



This is a non-binding English translation of the German original

Remuneration system for members of the Supervisory Board of Wacker Neuson SE

The remuneration system for members of the Supervisory Board has been drawn up in accordance with legal regulations and also reflects the requirements set out in the German Corporate Governance Code (DCGK), unless explicitly stated otherwise. Remuneration for Supervisory Board members in other comparable listed companies has also been taken into consideration.

Overall, remuneration for the Supervisory Board is intended to be equitable and fair and commensurate with members' responsibilities and duties while also reflecting the company's performance. The amount of fixed annual remuneration payable to each Supervisory Board member shall reflect their concrete roles and responsibilities. At the same time, the remuneration should help the company to win and retain suitably qualified candidates for the Supervisory Board through sufficiently attractive mandates as members or chairs of the Supervisory Board or Supervisory Board committees. This is a prerequisite for ensuring that the Executive Board is supervised and advised as effectively as possible, which, in turn, makes an important contribution to the company's successful business strategy and long-term success.

In addition to fixed remuneration, members of the Supervisory Board shall receive a performance-related remuneration component based on Group profit after tax. The fixed remuneration component shall account for the larger share of total remuneration in order to strengthen the Supervisory Board's independence, enabling it to take an objective and neutral approach to its advisory and supervisory function and to make unbiased personnel and remuneration decisions. This reflects the fact that the general workload and liability risk incumbent on Supervisory Board members does not generally develop in parallel with the company's success or earnings. Members of the Supervisory Board shall also receive an earnings-linked remuneration component linked to key financial indicators. The earnings-based remuneration component for Supervisory Board members is not intended to be a governance incentive or bonus for the Supervisory Board linked to the company's long-term development but rather as a mechanism that relieves remunerative pressure in less successful years.

Remuneration for members of the Supervisory Board comprises a fixed annual remuneration component in the amount of EUR 30,000, which is due and payable in four equal installments at the end of a quarter for that respective quarter. Additionally, Supervisory Board members receive an allowance of EUR 1,500 for every Supervisory Board meeting they attend. The meeting attendance fees are due for payment at the end of the respective quarter. In this context, Supervisory Board members shall be deemed to have attended a meeting if they participate by telephone or videoconference. If multiple Supervisory Board meetings are held on the same day, the attendance fee shall only be paid once. Members of the Supervisory Board are also entitled to reimbursement of expenses, including VAT incurred in connection with Supervisory Board duties. In addition to this, the company shall insure at its own expense



the Supervisory Board members against civil and criminal proceedings, covering also the legal costs involved in defense proceedings for action taken in relation to their mandates, and shall take out a suitable directors and officers' (D&O) liability insurance policy with this aim.

In accordance with recommendation G.17 of the DCGK, due consideration shall be given to the fact that the Chair and the Deputy Chair of the Supervisory Board and the chairs and members of committees are required to invest more time to discharge their duties. As such, the Chair of the Supervisory Board shall receive double the basic remuneration paid to a standard Supervisory Board member, and the Deputy Chair shall receive one and a half times the basic remuneration. An additional annual payment of EUR 5,000 shall be made for basic membership in committees; chairs of committees shall also receive double this amount per chair.

Every Supervisory Board member shall receive an earnings-linked remuneration component amounting to 0.05 percent of Group earnings after tax. This earnings-linked remuneration must never exceed 0.75 times the respective fixed remuneration (including committee remuneration) payable to the Supervisory Board member. Fixed remuneration for a Supervisory Board member must therefore account for at least 57 percent of total remuneration while the variable remuneration component must not exceed 43 percent of total remuneration.

Group earnings after tax as reported in the approved Consolidated Financial Statements of Wacker Neuson SE for the fiscal year in question is the only indicator used for determining whether the variable remuneration component is applicable and, if so, in what amount. Members of the Supervisory Board shall receive 0.05 percent of Group earnings as variable remuneration. This payment is capped at 0.75 times the respective fixed remuneration (including committee remuneration). As Group earnings are the best indicator of the Group's financial success, this performance indicator provides a robust framework to guide the variable remuneration component payable to the Supervisory Board. The variable remuneration is due for payment when the Supervisory Board passes a resolution to approve the Consolidated Financial Statements for the fiscal year in question.

Unless the Annual General Meeting stipulates a shorter period for individual members to be elected by the Annual General Meeting, members of the Supervisory Board shall be elected for the period up to the close of the Annual General Meeting that resolves to approve the actions of the Supervisory Board for the fifth fiscal year following the start of the period of office, no longer, however, than for six years. The fiscal year in which the election takes place shall not count towards this period. Subject to the relevant legal provisions, the term of office of Supervisory Board members may be foreshortened. They may also step down from their position ahead of term without good cause by giving notice to this effect three months in advance in text form to the Executive Board and by informing the Chairman of the Supervisory Board. The company may waive such period of notice. No further remuneration shall be paid to members who have left the Supervisory Board and no provisions are in place regarding remuneration after the term of office has expired. Members of the Supervisory Board and/or its committees who serve for just part of a given fiscal year shall receive pro-rata remuneration.



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The Supervisory Board shall regularly review the appropriateness of the regulations governing remuneration and the remuneration system itself. External remuneration experts may also be involved in these reviews. To this end, the Supervisory Board has the option to carry out a horizontal market comparison and/or a vertical comparison with remuneration payable to employees of the company. It may seek advice from an independent, external expert here. Due to the special nature of the Supervisory Board's work, a vertical comparison with remuneration payable to company employees is generally not factored into the review of Supervisory Board remuneration. The Annual General Meeting shall approve the remuneration payable to Supervisory Board members at least every four years or more frequently if changes to the remuneration regulations are proposed. The Annual General Meeting may approve the existing system for Supervisory Board remuneration or pass a resolution requiring changes to the system. The corresponding resolution proposals shall be submitted to the Annual General Meeting by the Executive Board and the Supervisory Board in accordance with the powers and competencies vested in both bodies under the terms of the law so as to put reciprocal checks in place. The regulations governing the handling of conflicts of interest outlined in the rules of procedure for the Executive Board and the Supervisory Board shall be respected in the process of defining, implementing and reviewing the remuneration system. The decision regarding the ultimate structure of the remuneration system lies with the Annual General Meeting.