

## Information in accordance with Section 315a HGB and Section 289a HGB plus an explanatory report from the Executive Board in accordance with Section 176 (1) Sentence 1 AktG

According to Section 315a HGB, the Group Management Report issued by listed companies must include information on the composition of capital, shareholders' rights and restrictions, participating interests and corporate bodies that may be relevant for takeovers. The same information must also be disclosed in the Management Report of Wacker Neuson SE, pursuant to Section 289a HGB. Furthermore, according to Section 176 (1) Sentence 1 AktG, the Executive Board must submit a report explaining this information to the AGM. The following contains a summary of the information pursuant to Section 315a and Section 289a HGB as well as the corresponding explanatory comments pursuant to Section 176 (1) Sentence 1 AktG.

### Composition of subscribed capital

At December 31, 2023, Wacker Neuson SE's share capital amounted to EUR 70,140,000.00, divided into 70,140,000 individual no-par-value nominal shares, each representing a proportionate amount of the share capital of EUR 1.00 according to Section 3 (2) of the company's Articles of Incorporation. As at December 31, 2023, the company holds 2,124,655 treasury shares, from which the company derives no rights pursuant to Section 71b AktG. Excluding the company's treasury shares, which do not carry voting and dividend rights, the 70,140,000 no-par-value shares therefore correspond to a total of 68,015,345 votes as at December 31, 2023. There is only one type of share; all shares – with the exception of the above-mentioned non-voting treasury shares of the company – are generally vested with the same rights and obligations as outlined in detail in particular under Sections 12, 53a, 133 ff. and 186 AktG. The provisions of the AktG apply to Wacker Neuson SE in accordance with Section 9 (1) c) ii) and Article 10 of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European Company (SE) (referred to as "SE Regulation" in the following), unless otherwise specified in the SE Regulation.

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

The following details are based on information supplied to the Executive Board by the parties to the (former) pool agreement, the parties to the partnership agreement of Wacker Familiengesellschaft mbH & Co. KG and the parties to the pool agreement between Mr. Martin Lehner and Neunteufel shareholders.

#### Expiry of the pool agreement

A group of shareholders belonging to the Wacker and Neunteufel families hold a total of around 58 percent of the shares of Wacker Neuson SE. Until April 30, 2022, there was a pool agreement in place between these shareholders that ended on May 1, 2022, according to the provisions of which each party to the pool agreement, when selecting the Supervisory Board members nominated as shareholder representatives (still in office today), must exercise its right to vote and submit proposals at the Annual General Meeting in such a way that two Supervisory Board members nominated as shareholder representatives by the Wacker family and two by the Neunteufel family are always

elected. The current shareholder representatives thus elected are not now and never have been bound in any way to the directions of individual, several or all of the parties to this pool agreement, and any and all decisions they make within the Supervisory Board continue to be made exclusively in the company's interests.

#### Information on the partnership agreement of Wacker Familiengesellschaft mbH & Co. KG

Some of the Wacker Neuson SE shareholders (hereinafter referred to as "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. Economic ownership of the shares is attributed to the Wacker shareholders.

A Wacker Familiengesellschaft mbH & Co. KG partners' meeting is held prior to every AGM of Wacker Neuson SE. In this meeting, the relevant Wacker shareholders define how they will vote and exercise their petitioning rights.

In the case of a sale by a Wacker shareholder, acquisition and preferential purchase rights apply if shares are sold to third parties. If a Wacker shareholder exits the Wacker Familiengesellschaft mbH & Co. KG company as a result of a termination, the remaining shareholders of Wacker Familiengesellschaft mbH & Co. KG have a preferential purchase right to buy the shares for a period of two years from the date this shareholder exits the company. In addition, the partners' meeting can resolve that the Wacker shareholder exiting Wacker Familiengesellschaft mbH & Co. KG does not receive compensation in cash but rather in the form of the shares in Wacker Neuson SE to which they are economically entitled. Every Wacker shareholder exiting Wacker Familiengesellschaft mbH & Co. KG can request compensation in the form of the shares to which they are economically entitled.

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

Martin Lehner and one of the Neunteufel shareholders have a pool agreement. Under the terms of this agreement, the Neunteufel shareholder exercises voting rights in the company associated with all shares acquired by Martin Lehner as part of the merger between the company and Neuson Kramer Baumaschinen AG (now Wacker Neuson Beteiligungs GmbH). The Neunteufel shareholder is not bound by any instructions and will always exercise these voting rights at their discretion in the same way as for the shares that they themselves hold. The Neunteufel shareholder has a preferential purchase right to these shares in the event of a transfer to parties other than the Neunteufel shareholder.

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

#### Direct or indirect participating interests in equity that exceed ten percent of voting rights

Under the German Securities Trading Act (WpHG), every shareholder of a listed company is obliged to inform the German Financial Services Supervisory Authority and the company in question, in this case Wacker Neuson SE, of the percentage of their voting rights as soon as these holdings reach, exceed or fall below certain thresholds. These thresholds are 3, 5, 10, 15, 20, 25, 30, 50 or 75 percent.

The Executive Board has been informed of the following direct or indirect participating interests in the share capital that exceed 10 percent of voting rights:

The information below is based on notifications pursuant to Section 33 ff. WpHG on corresponding changes to voting rights that Wacker Neuson SE has received from shareholders by the December 31, 2023 reporting date. The disclosures are explained in detail in the Notes to the Annual Financial Statements of Wacker Neuson SE under the section "Notifications and disclosures of changes to voting interests pursuant to Section 33 ff. WpHG". The Executive Board is not aware of any other direct or indirect participations in the company's share capital that exceed 10 percent of voting rights.

#### DIRECT/INDIRECT PARTICIPATING INTERESTS THAT EXCEED 10 PERCENT OF VOTING RIGHTS

NAME/COMPANY	
SWRW Verwaltungs-GmbH	Direct
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 GmbH, Linz, Austria	Indirect
PIN Privatstiftung, Linz, Austria	Indirect
Johann Neunteufel, Austria	Indirect

The voting rights held until the end of April 2022 by certain shareholders corresponded in total to around 58 percent of the share capital. The shareholders were bound to exercise these voting rights under the terms of a reciprocal pool agreement (→ ["Restrictions affecting voting rights or the transfer of shares", page 66](#)). As explained above, these reciprocal allocations under the pool agreement ceased to apply on May 1, 2022, which is why a large number of Wacker shareholders reported to the company that their voting rights had fallen below the threshold of 10 percent in the prior year.

#### Bearers of shares with extraordinary rights that grant the holders controlling powers

There are no shares with extraordinary rights that grant the holders controlling powers.

#### Type of control of voting rights if employees hold participating interests in the capital and do not directly exercise their controlling rights

The company's employees can exercise the controlling rights attributable to them from shares directly, as is the case for other shareholders, according to statutory provisions and the Articles of Incorporation.

#### Statutory provisions and provisions of the Articles of Incorporation regarding the appointment and dismissal of members of the Executive Board and changes to the Articles of Incorporation

Members of the Executive Board are appointed and dismissed according to Sections 84 and 85 AktG. The Executive Board of Wacker Neuson SE must have at least two Board members according to Section 6 (1) of the Articles of Incorporation of Wacker Neuson SE. The Supervisory Board otherwise determines the number of Executive Board members (Section 6 (2) Sentence 1 of the Articles of Incorporation). The Supervisory Board is also responsible for appointing and dismissing Executive Board members; a simple majority of votes cast suffices for these decisions.

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

Sections 179 ff. AktG must be observed in the event of changes to the Articles of Incorporation. Changes to the Articles of Incorporation must be approved by the shareholders at the AGM (Sections 119 (1) No. 6 and 179 (1) AktG). Under the charter of a European company (Societas Europaea or SE) such as Wacker Neuson SE, all decisions affecting the Articles of Incorporation must be approved with a majority of no less than two thirds of the votes cast, unless the legislation for listed companies of the state where the SE is based mandates or allows a larger majority to apply (Article 59 (1) of the SE Regulation). Each member state is free, however, to rule that a simple majority of votes cast suffices, provided at least half of the subscribed capital is represented (Section 59 (2) of the SE Regulation). The German legislator has instituted this option in Section 51 (1) of the law governing implementation of the SE in Germany. This does not apply to changes relating to the object/purpose of the company, relocation of the company's registered office or to instances where the law mandates that the votes cast must represent a higher percentage of the subscribed capital (Section 51 (2) of the law governing implementation of an SE in Germany). Accordingly, Section 21 (1) of the Articles of Incorporation states that unless otherwise stipulated by law, changes to the Articles of Incorporation require a two-thirds majority of the votes cast or – if at least half of the share capital is represented – a simple majority of votes cast.

The Supervisory Board is entitled to approve changes to the Articles of Incorporation that are merely a matter of wording (Section 179 (1) Sentence 2 AktG, Section 15 of the Articles of Incorporation).

#### The Executive Board's powers, in particular with regard to the possibility of issuing or buying back shares

##### Treasury shares

By a resolution passed at the AGM on May 30, 2017, the Executive Board was authorized, subject to the prior approval of the Supervisory Board, to acquire a total of 7,014,000 treasury shares. This authorization expired without replacement on May 29, 2022 so the Executive Board is currently no longer authorized to acquire treasury shares.

The Executive Board last exercised the above-described option to acquire treasury shares in fiscal 2021. The company accordingly acquired a total of 2,124,655 treasury shares up to 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. The company thus bought back treasury shares to



the total value of EUR 52,999,971.94 (excluding incidental acquisition costs). The share buyback program ended on November 19, 2021.

#### Expiry of Authorized Capital 2017

The option previously in place in line with Section 3 (3) of the Articles of Incorporation authorizing the Executive Board to increase the company's authorized capital with the approval of the Supervisory Board (Authorized Capital 2017) expired on May 29, 2022 without replacement. The company therefore currently no longer has any authorized capital.

#### Key company agreements that are subject to a change of control clause following a takeover bid and the resulting impact

The promissory notes (Schuldschein) with terms between three and seven years placed by Wacker Neuson SE in May 2019 and August 2020 (repaid in August 2023), with EUR 150.0 million still outstanding as at the current date in March 2024, give the respective creditors termination options if third parties acquire at least 50 percent of voting rights in the company. Similar conditions are also attached to a promissory note (Schuldschein) with a seven-year term, with USD 7.5 million outstanding as at the current date in March 2024, placed by Wacker Neuson America Corporation, USA, a wholly owned subsidiary of the company, in February 2018.

In 2023, the company increased the six bilateral credit agreements concluded with house banks, each with a term of just under five years and a credit volume of EUR 75 million, totaling EUR 450 million. If third parties acquire more than 50 percent of the voting rights in the company, the parties to the respective credit agreements shall negotiate bilaterally on a mutually satisfactory agreement on the continuation of the respective credit agreement. If an agreement on the continuation of the credit agreement is not reached within an agreed period, the bank concerned has the right to terminate the line of credit for good cause.

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

Group member Kramer-Werke GmbH and the John Deere Group have entered into a strategic alliance for the international sale of wheel loaders and telehandlers for the agricultural market. The agreement contains a provision that allows John Deere to terminate the agreement under certain conditions should a competitor to John Deere acquire a direct or indirect share in Kramer-Werke GmbH or Wacker Neuson SE in excess of 25 percent or should a competitor gain the right to determine the majority of the membership of Kramer-Werke GmbH's or Wacker Neuson SE's executive bodies. The list of competitors is specified in detail in the agreement. As part of this alliance, John Deere has also acquired a financial stake in Kramer-Werke GmbH. Should a direct competitor of John Deere from the agricultural or construction equipment industries gain more than 25 percent of shares in Wacker Neuson SE, the Wacker Neuson Group must negotiate with John Deere regarding the sale of its shares in Kramer-Werke GmbH to John Deere, to the extent permitted by law.

#### Compensation agreements between the company and the members of the Executive Board or its employees in the event of a takeover bid

There is no such agreement.

#### Concluding remark

During the period under review, the Executive Board had no reason to address issues concerning a takeover, or engage with disclosure details stipulated under the German Takeover Directive Implementation Act (Übernahmerrichtlinie-Umsetzungsgesetz). The Executive Board therefore does not see the need to add further details to the information provided above.

#### Declaration on corporate governance according to Section 289f HGB in combination with Section 315d HGB

On March 21, 2024, the Executive Board of Wacker Neuson SE issued a corporate governance declaration pursuant to Section 289f in combination with Section 315d of the German Commercial Code (HGB). This can be downloaded from the Wacker Neuson SE website at → [www.wackerneusongroup.com/investor-relations](http://www.wackerneusongroup.com/investor-relations).

#### Non-financial Group report for 2023

Under the German CSR Directive Implementation Act (CSR-Richtlinie-Umsetzungsgesetz), Wacker Neuson SE is required to report every year on environmental, social and employee matters, human rights, anti-corruption and bribery. To this end, the Wacker Neuson Group has issued a separate non-financial Group report in accordance with Section 315c in combination with Section 289c to 289e HGB for fiscal 2023. This report was published at the same time as the Annual Report. The 2023 non-financial Group report is also available on the Wacker Neuson SE website at:

→ [www.wackerneusongroup.com/investor-relations](http://www.wackerneusongroup.com/investor-relations)

#### Remuneration report

The law governing implementation of the second shareholders' rights directive (ARUG II) stipulates that the Executive Board and Supervisory Board of listed companies shall create a remuneration report annually in accordance with Section 162 AktG and present this report to the AGM with a request that it be approved by way of resolution. The remuneration report for fiscal 2023, which ceased being part of the Combined Management Report as of 2021 in line with legal regulations, is available on the company's website under Investor Relations / Corporate Governance.

#### Supplementary report

Refer to the Notes to the Consolidated Financial Statements for information on events since the balance sheet date, December 31, 2023.

→ [Note 30](#)