

BOBST GROUP SA

AUDIT COMMITTEE CHARTER

Pursuant to the provisions of the Organization Regulations (article 2.3), the Board of Directors (the "Board") of Bobst Group SA (the "Company") has created an Audit Committee (the "Committee") and adopted the Charter of this Committee during its meeting held on July 25, 2023. This Charter replaces the one adopted on March 10, 2015.

1. COMPOSITION

- 1.1 Members and Term.** The Board elects the members of the Committee annually and nominates one (1) of them as the Committee chairman (the "Chairman"). The term of their office shall extend until completion of the following ordinary General Meeting. The members are re-electable.
- 1.2 Independent director(s).** The Committee shall consist of between two and four (2-4) directors. Half of the members at least of the Committee shall be non-executive, independent directors. An independent director is free of any relationship that could influence his or her judgment as an Committee member due to his or her employment by the Company or a company of the Group during the three (3) years prior to the nomination to the Committee. An independent director may not be associated with a major vendor to, or customer of, or a company affiliated or allied with, the Company.
- 1.3 Requirement.** A majority of the members of the Committee and the Chairman shall have a sound knowledge of finance and accounting.

2. ORGANIZATION

- 2.1 Chairman.** The Chairman of the Committee, or the head of Internal Audit (the "Head of the Internal Audit") on behalf of the same, is responsible for administrative matters (i.e. distribution of Committee invitations, including the agenda and respective documentation and distribution of the meeting minutes).
- 2.2 Attendance.** The Committee meetings are generally attended by the CEO, the CFO, the Head of Internal Audit and the chief external auditor. The Committee can also invite other experts if necessary.
- 2.3 Resolutions.** Resolutions of the Committee must be accepted by at least two (2) members. If only two (2) members are present, the Chairman's vote counts double in case of a split vote. Resolutions can also be passed by video or telephone conferences.

2.4 Proposals to the Board. No management decisions are taken by the Committee. The Committee resolutions are submitted as proposal to the Board for final decision.

2.5 Meetings. Committee meetings are held as often as required for business purposes, but at least twice annually, after closing the annual accounts and the mid-year accounts. The Chairman of the Committee has the power to call a Committee meeting whenever he or she thinks it is necessary.

3. TASKS AND RESPONSIBILITIES

3.1 Support the Board. The primary function of the Committee is to support the Board in fulfilling its oversight responsibilities of the Company.

3.2 Financial Statements and Risk Management. The Committee responsibilities in connection with the financial statements and the risk management are:

- a) To ask the CEO and CFO, the external auditors, the Internal Auditors, and any person who may have pertinent knowledge, about significant risks and exposures and assess the measures adopted to minimize them.
- b) To review the following with the external auditors and the CFO:
 - the adequacy of the Company's Internal Control System, risk evaluation, and legal and regulatory compliance;
 - any significant findings and recommendations made by the external auditors in the Management Letter, together with the CEO's and CFO's responses to them.
- c) Shortly after the annual audit is completed, to review the following with the CEO and CFO and the external auditors:
 - the Company's annual financial statements and related footnotes;
 - the external auditors' audit of and report on the financial statements;
 - the auditor's qualitative judgments about the appropriateness, not just the acceptability, of accounting principles and financial disclosures;
 - any serious difficulties or disputes between the external auditor and the CEO and/or CFO encountered during the course of the audit;
 - anything else about the audit procedures or findings that the applicable accounting rules require the auditors to discuss with the Committee;
 - the Committee members will meet with the external auditors without the presence of the management.
- d) To review the unaudited semiannual report with the CEO and CFO.
- e) To receive oral reports, at least annually, from the Company's General Counsel concerning legal and regulatory matters that may have a material impact on the financial statements.

The Committee has the responsibilities and powers set forth in this Charter. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of the external auditors. The external auditors are ultimately accountable to the Shareholders' General Meeting. Nor is it the duty of the Committee to conduct itself investigations, to resolve disagreements, if any, between the Management and the external auditor, or to assure compliance with laws and regulations.

Should urgent management decisions be required as a result of observations by the Committee (such as serious infringements of the law), the Committee will immediately approach the Board, or the CEO if assigned with the respective decision-making competence.

3.3 Engagement of External Auditors. The Committee's responsibilities in the engagement of external auditors are:

- a) To propose the external auditors for the Company and Group audits. The external auditors of the Company and the Group are designated by the Shareholders' General Meeting. The Committee's proposal is subject to approval by the Board.
- b) To review the fees paid to the external auditors and review and approve proposals to the Board and the General Assembly to dismiss the external auditors.
- c) To confirm and assure the independence of the external auditors, including a review of consulting services provided by the external auditors and the fees paid for them.
- d) To comment on the scope and procedural plan of the audit by the external auditors and when deemed opportune ask the auditors to enlarge their audit to include specific issues. The Committee approves the audit program of the external auditors.

3.4 Periodic Responsibilities. The Committee's periodic responsibilities are:

- a) To review and when deemed opportune propose to the Board to amend the Committee's Charter.
- b) To review legal and regulatory matters that may have a material effect on the Company's financial statements.
- c) To review the policy on internal and external audit procedures.
- d) To review and approval of the annual plan for the internal audit function.

3.5 General Responsibilities. The Committee's general responsibilities are:

- a) To encourage the timely and full exchange of information between the CFO, the external auditors, and the Board.
- b) To report the Committee actions to the Board and may make appropriate recommendations.
- c) To retain independent counsel, accountants or others it needs to assist it in the discharge of its duties.
- d) To review and approve the nomination of the Head of Internal Audit.