



RINGMETALL SE

REMUNERATION REPORT 2024

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INTRODUCTION

GENERAL INFORMATION

Ringmetall SE (hereinafter: "Ringmetall") is a leading specialist supplier in the packaging industry with production and sales locations worldwide. The main activities of Ringmetall and its subsidiaries are allocated to the business units Industrial Packaging (with the closure systems and liner product areas) and - until June 30, 2023 - Industrial Handling.

With the sale of HSM GmbH & Co. KG, the only operating company in the Industrial Handling business unit, on June 30, 2023, this business unit was closed.

In the third quarter of the 2024 financial year, the Management Board decided to further subdivide the internal reporting and management of the Industrial Packaging business unit into the closure systems and liners product areas, which are now separate segments, due to the targeted further acquisitions and the associated planned growth.

Ringmetall assumes a superordinate function in the organizational structure as a managing holding company. It combines central group functions. It was entered in the Munich Commercial Register (HRB 118683) of the Munich District Court as H.P.I. Holding Aktiengesellschaft on 2 December 1997. Following the change of legal form into a European Company (Societas Europaea, SE for short), Ringmetall SE is now registered under the number HRB 268321 of the Local Court of Munich. The company's registered office is in Munich. The address is Innere Wiener Straße 9, 81667 Munich.

The Management Board and the Supervisory Board of Ringmetall SE prepare this remuneration report on the remuneration granted and owed by the Company to each individual member of the Management Board and the Supervisory Board in the 2024 financial year in accordance with Section 162 (1) of the German Stock Corporation Act (AktG) as amended by the Act on the Implementation of the Second Shareholder Rights Directive (ARUG II).

CLARIFICATION

"Remuneration granted and owed" within the meaning of section 162 (1) sentence 1 of the German Stock Corporation Act is remuneration actually received in the financial year ("remuneration granted") or remuneration which, according to the explanatory memorandum to the draft (BT-Drs. 19 / 9739, page 111), is "due according to legal categories, but has not (so far) been received" ("remuneration owed").

EXECUTIVE BODIES OF THE COMPANY

The **Management Board** of Ringmetall SE consists of:

Christoph Petri	
Spokesman of the Management Board	since 01.04.2011
Place of residence	Hamburg, Germany
Profession	Merchant
Konstantin Winterstein	
Member of the Management Board	since 01.10.2014
Place of residence	Munich, Germany
Profession	Engineer

The Management Board contract with Mr. Christoph Petri runs until December 31, 2027. The Management Board contract with Mr. Konstantin Winterstein runs until September 30, 2026.

The **Supervisory Board** is composed as follows:

Klaus F. Jaenecke, Munich	
Chairman	since 30.08.2018
Profession	Independent Management Consultant, Munich
Markus Wenner, Munich	
Member	since 01.09.2014
Deputy Chairman	since 30.06.2016
Profession	Managing Director of GCI Management Consulting GmbH, Munich, and of MuM Industriebeteiligungen GmbH, Wuppertal
Ralph Heuwing, Munich	
Member	since 30.08.2016
Profession	Partner and Head of DACH of the international private equity company PAI Partners, Munich
Monika Dussen, Hamburg	
Member	since 23.08.2022
Profession	Partner at Struktur Management Partner GmbH, Cologne

OVERVIEW

The past year once again presented the global economy with considerable challenges. Geopolitical tensions and economic uncertainties affected global markets and required a high degree of flexibility and adaptability – both from companies and entire industries. Despite these turbulent conditions, the Ringmetall Group has proven its resilience and competitive strength.

With targeted measures, the Ringmetall Group has adapted to the changed market conditions and further consolidated its position as a leading niche supplier in the packaging industry as part of its strategic development. These steps were necessary to remain sustainably successful in an environment that continues to be challenging

The following analysis refers to the consolidated financial statements as of December 31, 2024, which were prepared in accordance with International Financial Reporting Standards ("IFRS") as applied in the European Union.

Group revenues amounted to EUR 174.9 million, which corresponds to a decrease of 3.7 percent compared to the previous year. This development was primarily the result of subdued demand in key customer industries and declining raw material prices. At the same time, the Ringmetall Group was able to increase its earnings before interest, taxes, depreciation and amortization (EBITDA) to EUR 23.7 million, which corresponds to an EBITDA margin of 13.6 percent - a significant increase compared to the 10.6 percent of the previous year, which was burdened by special effects.

KEY FIGURES OF RINGMETALL SE AND THE GROUP

Ringmetall SE generated a net profit of EUR 7,946 thousand in the 2024 financial year (2023: EUR 1,287 thousand). As the remuneration of the Management Board is determined exclusively by Group size, some key figures of the Group are presented below.

PROFIT & LOSS - KEY FIGURES				
EUR '000	2024	2023	Δ	Δ %
Group revenues	174,902	181,584	-6,682	-4%
Total output	174,607	180,161	-5,554	-3%
Gross profit	93,419	90,252	3,167	4%
EBITDA	23,740	19,156	4,584	24%
EBIT	15,589	11,289	4,300	38%
Consolidated net profit	11,210	6,330	4,880	77%

BALANCE SHEET - KEY FIGURES				
EUR '000	31.12.2024	31.12.2023	Δ	Δ %
Fixed assets	109,193	77,509	31,684	41%
Current assets	65,351	53,178	12,173	23%
Equity	88,708	79,217	9,491	12%
Equity ratio	49.8%	60.0%		
Liabilities	81,078	44,456	36,622	82%
Balance sheet total	178,121	131,982	46,139	35%

OTHER KEY FIGURES		31.12.2024	31.12.2023	Δ	Δ %
ROCE (EBIT divided by the result of: Carrying amount of property, plant and equipment + trade receivables ./ trade payables)	%	24.99	22.89	2.10	9%
EPS (undiluted earnings per share)	EUR	0.36	0.20	0.16	80%
Employees Group TOTAL	Number (Period average)	849	845	4	0%
Employees companies in Germany	Number (Period average)	488	522	-34	-7%
	Remuneration in EUR '000	22,728	23,540	-812	-3%

THE TOTAL REMUNERATION OF THE COMPANY'S EXECUTIVE BODIES

GENERAL

In the 2024 financial year, the **remuneration of the members of the Management Board** consisted of fixed remuneration, the basic salary, and performance-related variable remuneration.

The remuneration system is determined by the Supervisory Board. As key principles, it includes a link between remuneration and performance and attaches importance to the sustainability of performance. It is intended to ensure that the Management Board members are remunerated in a manner commensurate with their activities and responsibilities, which serves as the basis for the development and implementation of the Ringmetall Group's business strategy.

In structuring the remuneration system, the Supervisory Board takes into account the applicable laws and regulations, in particular the requirements of the German Stock Corporation Act and the provisions of the German Corporate Governance Code (DCGK). Based on this remuneration system, the Supervisory Board determines the specific target total remuneration. The remuneration system and the appropriateness of the remuneration are regularly reviewed by the Supervisory Board. In accordance with the requirements of Section 120a (1) of the German Stock Corporation Act (AktG), the Supervisory Board submits the remuneration system to the Annual General Meeting for approval in the event of significant changes, but at least every four years. This was last done at the Annual General Meeting in June 2021, see <https://ringmetall.de/investor-relations/hauptversammlung/#toggle-id-1>.

In accordance with the statutory provision (Section 87a (2) sentence 2 of the German Stock Corporation Act), the Supervisory Board may, under exceptional circumstances, temporarily deviate from the components of the remuneration system described below if this is necessary in the interest of the long-term well-being of the Company.

The **remuneration of the members of the Supervisory Board** should be balanced overall and proportionate to their responsibilities and duties as well as to the situation of the company. The respective amount of annual remuneration takes into account the specific function and responsibilities of the Supervisory Board members. At the same time, the remuneration is intended to make the assumption of a mandate as a member or Chairman of the Supervisory Board appear sufficiently attractive to attract and retain suitably qualified candidates for the Supervisory Board. This is a prerequisite for the best possible monitoring and advice to the Management Board, which in turn makes a significant contribution to a successful business strategy and the long-term success of the company. In accordance with the suggestion G.18 of the German Corporate Governance Code, the members of the Supervisory Board should receive purely fixed remuneration in order to strengthen the independence of the Supervisory Board, to enable an objective and neutral perception of the advisory and monitoring function as well as independent personnel and remuneration decisions.

In accordance with the Act on the Implementation of the Second Shareholder Rights Directive (ARUG II) in Section 113 (3) of the German Stock Corporation Act, a resolution of the Annual General Meeting must be passed on the remuneration of the members of the Supervisory Board at least every four years. This was last done at the Annual General Meeting in June 2021, see <https://ringmetall.de/investor-relations/hauptversammlung/#toggle-id-1>.

REMUNERATION OF THE MANAGEMENT BOARD

COMPONENTS OF THE MANAGEMENT BOARD REMUNERATION

Both members of the Management Board are remunerated equally. The **basic salary** is paid in twelve equal instalments at the end of each month; the basic salary accounts for 50% of the total target remuneration.

Variable remuneration consists of an annual short-term incentive (STI) and a long-term incentive (LTI), each based on financial performance criteria.

The structure, weighting and amount of the individual remuneration components should be appropriate and adequate. In order to achieve this goal, the Supervisory Board draws comparisons both horizontally and vertically.

In the **horizontal comparison**, the Supervisory Board regularly reviews the remuneration of the Management Board on the basis of current remuneration studies with the remuneration of the management of other companies in the manufacturing industry of the iron, sheet metal and metalworking industry with revenues of EUR 100 to 250 million and a number of employees between 500 and 1,000.

In the **vertical comparison**, the Supervisory Board also takes into account the company's internal remuneration structure in a vertical comparison when determining the remuneration of the Management Board. This comparison is based on the direct remuneration (remuneration excluding pension and fringe benefits) of a member of the Management Board and the average direct remuneration of an employee of the Ringmetall Group in Germany.

INTERNAL AND EXTERNAL MANDATES

Members of the Management Board do not receive any additional remuneration for taking on tasks in companies belonging to the Ringmetall Group. If members of the Management Board hold mandates in companies outside the Group with the approval of the Supervisory Board, any remuneration granted there will not be offset against their remuneration of the Management Board.

CLAWBACK

If there are subsequent changes to the key figures in the consolidated financial statements that are relevant for variable remuneration, variable remuneration components already paid must be repaid in the event of an overpayment resulting from the change (clawback). There is no need for further clawback agreements, as no advance or instalment payments are made on future claims to variable remuneration.

PENSION BENEFITS

The members of the Management Board receive half of the respective highest contribution rate to the statutory pension insurance every month, regardless of the fact that there is no statutory insurance obligation. In addition, there are no pension or early retirement schemes.

FRINGE BENEFITS

Fringe benefits mainly consist of the provision of company cars or a compensation payment in the event of non-utilization as well as contributions for accident and liability insurance. Fringe benefits are not performance-related. In addition, the members of the Management Board receive a subsidy amounting to half of their private health and long-term care insurance premiums, limited to the employer's maximum rate if there is a statutory obligation to take out health and long-term care insurance. Taxable fringe benefits are taxed individually by the members of the Management Board. The amount of fringe benefits is limited in the employment contract and regularly reviewed by the Supervisory Board.

REMUNERATION CAP

The total remuneration to be granted for a financial year (total of all remuneration amounts paid for the relevant financial year, including basic remuneration, variable remuneration and fringe benefits) of the

members of the Management Board is capped ("maximum remuneration"). The maximum remuneration is EUR 700 thousand per Management Board member.

REMUNERATION OF THE SUPERVISORY BOARD

In accordance with Section 12 (1) of the Articles of Association of Ringmetall SE, **the remuneration of the members of the Supervisory Board** consists of a **fixed annual remuneration** of EUR 45 thousand, which is payable in four equal instalments at the end of each calendar quarter. In addition, the company reimburses the members of the Supervisory Board for their expenses incurred in connection with their Supervisory Board activities as well as any value added tax payable on the remuneration. In accordance with Recommendation G.17 DCGK, the higher time required by the Chairman and the Deputy Chairman of the Supervisory Board should be taken into account appropriately. An annual amount of EUR 70 thousand is therefore provided for the remuneration of the Chairman of the Supervisory Board and an annual amount of EUR 50 thousand for the Deputy Chairman.

The **total remuneration** of the members of the Executive Board is composed as follows:

Members of the Executive Board		Financial year	Fixed remuneration (in EUR '000)	Variable remuneration (in EUR '000)		Total remuneration (in EUR '000)	Proportion of fixed remuneration	Proportion of variable remuneration	Ratio of fixed / variable remuneration
			Basic salary	One-year / STI	Multi-year / LTI				
Management Board	Christoph Petri (Spokesman of the Management Board)	2024	310	113	225	648	48%	52%	92%
		2023	238	225	225	688	35%	65%	53%
		2022	238	225	35	498	48%	52%	92%
		2021	237	127	35	399	59%	41%	146%
	Konstantin Winterstein	2024	310	113	225	648	48%	52%	92%
		2023	238	225	225	688	35%	65%	53%
		2022	238	225	35	498	48%	52%	92%
		2021	237	127	35	399	59%	41%	146%
Supervisory Board	Klaus F. Jaenecke (Chairman)	2024	70	-	-	70	100%	-	-
		2023	70	-	-	70	100%	-	-
		2022	70	-	-	70	100%	-	-
		2021	65	-	-	65	100%	-	-
	Markus Wenner	2024	50	-	-	50	100%	-	-
		2023	50	-	-	50	100%	-	-
		2022	50	-	-	50	100%	-	-
		2021	45	-	-	45	100%	-	-
	Ralph Heuwing	2024	45	-	-	45	100%	-	-
		2023	45	-	-	45	100%	-	-
		2022	45	-	-	45	100%	-	-
		2021	38	-	-	38	100%	-	-
	Monika Dussen	2024	45	-	-	45	100%	-	-
		2023	45	-	-	45	100%	-	-
		2022	23	-	-	23	100%	-	-
		2021	-	-	-	-	-	-	-

EXERCISE OF THE RIGHT TO RECLAIM / CLAWBACK

In the 2024 financial year, there was no reclaim of variable remuneration.

COMPLIANCE OF THE REMUNERATION WITH THE REMUNERATION POLICY

This section explains how the total remuneration is in line with the agreed remuneration policy of Ringmetall SE and how this contributes to the long-term success of the company. It also provides information on how these performance criteria have been applied.

Note: Since the Supervisory Board receives a fixed remuneration, only the remuneration of the Executive Board members will be discussed below.

The **annual short-term variable remuneration**, which represents 25% of the total target remuneration, depends on the achievement of certain financial targets set by the Supervisory Board for the relevant fiscal year, which usually corresponds to the annual budget approved by the Supervisory Board. These comprise the **sales revenues** and **EBITDA** (earnings before interest, taxes, depreciation and amortization) of the Ringmetall Group in equal proportions. Both key performance indicators are **important control variables** with regard to the targeted profitable revenue growth. The amount of the payout is 50% linear according to the degree of achievement of the respective target, whereby the target achievement must be at least 80%. The payout is limited to twice the payout amount intended for 100% target achievement (cap).

The values for target achievement between the minimum and maximum values are linearly interpolated for both short-term variable and long-term variable remuneration.

Long-term **variable remuneration** also accounts for 25% of the total target remuneration. Ringmetall aims to achieve profitable growth through acquisitions and thus increase the value of the company. The Supervisory Board considers the key **earnings and profitability indicators relevant to the capital market, EPS growth** (growth in basic earnings per share) and **ROCE** (return on capital), to be **more meaningful** with regard to the **long-term increase** in the value of the company than the share price, which is influenced by a large number of factors beyond management's control. In addition, the current members of the Board of Management have a significant stake in the company and the incentive effect of variable remuneration based on the share price would therefore clearly outweigh self-interest. LTIs earned in relation to an assessment period of three financial years are paid out in the year following the assessment period after the approval of the consolidated financial statements. The amount of the payout will be 50% linear to the degree of achievement of the target for average annual percentage growth in basic earnings per share (EPS) over the period of the three preceding financial years and is capped at twice the payout amount envisaged for 100% target achievement. A further 50% of the payout is also based on the degree to which the target has been achieved with regard to the average annual percentage value of the Group's return on capital employed over the period of the three preceding financial

years (ROCE). When determining ROCE, EBIT is divided by the result of the following items from the consolidated balance sheet: carrying amount of property, plant and equipment plus trade receivables minus trade payables. This payout is also limited to twice the payout amount intended for 100% target achievement (cap).

The Supervisory Board can take extraordinary developments into account accordingly in the context of setting targets for both short-term and long-term remuneration components.

Overall, the remuneration system of Ringmetall SE is clear and understandable. The key principles such as the link between performance and remuneration as well as the sustainability of performance are adhered to and are in line with the business strategy of the Ringmetall Group.

In the 2024 financial year, the total remuneration of the Executive Board was determined in accordance with the agreed remuneration policy of Ringmetall SE.

The calculation scheme for variable remuneration is presented below in table form for clarification and a better overview.

Determination of **variable remuneration** in accordance with the agreed remuneration policy:

Members of the Management Board	Maturity of the variable remuneration	Criteria for the remuneration component	Relative weighting of performance criteria	Information about performance targets	
				Target achievement (%)	Amount of remuneration (EUR '000)
Christoph Petri	Short term incentive (STI)	Group revenues	50%	< 80%	0
				100%	75,000
				> 120%	150,000
		EBITDA	50%	< 80%	0
				100%	75,000
				> 120%	150,000
	Long term incentive (LTI)	Growth of EPS	50%	< 0%	0
				100%	75,000
				> 200%	150,000
		ROCE	50%	< 80%	0
				100%	75,000
				> 120%	150,000
Konstantin Winterstein	Short term incentive (STI)	Group revenues	50%	< 80%	0
				100%	75,000
				> 120%	150,000
		EBITDA	50%	< 80%	0
				100%	75,000
				> 120%	150,000
	Long term incentive (LTI)	Growth of EPS	50%	< 0%	0
				100%	75,000
				> 200%	150,000
		ROCE	50%	< 80%	0
				100%	75,000
				> 120%	150,000

EXCEPTIONS AND DEVIATIONS FROM THE REMUNERATION POLICY AND THE PROCEDURE FOR IMPLEMENTING IT

In the 2024 financial year, there was no deviation from the remuneration policy and its implementation. There were no exceptions.

COMPARATIVE INFORMATION ON THE CHANGE IN REMUNERATION AND COMPANY PERFORMANCE

The net profit for the year of Ringmetall SE increased by EUR 6,659 thousand (517%) compared to the net profit for the year by EUR 1,287 thousand to EUR 7,946 thousand. In the previous year, the one-off effect from the disposal of HSM GmbH & Co. KG had a negative impact on earnings. Since the remuneration of the Executive Board is determined exclusively on the basis of the development of group sizes, the development of Ringmetall SE's consolidated net income for the year is shown. In addition, the development of EBITDA and EBIT is also indicated.

Comparative presentation and annual change of...		2024	2023	2024 <=> 2023	2022	2023 <=> 2022	2021	2022 <=> 2021	2020	2021 <=> 2020
		EUR '000	EUR '000	%	EUR '000	%	EUR '000	%	EUR '000	%
... the remuneration of the members of the Executive Board										
Management Board	Christoph Petri (Spokesman of the Management Board)	648	688	-6%	498	38%	399	25%	306	30%
	Konstantin Winterstein	648	688	-6%	498	38%	399	25%	306	30%
Supervisory Board	Klaus F. Jaenecke (Chairman)	70	70	0%	70	0%	65	8%	60	8%
	Markus Wenner	50	50	0%	50	0%	45	11%	40	13%
	Ralph Heuwing	45	45	0%	45	0%	38	20%	30	25%
	Monika Dussen	45	45	0%	23	96%	-	n.c.	-	-
... the group performance figures										
EBITDA		23,740	19,156	24%	28,300	-32%	26,620	6%	12,180	119%
EBIT		15,589	11,289	38%	21,283	-47%	20,177	5%	5,987	237%
Consolidated net profit		11,210	6,330	77%	15,920	-60%	14,917	7%	2,735	445%
... the average remuneration of employees based on full-time equivalents										
Employees of the German companies		47	45	3%	42	8%	39	8%	38	3%

For the comparison with the development of the average remuneration of employees, the average remuneration of the workforce of the German companies of the Ringmetall Group is taken into account. This approach was chosen because the employee and remuneration structures in the subsidiaries are diverse, especially for employees abroad. This comparison group was also used to examine the appropriateness of the remuneration of the members of the Board of Management. The remuneration of all employees, including senior executives, was taken into account. To ensure comparability, the remuneration of part-time workers has been extrapolated to full-time equivalents.

INFORMATION ON SHAREHOLDER VOTING

At the Annual General Meeting on June 25, 2024, the shareholders voted on the agenda item Remuneration Report. The 2023 Remuneration Report on the individual remuneration granted and owed to the members of the Management Board and the Supervisory Board of Ringmetall SE in the 2023 financial year was approved by a majority of 93.04%.

Munich, April 29, 2025

Christoph Petri
Spokesman of the Management
Board

Konstantin Winterstein
Member of the Management
Board

Klaus F. Jaenecke
Chairman of the Supervisory
Board

Markus Wenner
Deputy Chairman of the
Supervisory Board

Ralph Heuwing
Member of the Supervisory
Board

Monika Dussen
Member of the Supervisory
Board

Ringmetall SE
Innere Wiener Str. 9
81667 Munich

Phone: +49 89 45 220 980
Fax: +49 89 45 220 98 22
Email: info@ringmetall.de