



RINGMETALL SE
REMUNERATION REPORT 2025

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Table of contents

INTRODUCTION	3
GENERAL INFORMATION	3
CLARIFICATION	3
EXECUTIVE BODIES OF THE COMPANY	4
OVERVIEW	5
KEY FIGURES OF RINGMETALL SE AND THE GROUP	6
THE TOTAL REMUNERATION OF THE COMPANY'S EXECUTIVE BODIES	7
GENERAL	7
REMUNERATION OF THE MANAGEMENT BOARD	8
REMUNERATION OF THE SUPERVISORY BOARD	9
EXERCISE OF THE RIGHT TO RECLAIM / CLAWBACK	11
COMPLIANCE OF THE REMUNERATION WITH THE REMUNERATION POLICY	11
EXCEPTIONS AND DEVIATIONS FROM THE REMUNERATION POLICY AND THE PROCEDURE FOR IMPLEMENTING IT	13
COMPARATIVE INFORMATION ON THE CHANGE IN REMUNERATION AND COMPANY PERFORMANCE	14
INFORMATION ON SHAREHOLDER VOTING	16

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 Closure Systems division and to the Liner division, which constitute separate business segments.

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 December 2, 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 holding company is supported in its administrative activities by Ringmetall Service GmbH, which serves as a shared service center for the group companies.

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 2025 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 also presented the global economy with significant challenges. Geopolitical tensions and economic uncertainties affected global markets, causing volatility and requiring a high degree of flexibility and adaptability – from both individual companies and entire sectors. Despite these challenging conditions, the Ringmetall Group has maintained its stability and once again demonstrated its resilience and competitive strength.

Through various strategic measures, the Ringmetall Group has adapted to the changed market conditions and, as part of its consistent development, has further consolidated its position as a leading niche supplier in the packaging industry. These steps were necessary to ensure sustained success even in a continuing challenging environment.

The following analysis refers to the consolidated financial statements as of December 31, 2025, which were prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the European Union.

Consolidated revenue amounted to EUR 187,669 thousand, representing an increase of 7.3 percent compared with the previous year. This development resulted primarily from the acquisitions made in 2024 and 2025: Peak Packaging in Poland, FIB Beer Systems in the Netherlands, Hutek in Finland and parts of Indutainer in Germany. The decline in EBITDA to EUR 23,015 thousand is primarily attributable to the positive one-off effect of EUR 1,326 thousand from the acquisition of FIB Beer Systems (lucky buy) included in the prior-year comparative figures, as well as to subdued bag-in-box business in the 2025 financial year. In addition, the weak US dollar and a slight decline in volume in the Closure Systems division impacted EBITDA. In the reporting year, the EBITDA margin stood at 12.2 percent; in the previous year, the EBITDA margin was 13.6 percent.

KEY FIGURES OF RINGMETALL SE AND THE GROUP

Ringmetall SE generated a net profit of EUR 6,140 thousand in the 2025 financial year (2024: EUR 7,946 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	2025	2024	Δ	Δ %
Group revenues	187,669	174,902	12,767	7%
Total output	188,374	174,607	13,767	8%
Gross profit	101,293	93,419	7,874	8%
EBITDA	23,015	23,740	-725	-3%
EBIT	12,139	15,589	-3,450	-22%
Consolidated net profit	4,210	11,210	-7,000	-62%

BALANCE SHEET - KEY FIGURES EUR '000	31.12.2025	31.12.2024	Δ	Δ %
Fixed assets	118,093	110,091	8,002	7%
Current assets	58,881	65,351	-6,470	-10%
Equity	86,726	88,708	-1,982	-2%
Equity ratio	48.6%	49.5%		
Liabilities	81,956	81,078	878	1%
Balance sheet total	178,308	179,069	-761	0%

OTHER KEY FIGURES		31.12.2025	31.12.2024	Δ	Δ %
ROCE (EBIT divided by the result of: Carrying amount of property, plant and equipment + trade receivables ./. trade payables)	%	17.06	24.99	-7.93	-32%
EPS (undiluted earnings per share)	EUR	0.13	0.36	-0.23	-64%
Employees Group TOTAL	Number (Period average)	975	849	126	15%
Employees companies in Germany	Number (Period average)	499	488	11	2%
	Remuneration in EUR '000	23,574	22,728	846	4%

THE TOTAL REMUNERATION OF THE COMPANY'S EXECUTIVE BODIES

GENERAL

In the 2025 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 2025, see https://ringmetall.de/wp-content/uploads/2025/05/08_Ringmetall-SE_HV-2025_Verguetungssystem-Vorstand.pdf.

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 2025, see https://ringmetall.de/wp-content/uploads/2025/05/09_Ringmetall-SE_HV-2025_Verguetungssystem-der-Aufsichtsratsmitglieder-Neufassung.pdf.

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 percent 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, although 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 1,000 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 50 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 90 thousand is therefore provided for the remuneration of the Chairman of the Supervisory Board and an annual amount of EUR 68 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)	2025	344	211	150	705	49%	51%	95%
		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	2025	344	211	150	705	49%	51%	95%
		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)	2025	80	-	-	80	100%	-	-
		2024	70	-	-	70	100%	-	-
		2023	70	-	-	70	100%	-	-
		2022	70	-	-	70	100%	-	-
		2021	65	-	-	65	100%	-	-
	Markus Wenner	2025	59	-	-	59	100%	-	-
		2024	50	-	-	50	100%	-	-
		2023	50	-	-	50	100%	-	-
		2022	50	-	-	50	100%	-	-
		2021	45	-	-	45	100%	-	-
	Ralph Heuwing	2025	48	-	-	48	100%	-	-
		2024	45	-	-	45	100%	-	-
		2023	45	-	-	45	100%	-	-
		2022	45	-	-	45	100%	-	-
		2021	38	-	-	38	100%	-	-
	Monika Dussen	2025	48	-	-	48	100%	-	-
		2024	45	-	-	45	100%	-	-
		2023	45	-	-	45	100%	-	-
		2022	23	-	-	23	100%	-	-
		2021	-	-	-	-	-	-	-

EXERCISE OF THE RIGHT TO RECLAIM / CLAWBACK

In the 2025 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 Management Board members will be discussed below.

The **annual short-term variable remuneration**, which represents 25 percent 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 **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 percent linear according to the degree of achievement of the respective target, whereby the target achievement must be at least 80 percent. The payout is limited to twice the payout amount intended for 100 percent 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 percent 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 percent 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 percent target achievement. A further 50 percent 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 percent 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 2025 financial year, the total remuneration of the Management 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%	93,750
				> 120%	187,500
		EBITDA	50%	< 80%	0
				100%	93,750
				> 120%	187,500
	Long term incentive (LTI)	Growth of EPS	50%	< 0%	0
				100%	93,750
				> 200%	187,500
		ROCE	50%	< 80%	0
				100%	93,750
				> 120%	187,500
Konstantin Winterstein	Short term incentive (STI)	Group revenues	50%	< 80%	0
				100%	93,750
				> 120%	187,500
		EBITDA	50%	< 80%	0
				100%	93,750
				> 120%	187,500
	Long term incentive (LTI)	Growth of EPS	50%	< 0%	0
				100%	93,750
				> 200%	187,500
		ROCE	50%	< 80%	0
				100%	93,750
				> 120%	187,500

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

In the 2025 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

For the year 2025 the net profit of Ringmetall SE decreased by EUR 1,806 thousand (22.7 percent) compared to the previous year's net profit of EUR 7,946 thousand to EUR 6,140 thousand. The main factors influencing this are, on the one hand, the lower profit under the profit transfer agreement with August Berger Metallwarenfabrik and, on the other hand, the increased expenses arising from the reversal of deferred tax assets. Since the remuneration of the Executive Board is determined exclusively based on 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...		2025	2024	2025 <=> 2024	2023	2024 <=> 2023	2022	2023 <=> 2022	2021	2022 <=> 2021	2020	2021 <=> 2020
		EUR '000	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)	705	648	9%	688	-6%	498	38%	399	25%	306	30%
	Konstantin Winterstein	705	648	9%	688	-6%	498	38%	399	25%	306	30%
Supervisory Board	Klaus F. Jaenecke (Chairman)	80	70	14%	70	0%	70	0%	65	8%	60	8%
	Markus Wenner	59	50	18%	50	0%	50	0%	45	11%	40	13%
	Ralph Heuwing	48	45	7%	45	0%	45	0%	38	20%	30	25%
	Monika Dussen	48	45	7%	45	0%	23	96%	-	n.c.	-	-
... the group performance figures												
EBITDA		23,015	23,740	-3%	19,156	24%	28,300	-32%	26,620	6%	12,180	119%
EBIT		12,139	15,589	-22%	11,289	38%	21,283	-47%	20,177	5%	5,987	237%
Consolidated net profit		4,210	11,210	-62%	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	47	1%	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 24, 2025, the shareholders voted on the agenda item Remuneration Report. The 2024 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 2024 financial year was approved by a majority of 99.76 percent.

Munich, April 22, 2026

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

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