of the members of the Supervisory Board of Heidelberger Druckmaschinen Aktiengesellschaft is defined in Article 16 of the Articles of Association and was most recently resolved by the Annual General Meeting on July 26, 2012 in the form of an amendment to the Articles of Association. In the opinion of the Management Board and the Supervisory Board, the remuneration of the members of the Supervisory Board as defined in Article 16 of the Articles of Association is still appropriate and should remain unchanged. The existing provision on remuneration takes particular account of the recommendation and suggestion set out in item G.17 and G.18 of the German Corporate Governance Code as amended December 16, 2019.

Article 16 of the Articles of Association reads:

“Article 16 Supervisory Board remuneration

- (1) Each member of the Supervisory Board receives fixed remuneration of €40,000.
- (2) The Chairman of the Supervisory Board receives three times the remuneration stated under (1), his deputy double the amount stated under (1).
- (3) The members of the Executive Committee, the Audit Committee and the Committee on Arranging Personnel Matters of the Management Board receive additional remuneration for work on these committees. Each committee member receives remuneration of €1,500 per meeting for his participation in a meeting of one of these committees. The Chairman of the Audit Committee receives remuneration of €4,500 per meeting, the Chairman of the Executive Committee and the Chairman of the Committee on Arranging Personnel Matters of the Management Board receive remuneration of €2,500 per meeting.
- (4) Members of the Supervisory Board who are on the Supervisory Board for only part of the fiscal year receive reduced remuneration proportionate to the time served. The fixed remuneration is payable after the end of the fiscal year, the remuneration for participation in committee meetings in accordance with (3) after participating in the respective meeting.
- (5) The company also grants each member of the Supervisory Board an attendance fee of €500 for participation in a meeting of the Supervisory Board, a meeting of the committees stated in (3) and a preparatory

separate shareholder or employee member meeting if these are held on a different day to the Supervisory Board meeting.

(6) The company reimburses each member of the Supervisory Board for his expenses incurred in the context of his work as a member of the Supervisory Board.

(7) The company reimburses each member of the Supervisory Board for the sales tax charged in the context of his work as a member of the Supervisory Board.

(8) The performance of duties by members of the Supervisory Board is covered by a D&O insurance policy taken out by the company.”

In accordance with section 113 (3) sentence 3, 87a (1) sentence 2 AktG, the remuneration system for the members of the Supervisory Board is presented in detail following the proposed resolution and is available on the Company’s website at www.heidelberg.com/hauptversammlung.

The Management Board and the Supervisory Board propose the following resolution:

“The remuneration of the members of the Supervisory Board as defined in Article 16 of the Articles of Association of Heidelberger Druckmaschinen Aktiengesellschaft is confirmed and adopted including the remuneration system for the members of the Supervisory Board as presented below.”

Remuneration system for the members of the Supervisory Board of Heidelberger Druckmaschinen Aktiengesellschaft

The remuneration system for the members of the Supervisory Board of Heidelberger Druckmaschinen Aktiengesellschaft reflects the responsibility and scope of activity of the Supervisory Board members. By monitoring the Management Board in its management of the Company, the Supervisory Board contributes to the achievement of the business strategy and the long-term development of the Company.

The members of the Supervisory Board receive fixed remuneration as well as meeting fees for meetings of certain Supervisory Board committees. The Company reimburses the members of the Supervisory Board for expenses occurred in the performance of their duties. Furthermore, the Company reimburses each member of the Supervisory Board for the sales tax charged in the context of their work as a member of the Supervisory Board. The payment of non-performance-based fixed remuneration and meeting fees for committee meetings allows the Supervisory Board to perform its duties neutrally and objectively in the interests of the Company.

The amount of the remuneration paid to the Supervisory Board members is based on the duties of the respective member on the Supervisory Board and its committees. The members of the Supervisory Board receive appropriate

remuneration, the structure and amount of which reflect the requirements and responsibility of their position and their time commitment. Appropriate account is taken of the increased time commitment of the Chairman of the Supervisory Board, the Deputy Chairman of the Supervisory Board, and the chairmen and members of the committees with the exception of the Nomination Committee, the Strategy Committee, and the committee in accordance with section 27 (3) MitbestG.

The remuneration of the members of the Supervisory Board of Heidelberger Druckmaschinen Aktiengesellschaft is defined in the Articles of Association. The remuneration and the remuneration system for the Supervisory Board are regularly reviewed by the Company's management, taking particular account of the time commitment of the Supervisory Board members and the remuneration granted to members of the supervisory boards of other, comparable companies. If the Management Board and the Supervisory Board consider an adjustment to the remuneration or the remuneration system to be necessary, they will submit a corresponding proposed resolution to the Annual General Meeting; in any case, a proposed resolution on the remuneration including the underlying remuneration system must be submitted to the Annual General Meeting at least every four years.

The regulations on preventing and addressing conflicts of interest are also taken into account in the procedure for defining and implementing the remuneration system.