

## Disclosures pursuant to § 315a HGB and § 289a HGB and explanatory report by the Executive Board pursuant to § 176 (1) sentence 1 AktG

Pursuant to Section 315a of the German Commercial Code (HGB), listed stock corporations are required to disclose in the Group management report, among other things, information on the composition of the capital, shareholder rights and restrictions on these rights, shareholdings, and the bodies of the Company that constitute takeover-relevant information. The same information must also be provided in the management report of the Company in accordance with Section 289a HGB. Pursuant to Art. 176 par. 1 sentence 1 AktG, the Executive Board must also submit an explanatory report on this information to the Annual General Meeting. The disclosures pursuant to § 315a HGB and § 289a HGB are summarized below with the corresponding explanatory notes pursuant to § 176 (1) sentence 1 AktG.

### Composition of the subscribed capital

As of December 31, 2022, the share capital of Wacker Neuson SE amounts to EUR 70,140,000.00 and, in accordance with Section 3 (2) of the Company's Articles of Incorporation, is divided into 70,140,000 no-par value registered shares with a notional share in share capital of EUR 1.00 per share. As of December 31, 2022, the Company holds a total of 2,124,655 treasury shares from which the Company has no rights in accordance with Section 71b AktG. Less the Company's treasury shares not carrying voting or dividend rights, the 70,140,000 no-par value shares as of December 31, 2022 thus grant a total of 68,015,345 votes. There are no different classes of shares; subject to the above-mentioned non-voting treasury shares of the Company, all shares generally carry the same rights and obligations, which are set out in detail in particular in sections 12, 53a, 133 et seq. and 186 of the German Stock Corporation Act (AktG). In this context, the provisions of the German Stock Corporation Act apply to Wacker Neuson SE in accordance with Art. 9 (1) c) ii), Art. 10 of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE), hereinafter: "SE Regulation", unless otherwise stipulated in specific provisions of the SE Regulation.

### Restrictions affecting voting rights or the transfer of shares

The following disclosures are based on information provided to the Executive Board by the parties to the (former) consortium agreement, the partnership agreement of Wacker Familiengesellschaft mbH & Co. KG and the syndication agreement.

#### Expiry of the consortium agreement

The previous consortium agreement, under which a total of around 58 percent of the Company's share capital was tied up and under which some shareholders and companies attributable to the Wacker family (Wacker shareholders) and Mr. Johann Neunteufel and companies attributable to him (Neunteufel shareholders) undertook to jointly exercise voting rights at the Company's Annual General Meeting, ended on April 30, 2022. Accordingly, there has no longer been a consortium agreement since May 1, 2022. Previously existing restrictions on the transfer of shares bound by the syndicate agreement have therefore also ceased to apply since May 1, 2022.

### Information on the Articles of Association of Wacker Familiengesellschaft mbH & Co. KG

Some of the Wacker shareholders hold part of their shares via Wacker Familiengesellschaft mbH & Co. KG, which in turn also holds shares via Wacker Werke GmbH & Co. KG. The shares are economically attributable to the Wacker shareholders.

Prior to each Wacker Neuson SE AGM, a shareholders' meeting of Wacker Familiengesellschaft mbH & Co. KG is held at which the participating Wacker shareholders determine voting behavior and the exercise of proposal rights.

Acquisition and pre-emption rights take effect in the event of sales by a Wacker shareholder to third parties. If a Wacker shareholder withdraws from Wacker Familiengesellschaft mbH & Co. KG by giving notice, the remaining shareholders of Wacker Familiengesellschaft mbH & Co. KG have a pre-emptive right to the shares for a period of two years from the date of withdrawal. In addition, the Shareholders' Meeting can resolve that the Wacker shareholder leaving Wacker Familiengesellschaft mbH & Co. KG receives his settlement credit not in cash but in the Wacker Neuson SE shares economically attributable to him. Each Wacker shareholder leaving Wacker Familiengesellschaft mbH & Co. KG can demand that he receives his settlement credit in the shares economically attributable to him.

### Syndicate agreement between Mr. Martin Lehner and Neunteufel shareholders

A syndicate agreement exists between a Neunteufel shareholder and Mr. Martin Lehner, under which the Neunteufel shareholder exercises the voting rights from all of Mr. Martin Lehner's shares in the Company acquired in the course of the merger between the Company and Neuson Kramer Baumaschinen AG (now Wacker Neuson Beteiligungs GmbH). Voting rights are exercised independently, free of instructions and always in accordance with the shares held by the Neunteufel shareholder himself. With regard to transfers to shareholders other than the Neunteufel shareholder, the Neunteufel shareholder has a right of first refusal.

The Executive Board is not otherwise aware of any restrictions affecting voting rights or the transfer of shares in the Company.

### Direct or indirect shareholdings in the capital exceeding ten out of one hundred of the voting rights

In accordance with the German Securities Trading Act (WpHG), any shareholder who reaches, exceeds or falls below the thresholds of 3, 5, 10, 15, 20, 25, 30, 50 or 75 percent of the voting rights in Wacker Neuson SE as a listed company must notify the German Federal Financial Supervisory Authority (BaFin) and Wacker Neuson SE.

The following direct or indirect shareholdings in the capital exceeding 10 percent of the voting rights have been notified to the Executive Board of the Company.

The following information is based on notifications pursuant to Sections 33 et seq. WpHG regarding corresponding changes in voting rights up to and including the balance sheet date December 31, 2022, which Wacker Neuson SE has received from shareholders. These notifications are detailed in the Notes to the Annual Financial Statements of Wacker Neuson SE under the section "Notifications and publications of changes in voting rights pursuant to Sections 33 ff. WpHG" in detail. The Executive Board is not aware of any other direct or indirect

shareholdings in the Company's share capital that exceed 10 percent of voting rights.

#### DIRECT/INDIRECT SHAREHOLDING OF MORE THAN TEN OUT OF ONE HUNDRED OF THE VOTING RIGHTS

##### NAME/COMPANY

Wacker Familiengesellschaft mbH & Co. KG, Munich, Germany	Indirect
Baufortschritt-Ingenieurgesellschaft mbH, Munich, Germany	Indirect
Wacker-Werke GmbH & Co. KG, Reichertshofen, Germany	Direct and indirect
Interwac Holding AG, Volketswil, Switzerland	Indirect
Georg Wacker, Germany	Indirect
NEUSON Forest GmbH, Linz, Austria	Direct and indirect
NEUSON Industries Ltd, Linz, Austria	Indirect
PIN Private Foundation, Linz, Austria	Indirect
Johann Neunteufel, Austria	Indirect

Until the end of April 2022, voting rights totaling around 58 percent of share capital were reciprocally attributed and bound between certain shareholders under a consortium or syndicate agreement (→ [Restrictions affecting voting rights or the transfer of shares, page 67](#)). These mutual attributions under the syndicate agreement ceased to apply as of May 1, 2022, as explained above, which is why numerous Wacker shareholders notified the Company in the reporting year that they had fallen below the threshold of 10 percent of voting rights.

#### Holders of shares with special rights conferring powers of control

There are no shares with special rights conferring powers of control.

#### Type of voting rights control if employees have an interest in the capital and do not exercise their control rights directly

Employees of the Company may exercise the control rights to which they are entitled from shares directly in the same way as other shareholders in accordance with the statutory provisions and the Articles of Association.

#### Statutory provisions and provisions of the Articles of Association on the appointment and dismissal of Executive Board members and on amendments to the Articles of Association

The appointment and dismissal of members of the Executive Board is governed by Sections 84, 85 AktG. According to Section 6 (1) of the Articles of Incorporation of Wacker Neuson SE, the Executive Board must consist of at least two persons. Otherwise, the Supervisory Board determines the number of Executive Board members (Section 6 (2) Sentence 1 of the Articles of Association). The appointment of Executive Board members and the revocation of their appointment are also made by the Supervisory Board, which decides on this by simple majority.

Executive Board members at Wacker Neuson SE are appointed for a maximum period of six years (Article 9 (1), Article 39 (2) and Article 46 SE Regulation, Sections 84, 85 AktG, Section 6 (2) Sentence 1 of the Articles of Incorporation). The Supervisory Board may appoint a Chairperson of the Executive Board, a Deputy Chairperson of the Executive Board and a Spokesperson of the Executive Board (Section 6 (2) sentence 2 of the Articles of Association). Currently, a Chairman of the Executive Board has been appointed.

In the case of amendments to the Articles of Association, sections 179 et seq. AktG must be observed. The Annual General Meeting must decide on amendments to the Articles of Incorporation (sections 119 (1) no. 6, 179 (1) AktG). In the case of a Societas Europaea (SE) such as Wacker Neuson SE, resolutions amending the Articles of Incorporation must generally be passed by a majority of no less than two-thirds of the votes cast, unless the legal provisions for stock corporations in the country in which the SE has its registered office provide for or permit a larger majority (Art. 59 (1) SE Regulation). However, each Member State may determine that a simple majority of the votes cast is sufficient, provided that at least half of the subscribed capital is represented (Art. 59 para. 2 SE Regulation). The German legislator has made use of this in Section 51 sentence 1 SE Implementation Act. This does not apply to the amendment of the corporate purpose, to a relocation of the registered office and to cases for which a higher capital majority is mandatory by law (Section 51 sentence 2 SE Implementation Act). Accordingly, Section 21 (1) of the Articles of Association stipulates that amendments to the Articles of Association require a majority of two thirds of the votes cast or, if at least half of the share capital is represented, a simple majority of the votes cast, unless mandatory statutory provisions provide otherwise.

The Supervisory Board is authorized to resolve amendments to the Articles of Association that only affect their wording (Art. 179 par. 1 sentence 2 AktG, Art. 15 of the Articles of Association).

#### Powers of the Executive Board in particular with regard to the possibility of issuing or buying back shares

##### Own shares

By resolution of the Annual General Meeting on May 30, 2017, the Executive Board was authorized to acquire a total of 7,014,000 treasury shares with the prior consent of the Supervisory Board. This authorization expired without replacement on May 29, 2022. The Executive Board is therefore currently no longer authorized to acquire treasury shares.

The Executive Board made use of the aforementioned authorization to acquire treasury shares for the last time in the financial year 2021. The Company acquired a total of 2,124,655 treasury shares by December 31, 2021. This corresponds to 3.0292 percent of the Company's share capital. The average purchase price per share paid on the stock exchange was EUR 24.95. In total, treasury shares were thus repurchased at a total price of EUR 52,999,971.94 (excluding incidental acquisition costs). The share buyback program ended on November 19, 2021.

##### Expiry of the Authorized Capital 2017

The authorization previously granted to the Executive Board under Section 3 (3) of the Articles of Association to increase the Company's share capital with the approval of the Supervisory Board (Authorized Capital 2017) expired without replacement on May 29, 2022. As a result, the Company currently no longer has any authorized capital.

### **Significant agreements of the Company that are conditional upon a change of control following a takeover bid, and the effects resulting therefrom**

The promissory note loans taken out by Wacker Neuson SE in February 2017 (repaid in February 2022), May 2019 and August 2020 with terms of between three and seven years, still outstanding as of today's date in March 2023 in the amount of EUR 200 million, provide for termination options for the respective creditors if third parties acquire at least 50 percent of the voting rights in the Company. The promissory note loans with terms of between five and seven years, outstanding as of March 2023 and totaling USD 7.5 million, which Wacker Neuson America Corporation, USA, a wholly owned affiliate of the Company, took out in February 2018, also contain corresponding provisions.

In 2022, the Company has entered into six bilateral credit agreements with house banks, each with a term of five years and a credit volume of EUR 50 million each, totaling EUR 300 million. If third parties acquire more than 50% of the voting rights in the Company, the parties to the respective loan agreements must negotiate bilaterally to reach a mutually satisfactory agreement on the continuation of the respective loan agreement. If an agreement on the continuation of the loan agreement is not reached within an agreed period, the bank concerned has the right to terminate its loan for cause.

In June 2022, the Group companies Wacker Neuson America Corporation, USA, and Wacker Neuson Linz GmbH, Austria, entered into a long-term agreement with the John Deere Group for mini and compact excavators weighing less than five tons, under which John Deere excavators developed and manufactured by the Wacker Neuson Group are to be sold under the Deere brand via the John Deere Group's global dealer network. John Deere is entitled to terminate this agreement if a competitor of John Deere directly or indirectly acquires control of the Wacker Neuson Group or acquires a significant share of the assets or business operations of the Wacker Neuson Group.

The Group company Kramer-Werke GmbH and the John Deere Group have entered into an agreement on the international distribution of agricultural wheel loaders and telehandlers. This agreement contains a provision under which John Deere is entitled to terminate the agreement under certain conditions if one of John Deere's competitors, as defined in more detail in the agreement, directly or indirectly holds a stake of more than 25 percent in Kramer-Werke GmbH or Wacker Neuson SE or if such a competitor has the right to appoint the majority of members of the executive bodies of Kramer-Werke GmbH or Wacker Neuson SE. John Deere has also taken a financial stake in Kramer-Werke GmbH as part of this cooperation. Should a direct competitor of John Deere in the agricultural or construction machinery sector acquire a stake of more than 25 percent of the shares in Wacker Neuson SE, the Wacker Neuson Group must negotiate with John Deere, to the extent legally permissible, on the sale of its shares in Kramer-Werke GmbH to John Deere.

### **Compensation agreements of the Company entered into with the members of the Executive Board or employees in the event of a takeover bid**

Such agreements do not exist.

### **Concluding remarks**

In the reporting period, there was no reason for the Executive Board to deal with questions relating to a takeover or the particularities of the disclosures to be made under the Takeover Directive Implementation Act. The Executive Board therefore does not consider it necessary to provide further explanations beyond the above disclosures.

### **Corporate Governance Statement pursuant to Section 289f HGB in conjunction with Section 315d HGB**

On March 23, 2023, the Executive Board of Wacker Neuson SE issued a corporate governance statement in accordance with Section 289f in conjunction with Section 315d of the German Commercial Code (HGB) and made it available to the public on the Wacker Neuson SE website at → [www.wackerneusongroup.com/investor-relations](https://www.wackerneusongroup.com/investor-relations).

### **Non-financial Group report 2022**

In accordance with the German CSR Directive Implementation Act (CSR-Richtlinie-Umsetzungsgesetz), Wacker Neuson SE is required to report annually on environmental, social and employee issues, respect for human rights and the fight against corruption and bribery. To this end, the Wacker Neuson Group has prepared a separate non-financial Group report for fiscal 2022 in accordance with sections 315c in conjunction with 289c to 289e of the German Commercial Code (HGB), which was published at the same time as the Annual Report. The non-financial Group report 2022 can also be found on the Wacker Neuson SE website at: → [www.wackerneusongroup.com/investor-relations](https://www.wackerneusongroup.com/investor-relations).

### **Remuneration Report**

The Act Implementing the Second Shareholder Rights Directive (ARUG II) stipulates that the Executive Board and Supervisory Board of listed companies must prepare an annual remuneration report in accordance with section 162 of the German Stock Corporation Act (AktG) and submit it to the Annual General Meeting for a resolution on its approval. The remuneration report for the financial year 2022, which since 2021 has no longer been part of the combined management report in accordance with legal requirements, is published on the Company's website under Investor Relations/Corporate Governance.

### **Supplementary report**

For events occurring after the balance sheet date of December 31, 2022, please refer to the disclosures in the notes to the consolidated financial statements → [Note 30](#).