

- Translation for convenience -

Rules of Procedure for the Management Board of Heidelberger Druckmaschinen Aktiengesellschaft Dated July 1, 2024

Article 1 General information

- (1) The Management Board conducts the Company's business in accordance with the provisions of law, the Articles of Association and these Rules of Procedure. It also ensures compliance with these provisions and corporate policy within the Group in addition to ensuring appropriate risk management.
- (2) The Management Board manages the Company under its own authority with the goal of creating sustainable added value. It has an obligation to the interests of the Company and takes into account the concerns of its shareholders, the employees and other groups affiliated to the Company (stakeholders) including the influence of social and environmental factors. The Management Board engages in trust-based collaboration with the other bodies of the Company and its staff for the good of the Company.
- (3) The responsibilities of the individual Management Board members are set out in the business organization plan, which the Management Board adopts with the votes of all its members and is issued to the Supervisory Board for information. This also applies to future changes to the business organization plan. The business organization plan is an integral part of these Rules of Procedure, and is attached as an annex.
- (4) The Management Board adopts rules on representation in the event of vacation, illness, and other unavailability of a Management Board member. In urgent cases, each Management Board member is authorized and obliged to represent an unavailable Management Board member.
- (5) Even after leaving office, the members of the Management Board must not disclose confidential information or secrets of the Company, namely trade and commercial secrets, of which they become aware while serving on the Management Board. This particularly applies to confidential reports and confidential advice.

The same applies to other facts relating to the Company that are not in the public domain and, if publicly disclosed, could significantly affect the stock exchange price or market price of the shares and other securities of the Company. If a member of the Management Board wishes to pass on information to third parties and the possibility cannot be ruled out that the information is confidential or involves secrets of the Company, the member is obliged to notify the Chair of the Management Board in advance and give the Chair the opportunity to issue an opinion. Each Management Board member must ensure that the employees they enlist maintain confidentiality in the same way.

- (6) The Management Board decides on essential adaptations to these Rules of Procedure if this is necessary to ensure compatibility of the provisions of these Rules of Procedure with the requirements of the law, the Articles of Association, the German Corporate Governance Code in accordance with the annual declaration of compliance, and the relevant provisions of the Rules of Procedure of the Supervisory Board.

Article 2
Overall management and representation of the Company

- (1) The members of the Management Board are jointly responsible for overall management. They work as colleagues and inform each other mutually of key measures and transactions within their departments.
- (2) The entire Management Board makes decisions on all matters of fundamental or major importance as well as all other matters on which the law, the Articles of Association or these Rules of Procedure require a resolution of the entire Management Board, in particular on
 - a) corporate planning, in particular comprising an earnings plan, an investment plan, a financial plan, and a human resources plan for the Group and its divisions for the forthcoming financial year as well as a medium-term forecast for the forthcoming financial years;
 - b) preparation of the annual financial statements and the management report of the Company and the Group;
 - c) convening of the Annual General Meeting and the resolution proposals to be put before the Annual General Meeting;
 - d) reporting to the Supervisory Board;
 - e) transactions that require the approval of the Supervisory Board, and the related draft proposals,
 - f) the filling of managerial posts at the Company, the granting of powers of attorney of the Company, and suggestions for appointment of members of the management team at the Group companies;
 - g) determination of the Group's structure and policy, corporate guidelines and fundamental issues of Group business policy as well as other issues of particular importance to the Group or one of its divisions;
 - h) fundamental issues of strategic planning for the individual divisions;
 - i) matters that are not assigned to a Management Board unit by the business organization plan;
 - j) all matters relating to compliance;
 - k) all matters brought to the Management Board by one of its members for a decision.
- (3) The posts at the management levels within the Group are filled by the Management Board members responsible for specific functions in line with the regulations on Group-wide manager development established by the Management Board. The Management Board pays attention to diversity here. The Management Board is informed of these decisions.

The filling of key posts at management level within the Group requires the approval of the entire Management Board. These posts are determined by the Management Board.
- (4) Any decisions to be made in individual instances in accordance with paragraph 2 f), g) and h) and paragraph 3 must take the distinctive features of the genuine corporate link into account if there is no intercompany agreement with the Group company concerned.
- (5) The Company is represented in relation to third parties by two Management Board members or by one Management Board member acting jointly with an authorized officer (Prokurist). Furthermore, the Company is represented by authorized officers (Prokuristen) or other

authorized signatories as defined in further detail by the Management Board.

Article 3 Running of the Management Board units

- (1) The individual members of the Management Board are responsible for running their own units. If measures and transactions of one Management Board unit simultaneously affect one or more other Management Board units, coordination with the other member or members of the Management Board must be instigated.
- (2) In the event of serious misgivings regarding a matter of another Management Board unit, each member of the Management Board should instigate a resolution of the Management Board if the misgivings cannot be overcome by discussing them with the other member of the Management Board.
- (3) Measures and transactions of a Management Board unit that are of exceptional significance to the Company, the Group or a division or that involve an exceptionally high economic risk require the prior approval of the Management Board.
- (4) By way of departure from paragraph 3, a member of the Management Board may also carry out measures or transactions within their unit without the prior approval of the Management Board if said member deems this necessary at their own discretion in order to avoid imminent severe detriments to the Company, the Group or a division. A decision permissible under this provision may go no further than is necessary to avoid detriments to the Company, the Group or a division. The Management Board must be informed of such an action immediately.

Article 4 Chair of the Management Board

- (1) The Chair of the Management Board is responsible for coordinating the Management Board. The Chair must work to ensure that the running of the Management Board units is geared towards the goals stipulated by the resolutions of the Management Board.
- (2) The Chair of the Management Board represents the Management Board and the Company in public. The Chair can transfer this task for specific aspects or, in individual instances, to another member of the Management Board.
- (3) Furthermore, the Chair of the Management Board takes the lead in collaborating with the Supervisory Board and its members and informing the Chair of the Supervisory Board of highly significant exceptional events.

Article 5 Meetings and resolutions

- (1) The Management Board regularly holds meetings that are convened by the Chair of the Management Board.
- (2) Each member of the Management Board can request the convening of a meeting, stating the subject of discussion.
- (3) The agenda should be communicated along with the notice of convening; in the case of agenda items that require a resolution, a statement of facts with a proposed resolution must generally be attached.
- (4) The Chair of the Management Board chairs the meetings. The Chair determines the order in which the agenda items are discussed as well as the type and order of votes. People who are not on the Management Board can be called in to advise on individual items. The Chair can

adjourn discussion and voting on individual agenda items.

- (5) The Management Board is quorate if all members are invited and at least half the members are present at the meeting. Management Board members who participate via telephone or video conference are regarded as present. Absent members can cast their votes in writing, by fax or via electronic media, and arrange for them to be submitted at the meeting by another Management Board member. Except in urgent instances, matters relating to the Management Board unit of an absent member should be discussed and decided on only with the approval of the absent member.
- (6) Resolutions of the Management Board are generally passed at meetings. In exceptional cases, resolutions can also be passed outside of meetings by voting by verbal means, by telephone, in writing, by fax or via electronic media unless any member of the Management Board objects to this method immediately, stating reasons for their objection. Such resolutions are included in the minutes of the meeting or those of the next meeting.
- (7) Unless otherwise prescribed in law, the Management Board passes resolutions by simple majority of the votes cast by its members. In the event of a tie, the Chair of the Management Board has the casting vote.
- (8) The items and resolutions addressed at the meetings of the Management Board must be recorded in written minutes and issued to all members of the Management Board for information. The minutes are approved separately, generally at the next meeting.

Article 6

Collaboration with the Supervisory Board and transactions requiring approval

- (1) The Management Board engages in trust-based collaboration with the Supervisory Board for the good of the Company. The Management Board is responsible for providing the Supervisory Board with sufficient information, which the Supervisory Board actively supports in line with its own Rules of Procedure. Each year, the Management Board and the Supervisory Board report on the corporate governance of the Company in the corporate governance declaration. This should include remarks on the suggestions of the German Corporate Governance Code and on the Supervisory Board's targets for its composition.
- (2) The Management Board fosters open discussion with the Supervisory Board and observes the reporting obligations imposed upon it by law, the Articles of Association, and the Rules of Procedure of the Supervisory Board.
- (3) The Management Board requires the approval of the Supervisory Board for the transactions outlined below:
 - a) for acquisitions, disposals and the encumbrance of property and hereditary building rights, for acquisitions and disposals of shares in companies, for accepting warranties, guarantees or similar liabilities if the value of any one of these transactions exceeds €20 million, for accepting warranties, guarantees or similar liabilities only if these occur outside usual business operations, and
 - b) for taking up loans.
- (4) Approval as per paragraph 3 a) is not required for transactions with affiliated companies.
- (5) The Management Board additionally requires the approval of the Supervisory Board if it cooperates with affiliated companies in transactions as per paragraph 3 by means of instruction, approval, voting, or in any other way.
- (6) In addition, related-party transactions as per Section 111a of the German Stock Corporation Act (AktG) require the approval of the Supervisory Board or a committee appointed in accordance with Section 107(3) sentences 4 to 6 AktG.

- (7) Regardless of the provision of Section 112 AktG, transactions with a value in excess of €25,000 between the Company or one of its affiliates and a Management Board member or persons or enterprises related to a Management Board member require the approval of the Supervisory Board.
- (8) The Supervisory Board must give its consent to other activities of a Management Board member pursuant to Section 88 AktG, and approve other ancillary activities of Management Board members, in particular the holding of places on supervisory boards and places on comparable governing bodies of companies outside the Group.

Article 7 Conflicts of interest

- (1) Each member of the Management Board is obliged to uphold the Company's interests. In their decision-making, they must not pursue personal interests or exploit business opportunities that arise for the Company for their own gain. Each Management Board member must disclose conflicts of interest to the Chair of the Supervisory Board and the Chair or Spokesperson of the Management Board, in particular those that may arise as a result of an advisory or executive role at customers, suppliers, lenders or third parties, and must inform the other Management Board members.
- (2) The Management Board members are subject to the notification obligations of Section 19 of the EU Market Abuse Regulation¹ (**MAR**) as well as the related regulations and legal provisions.² Reference is additionally made to Section 19 MAR and Commission Delegated Regulation (EU) 2016/522³.
- (3) The members of the Management Board are bound by a comprehensive no-competition clause. Further details are set out in law and the employment contract.

Article 8 Transparency

- (1) The Management Board observes the statutory requirements relating to ad-hoc notifications.
- (2) The Management Board ensures prompt notification and publication of notifiable changes to the shareholder structure in accordance with the provisions of the German Stock Corporation Act and the German Securities Trading Act.
- (3) The Company shall treat its shareholders equally under the same conditions with regard to information. The Management Board ensures that all major new facts that have been communicated to financial analysts and comparable recipients are immediately made available to shareholders via suitable means of communication. Information to be published outside Germany on account of the respective capital market regulations is also released

¹ Regulation (EU) no. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (Market Abuse Regulation) and to repeal Directive 2003/6/EC of the European Parliament and of the Council and Directives 2003/124/EC, 2003/125/EC, and 2004/72/EC.

² e.g. COMMISSION DELEGATED REGULATION (EU) 2016/522 dated December 17, 2015 supplementing Regulation (EU) no. 596/2014 of the European Parliament and of the Council as regards an exemption for certain third countries' public bodies and central banks, the indicators of market manipulation, the disclosure thresholds, the competent authority for notifications of delays, the permission for trading during closed periods and types of notifiable managers' transactions, EU Official Journal dated April 5, 2016, L 88/1.

³ COMMISSION DELEGATED REGULATION (EU) 2016/522 dated December 17, 2015 supplementing Regulation (EU) no. 596/2014 of the European Parliament and of the Council as regards an exemption for certain third countries' public bodies and central banks, the indicators of market manipulation, the disclosure thresholds, the competent authority for notifications of delays, the permission for trading during closed periods and types of notifiable managers' transactions, EU Official Journal dated April 5, 2016, L 88/1.

immediately in Germany.

- (4) In the context of ongoing public relations work, the Management Board arranges publication of a financial calendar of the Company sufficiently in advance, providing details of all significant and recurring events.
- (5) All significant published information of the Company is made accessible to the public in a clearly structured manner on the Company's website. Wherever possible, an English version of this information is also published. The documents to be made available for the Annual German Meeting are published on the Company's website, at least in German, once the Annual General meeting has been convened.

Article 9 Accounting/disclosure

- (1) In the first three months of the financial year, the Management Board must prepare the annual financial statements and the management report as well as the consolidated financial statements and the Group management report for the last financial year and submit these to the Supervisory Board immediately upon their completion. At the same time, the Management Board must submit to the Supervisory Board the proposal it intends to make to the Annual General Meeting for the appropriation of net profits.
- (2) The Management Board informs shareholders, the Supervisory Board, and the public through the consolidated financial statements and by publishing interim financial reports and information prepared in compliance with internationally recognized accounting principles. The consolidated financial statements should be accessible to the public within 90 days after the end of the financial year, and mandatory interim financial information should be accessible to the public within 45 days after the end of the respective reporting period.
- (3) Each year, the Company prepares a remuneration report in line with the statutory provisions and taking into account any recommendations of the German Corporate Governance Code in accordance with the annual declaration of compliance.

Annex
Business organization plan

Business Allocation Plan (Version: 01-07-2024)

<p>Dr. David Schmedding Chief Technology and Sales Officer</p>	<p>Juergen Otto Chief Executive Officer & Labour Director</p>	<p>Tania von der Goltz Chief Financial Officer</p>
MARKETS		
<ul style="list-style-type: none"> - Global Sales and Service Organization 		
FUNCTIONAL RESPONSIBILITIES		
<ul style="list-style-type: none"> - Segment and Product Management - Research & Development - Product Safety - Marketing - Sales - Service 	<ul style="list-style-type: none"> - Corporate Strategy - Manufacturing and Assembly - Human Resources - Procurement - Information Technology - Information Security - Site Management and Health & Safety - Environmental and Energy Management - Quality Management - Communications - Internal Audit 	<ul style="list-style-type: none"> - Controlling - Finance / Treasury - Investor Relations - Mergers & Acquisitions - Accounting - Legal, Patents, Compliance and Privacy - Risk Management and Internal Control System - Taxes - Insurance
SEGMENTS		
<ul style="list-style-type: none"> - Print Solutions (Digital, Commercial, Industrial, Print Other) - Packaging Solutions (Folding Carton, Label, Packaging Other) 	<ul style="list-style-type: none"> - Technology Solutions (Amperfied, Technology Other) 	