



**Wacker Neuson  
Group**

**Wacker Neuson SE**

# **2022 Compensation Report**

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## I. General Explanatory Information

The German Act Implementing the Second Shareholder Rights Directive (ARUG II) requires the executive and supervisory boards of public German companies to prepare a clear and easy-to-understand annual compensation report each year. This report must provide information on the compensation granted and owed to each individual current or former member of the Executive Board and the Supervisory Board by the company and by companies of the same group for the past fiscal year. By publishing this Compensation Report, which has been prepared in accordance with section 162 of the German Stock Corporation Act (abbreviated AktG in German), Wacker Neuson SE is complying with this obligation for fiscal 2022.

At its meeting on March 18, 2021, the Supervisory Board of Wacker Neuson SE adopted the compensation system for members of the company's Executive Board currently in effect, which also takes into account the statutory requirements set forth in sections 87 and 87a of the German Stock Corporation Act (AktG) and the recommendations outlined in the German Corporate Governance Code as amended on April 28, 2022 (and in force since June 27, 2022) (hereinafter referred to as the **"2021 Compensation Plan"**). The 2021 Compensation Plan was approved by the company's Annual General Meeting of Shareholders on May 26, 2021 with a majority of 96.5 percent of the votes cast; in addition, the same Annual General Meeting approved the compensation plan for Supervisory Board members with a majority of 89.1 percent of the votes cast.

The 2021 Compensation Plan applies to all executive board employment contracts that are either renewed or newly signed from January 1, 2021 onward. In addition, it was retroactively applied to the new executive board employment contract entered into with Mr. Felix Bietenbeck effective October 1, 2020. Since the compensation granted to Mr. Alexander Greschner, who was already appointed as a member of the Executive Board prior to this date, was still subject to a different compensation structure during the reporting year, this Compensation Report contains information on both the 2021 Compensation Plan and the structure of Mr. Greschner's Executive Board compensation, which still deviated from the 2021 Compensation Plan during the reporting year.

This Compensation Report will be submitted to the Annual General Meeting in May 2023 for adoption in accordance with section 120a(4) of the German Stock Corporation Act (AktG). The Compensation Report for the previous 2021 fiscal year was adopted by the company's Annual General Meeting on June 3, 2022, with a majority of 86.3 percent of the votes cast; in this respect, there was also no reason to review the Compensation Plan, its implementation, or the manner in which it is reported (section 162(1)(2)(6) of the German Stock Corporation Act (AktG)).

## II. Overview of the 2022 Fiscal Year

### Revenue and Earnings Growth Despite a Generally Adverse Economic Environment

Having recovered noticeably from the effects of the COVID-19 pandemic in the previous year, the Wacker Neuson Group initially got off to a dynamic start in fiscal 2022. Despite the outbreak of the war in Ukraine and the increasing impact of this situation on the economic environment over the course of the year, the Group was able to continue growing. Revenues increased accordingly by 20.7 percent year over year to 2,252.4 million euros (2021: 1,866.2 million euros). In addition to organic growth, increased procurement prices, which the company was able to partially pass on to its customers in the form of price increases, also had a significant impact on revenue growth. The disruptions to supply chains, which were already repeatedly evident in the previous year, continued to have an impact on business performance in 2022, and to an increasing extent over the course of the year. Persistent raw material and component supply shortages and ongoing severe reductions in shipping capacity led to delays in the completion and delivery of products and to increased inventories of work in progress. In addition, the increasing strength of the US dollar against other currencies had a noticeable impact on revenue growth. Adjusted for currency translation effects, revenue increased by 8.3 percent. Despite the gloomy economic environment, the order backlog reflects the continued high demand and robustness of the company's business model. Thanks to unbroken order intake growth, the number of incoming orders again reached a record level by the end of the year.

In addition to revenue, the Wacker Neuson Group also recorded earnings growth in the past fiscal year. Earnings before interest and taxes (EBIT) increased by 4.6 percent year over year to 201.8 million euros (2021: 193.0 million euros). The EBIT margin declined slightly to 9.0 percent (2021: 10.3 percent). As such, earnings grew at a slower rate than revenue, primarily due to higher input costs. Although the company adjusted its sales prices several times in the previous fiscal year and introduced more flexible pricing models, the resulting increases in selling prices only partially compensated for the increase in production costs.

### Changes in cash flow driven by expansion of working capital

At 276.4 million euros, gross cash flow stood well below the previous year's level (2021: 375.2 million euros). This change was mainly due to two special effects in the previous 2021 fiscal year: firstly, the decrease in noncurrent financial assets due to the sale of noncurrent receivables in connection with the divestment of a minority interest in the United States (inflows of EUR 49.1 million). On the other hand, other current financial liabilities had increased in the previous year, including in connection with an asset-backed securities (ABS) program under which the Group acts as servicer. At the same time, cash flow from operating activities (after investments in net working capital) also decreased by 101.9 percent to -6.4 million euros (2021: 331.7 million euros) as a result of increased inventories and higher trade receivables. As a result, free cash flow decreased to -0.8 million euros (2021: 149.1 million euros).

Following the noticeable recovery of business performance from the impact of the COVID-19 pandemic, the dividend payout for fiscal year 2021 stood significantly higher than the year before. At 0.90 euros per no-par value share entitled to dividends, the total amount distributed in 2022 was 61.2 million euros (2021: 0.60 euros and 41.7 million euros, respectively). Against the backdrop of increased net working capital requirements and the resulting significant decline in free cash flow, the Group's net financial position also declined. Gearing increased accordingly to 16.8 percent (December 31, 2021: -0.1 percent). In light of its secured liquidity, the company was able to meet its financial obligations in 2022 without any limitations. The equity ratio improved to 60.0 percent (December 31, 2021: 55.4 percent).

In the 2022 fiscal year, the capital employed by the company increased further and stood at 1,783.0 million euros as of the reporting date (Dec. 31, 2021: 1,449.8 million euros). Return on capital employed before taxes (ROCE I) came to 11.3 percent, compared with 13.3 percent in the previous year, as a result of the slight decline in earnings. Return on capital employed after taxes (ROCE II) likewise fell short of the previous year at 8.4 percent (2021: 9.8 percent). The above ROCE figures are based on capital employed as of December 31.

### Steadily Growing Importance of Electrically Powered Construction Machinery and Compact Equipment

E-mobility is part of the company's growth strategy and is firmly enshrined in the technology roadmap for the next few years. Through its "zero emission" product line, Wacker Neuson offers a wide range of electrically powered compact machines and construction machinery. Even though the product line's share of total revenue currently still stands in the single digits, zero emission construction machinery is already achieving double-digit revenue shares in individual product groups. In 2022, as in the previous year, the share of zero emission rammers and plates in the comparable product categories remained well into the double digits, with demand rising continuously. Revenue growth was also in the double-digit percentage range year over year.

## III. Strategy and Executive Board Compensation

The "Strategy 2022" growth strategy unveiled in March 2018 aims to unconditionally align the Wacker Neuson Group with customer needs. The company will continue to expand its market positions, drive further growth, and increase profitability on the basis of the three strategic pillars of Focus, Acceleration, and Excellence. An updated corporate strategy, which will fine-tune and hone the focus of the existing Strategy 2022, will be unveiled in fiscal 2023. An integral part of this strategy will also be a sustainability strategy based on the United Nations Sustainable Development Goals (SDGs). The compensation system is designed to offer Executive Board members performance incentives based on the group's growth strategy. As such, the development of sales, profitability, cash flow generation, and capital efficiency play a key role. Furthermore, the group's growth from battery-powered products, which today still account for a small share of consolidated revenue, is a relevant metric.

## IV. Overview of the 2021 Compensation Plan for Members of the Executive Board of Wacker Neuson SE

The key elements of the 2021 Compensation Plan are outlined below. A full description of the 2021 Compensation Plan has been made publicly available on the Wacker Neuson SE website at <https://www.wackerneusongroup.com/investor-relations/compensationplan>.

As explained above, the 2021 Compensation Plan came into effect in the reporting period for the following Executive Board members who were employed during the reporting year:

- Dr. Karl Tragl (CEO)
- Felix Bietenbeck (CTO, COO)
- Christoph Burkhard (CFO)

### A. Structure of the 2021 Compensation Plan

The 2021 Compensation Plan consists of non-performance-related (fixed) and performance-related (variable) compensation components. The fixed compensation component consists of a fixed salary, retirement benefits, and fringe benefits (namely a company car and insurance policies). The variable compensation component is linked to the achievement of specific targets and in turn comprises a short-term, one-year compensation component (known as a short-term incentive, or STI for short) and a long-term, multi-year compensation component (known as a long-term incentive, or LTI for short).

This compensation structure applies equally to all Executive Board positions. In line with the idea that the Executive Board has collective responsibility for the company, identical targets are set for all members of the Executive Board.

The following chart shows the relative share of the respective compensation components with respect to the target total compensation and thus also the percentage ratio of fixed and variable compensation components to each other:

Total target remuneration <sup>1</sup>				
Non-performance-related components/fixed remuneration approx. 47% of total target remuneration		Performance-related components/variable remuneration approx. 53% of total target remuneration		
		Target direct remuneration		
		Approx. 40% of target direct remuneration	Approx. 24% of target direct remuneration	Approx. 36% of target direct remuneration
Company pension plan contributions	Additional benefits	Fixed annual basic salary	Short-term variable remuneration (STI)	Long-term variable remuneration (LTI)
Approx. 9% of total target remuneration	Approx. 2% of total target remuneration	Approx. 36% of total target remuneration	Approx. 21% of total target remuneration	Approx. 32% of total target remuneration
Based on one year				Based on multiple years

<sup>1</sup> Compensation structure based on the assumption that 100 percent of the targets will be achieved.

## B. Overview of Compensation Components

The following diagram shows the non-performance-related and performance-related components of the compensation plan for members of the Executive Board of Wacker Neuson SE.

Compensation Components	Basis of Assessment/Parameters	
<b>Fixed Components</b>		
Fixed Annual Base Salary	<ul style="list-style-type: none"> <li>Fixed, contractually stipulated compensation, paid in twelve equal, monthly installments</li> </ul>	
Contributions to the Company Pension Plan	<ul style="list-style-type: none"> <li>Contributions to a defined benefit pension plan via a reinsured pension fund</li> <li>Annual allocation of an amount equivalent to approximately 25% of the respective fixed salary                             <ul style="list-style-type: none"> <li>Retirement benefit available as either a lump sum payment or as a lifetime annuity</li> <li>Retirement age of 65 – each with the option of claiming benefits (with deductions) early from the age of 62</li> <li>In this context, the members of the Executive Board can choose between two benefit plans:                                     <ul style="list-style-type: none"> <li>An additional disability pension equal to 100% of the retirement pension and, in the event of the beneficiary's passing, a survivor's pension equal to 60% of the retirement pension</li> <li>In the event of disability and death before the start of retirement, only the pension assets are paid out with no subsequent retirement benefit, and in the event of death within 15 years of the start of retirement, the pension continues to be paid to the surviving dependents until the 15th year after the start of retirement</li> </ul> </li> </ul> </li> </ul>	
Fringe Benefits	<ul style="list-style-type: none"> <li>Personal use of a company car</li> <li>Insurance policies (accident insurance)</li> <li>If necessary, special agreements that take into account the specifics of a particular case, e.g. reimbursement of overnight accommodation costs at the place of employment for a transitional period</li> </ul>	
<b>Performance-Related Components</b>		
Short-Term Variable Compensation (STI) (also see the diagram below)	Plan type	<ul style="list-style-type: none"> <li>Target bonus</li> </ul>
	Term	<ul style="list-style-type: none"> <li>One year</li> </ul>
	Performance criteria	<ul style="list-style-type: none"> <li>Revenue Growth (25%)</li> <li>Earnings before taxes margin (EBT margin) (25%)</li> <li>Operating cash flow margin (25%)</li> <li>Quantitative sustainability criterion (linked to ESG aspects) (25%)</li> </ul>
	Payment	<ul style="list-style-type: none"> <li>In the month following the approval of the consolidated financial statements</li> </ul>
	Limitation of the amount paid (cap)	<ul style="list-style-type: none"> <li>Capped at 150% of the target amount</li> </ul>
Long-Term Variable Compensation (LTI) (also see the diagram below)	Plan type	<ul style="list-style-type: none"> <li>Virtual performance share plan</li> </ul>
	Term	<ul style="list-style-type: none"> <li>Four years</li> <li>Allocation on January 1 of each fiscal year</li> </ul>
	Performance criteria	<ul style="list-style-type: none"> <li>Relative total shareholder return vs. SDAX (1/3)</li> <li>Return on capital employed (ROCE) (1/3)</li> <li>Strategic goal (1/3)</li> </ul>
	Payment	<ul style="list-style-type: none"> <li>In the month following the approval of the consolidated financial statements for the last fiscal year of the four-year performance period. The virtual performance share plan can also be serviced with shares of company stock instead of a cash payment, subject to the approval of the respective member of the Executive Board.</li> </ul>
	Limitation of the amount paid (cap)	<ul style="list-style-type: none"> <li>Capped at 180% of the target amount</li> </ul>

In exceptional cases, the Supervisory Board may deviate from components of the compensation plan if this is deemed necessary in the interests of the company’s long-term well-being. The Supervisory Board did not make use of this option in fiscal 2022.

### C. Components of the 2021 Compensation System and Link to Strategy

#### 1. Fixed Annual Base Salary

The fixed component of the contractually stipulated compensation package ensures that the Executive Board members receive an appropriate level of base income, thus making it possible for the company to attract and retain qualified Executive Board members and at the same time counteracting excessive risk-taking on the part of the Executive Board members.

The necessary differentiation between Executive Board members based on their respective roles (e.g. as chair of the Executive Board), professional experience, or specific departmental requirements is achieved by varying the fixed salary. The other compensation components are derived from this figure as defined by the compensation plan.

#### 2. Contributions to the Company Pension Plan

As part of a competitive compensation package, Executive Board members are given the ability to accumulate or secure an appropriate level of benefits for their retirement.

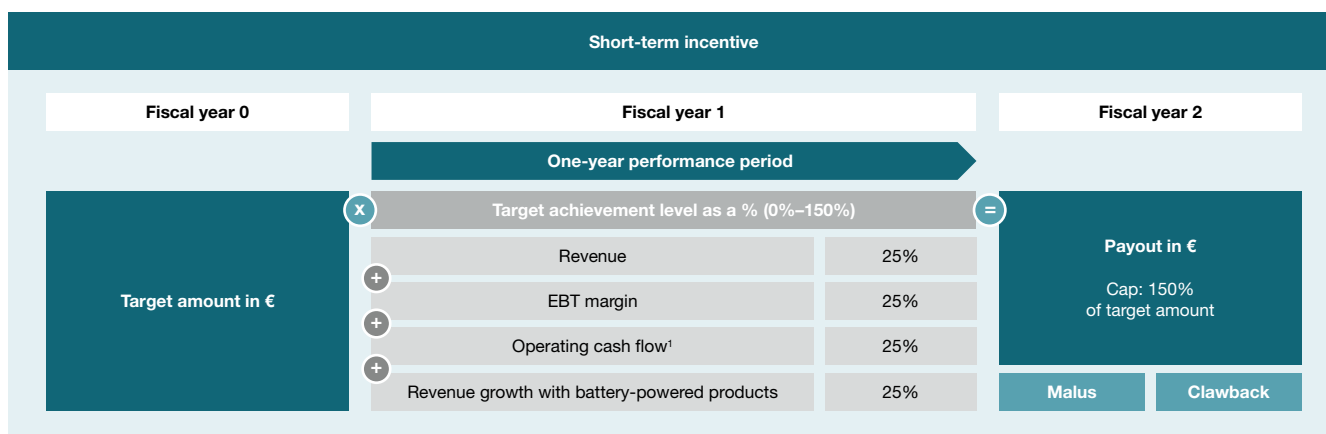
#### 3. Fringe Benefits

The fringe benefits granted to Executive Board members round out the compensation package customary on the market and therefore also serve to attract and retain qualified Executive Board members.

#### 4. Short-Term Variable Compensation (STI)

The three financial performance criteria used to calculate the amount to be paid out as part of the STI are Wacker Neuson SE’s revenue growth (“**revenue growth**”), earnings before tax margin (“**EBT margin**”), and operating cash flow margin (“**OCF margin**”). The quantitative sustainability criterion relates to revenue growth generated with battery-powered products.

- Revenue growth in percent refers to an increase in consolidated revenue in the respective financial year compared with the previous year. The performance criterion is in line with the group’s strategic growth targets. The Wacker Neuson Group aims to rank among the top three companies on the market with its core products in terms of market share and to grow faster than the market.
- The EBT margin corresponds to the pretax profit margin and is calculated as the ratio of EBT (earnings before taxes) to revenue. It is in line with the group’s profitability target of achieving an attractive EBIT margin (i.e., the ratio of earnings before interest and taxes to revenues), which is laid out in the group’s growth strategy. Basing the incentive on EBT (as opposed to EBIT) means that earnings from financial assets are also factored into the incentive, thus creating additional incentives with respect to the structure of the group’s assets and liabilities and its financing.
- The OCF margin is the ratio of cash flow from operating activities (“operating cash flow”) to consolidated revenue. To smooth out any fluctuations, the average operating cash flow from the current and previous fiscal year are used. Operating cash flow is defined as the surplus of cash and cash equivalents generated by operating activities that is available to the group for investments or to service its cost of capital. Including the OCF margin in the compensation plan is in line with the objective of financing investments in further growth as well as the group’s cost of capital from operating activities. Furthermore, operating cash flow takes changes in net working capital into account, and its effective management is also an integral part of the group’s strategy.
- The quantitative sustainability target relates to the year-over-year increase in consolidated revenue from the sale of battery-powered products, i.e., particularly low-emission construction machinery and equipment. Wacker Neuson SE is aware of its responsibility to offer an environmentally friendly, safe, and ergonomic product range. As an innovation leader in the growing segment of sustainable products, the Wacker Neuson Group aims not only to create added value for its customers, but also to minimize the environmental impact of its business activities.



<sup>1</sup> Rolling 2 year average.

### 5. Long-Term Variable Compensation (LTI)

The LTI is structured as a virtual performance share plan under which virtual shares (performance shares) of Wacker Neuson SE stock are conditionally allocated to Executive Board members on January 1 of the year in which they are granted. In addition to the performance of Wacker Neuson SE's stock price, the three relevant performance criteria used to calculate the amount paid out under the LTI are relative total shareholder return ("TSR") compared with the SDAX index, return on capital employed ("ROCE"), and a quantitative strategic target. The financial performance criteria used in the LTI consist of the change in TSR and ROCE. The strategic target consist of a quantitative performance criterion.

- The TSR is equivalent to the performance of the stock price plus notionally reinvested gross dividends during the performance period. The inclusion of the TSR in the compensation plan is in line with the company's goal of increasing its shareholder value over the long term. To determine whether the target has been met, Wacker Neuson SE's indexed TSR performance is calculated and compared with the indexed TSR performance of the SDAX index.

- The group aims to operate as efficiently as possible using the capital provided by shareholders and lenders. Return on capital employed (ROCE) is used as the central metric for this purpose. ROCE consists of the ratio of EBIT (earnings before interest and taxes) to capital employed. The latter reflects the capital tied up in the group for operational purposes and on which interest must be paid. ROCE is a particularly suitable indicator of the company's long-term success and combines the profitability target defined as part of the growth strategy with the efficiency target in terms of capital employed.
- The Supervisory Board has set the strategic goal of increasing the percentage of consolidated revenue generated by the construction equipment strategic business segment ("**SBU revenue distribution**") via the LTI. This performance criterion is intended to support the strategic further development and expansion of this business area in line with the global growth strategy. With its broad product range encompassing construction equipment, compact machinery, and services, the group aims to be an end-to-end solutions provider. The combination of the two business segments, construction equipment and compact machines, constitutes a key competitive advantage for Wacker Neuson due to the wide range of products and services it offers.

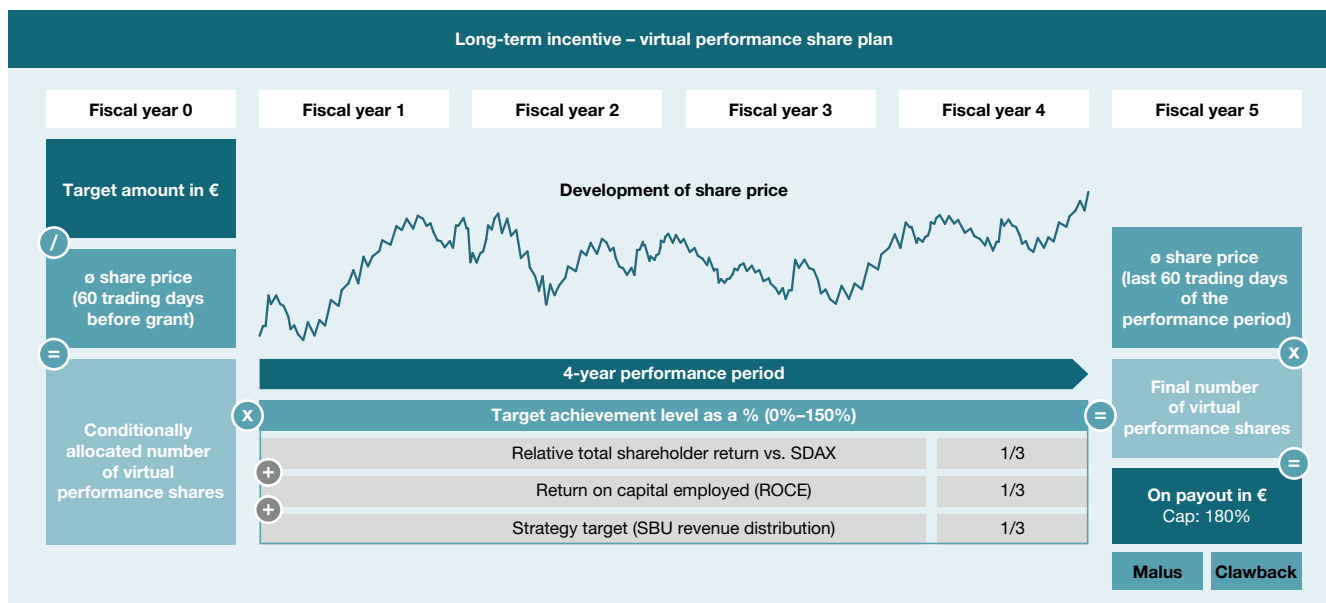


Illustration of the LTI and how it works

In the case of extraordinary events or developments, e.g., acquisitions or disposals of a company, changes in the legal and/or regulatory framework, a disposal of real estate or real estate companies, or significant changes in financing or valuation methods, the Supervisory Board is authorized, at its reasonable discretion, to adjust the terms and conditions of the STI and/or the LTI as appropriate, which is usually carried out as part of the Supervisory Board's target-setting process. The Supervisory Board had no reason to make use of this option for the 2022 fiscal year.

## 6. Withholding and Clawback

The Executive Board members' employment contracts contain provisions that give the Supervisory Board the discretion to withhold or claw back some or all of the variable compensation components. These provisions can only be applied if there is a compelling reason as described in section 626 of the German Civil Code (abbreviated BGB in German) which would have entitled the company to terminate the employment relationship without notice or which caused the company to terminate the employment relationship without notice. This reinforces the incentives to comply with material legal and contractual obligations and to avoid unreasonable risks.

STI or LTI amounts already paid out may only be clawed back – calculated from the date on which the Supervisory Board becomes aware of the event triggering the clawback – for the last STI and LTI payment made, but at the most up to the date on which the event triggering the clawback occurred. Any LTI amounts paid out for a performance period must therefore be reimbursed on a prorated basis in accordance with the above provision, starting from the date on which the event triggering the clawback occurred. These provisions were not applied in fiscal 2022.

## 7. Benefits at the Beginning and End of Service on the Executive Board

When new members join the Executive Board, the Supervisory Board is authorized to guarantee that they will receive an appropriate amount of variable compensation for a limited period of time. This ensures that they receive a competitive compensation package and thus enables the company to recruit qualified Executive Board members.

In the event that an Executive Board member's employment contract is terminated prematurely, any future payments to be negotiated may not exceed the value of two years' compensation and may not exceed the value of the compensation for the remaining term of the employment contract (severance payment cap).

In the event that an Executive Board member is dismissed or resigns from the Executive Board without cause, the employment contract will end at the end of the notice period without requiring any notice of termination. The notice period is determined in accordance with section 622 of the German Civil Code. If the Executive Board member is dismissed by the Annual General Meeting as a result of a vote of no confidence, this period will be extended to twelve months, ending at the end of the last day of the twelfth month. If the Executive Board member resigns from office for cause, the employment contract likewise ends with a notice period of twelve months, ending at the end of the last day of the twelfth month. In the event that an Executive Board member's hiring is rescinded or they resign from their position, the company may release them from their duties while continuing to pay their compensation. In this case, they will cease to receive the variable compensation components on a prorated basis for the period in which they are released from their duties.

The Supervisory Board may stipulate that members of the Executive Board are subject to a subsequent noncompete clause for a period of up to two years after the end of their employment with the company. In this case, Wacker Neuson SE is obligated to pay the Executive Board member compensation for the duration of the postcontractual noncompete agreement ("**noncompete compensation**") amounting to half of the contractual benefits last received by the Executive Board member for each year of the competitive restriction period (the provisions of section 74(2) of the German Commercial Code (abbreviated HGB in German) apply).

## 8. Offsetting Compensation for Secondary Positions

In the event that a member of the Executive Board takes on a position as a member of a Supervisory Board within the group or a comparable position, compensation for this activity will be covered by the compensation they receive as a member of the Wacker Neuson SE Executive Board. Compensation for sitting on supervisory boards and other offices held by the Executive Board member in the interests of the company and with the approval of the Supervisory Board will be offset against compensation received as a member of the Wacker Neuson SE Executive Board. This is to ensure that neither the compensation granted for such secondary activities nor the time involved lead to a conflict with their duties as members of the Executive Board at Wacker Neuson SE.

## D. Competitive Executive Board Compensation

The Executive Committee, which is responsible for preparatory work on Executive Board matters on behalf of the Supervisory Board, regularly reviews the compensation plan and the level of individual Executive Board members' compensation to ensure that it is appropriate. Fundamental components of their review of the compensation plan are both a horizontal and a vertical market comparison:

### ▪ Horizontal Market Comparison

In this context, the Supervisory Board assesses the extent to which the specific total compensation paid to the members of the Executive Board is in line with what is customary at other companies. For this purpose, the Supervisory Board compares the individual Executive Board members' target total direct compensation, maximum total direct compensation, and the individual compensation components with two peer groups from other public companies defined by the Supervisory Board (peer group comparison).

When drawing up the first comparative group ("**industry peer group**"), 19 companies from related industries are selected, predominantly those from the mechanical and systems engineering as well as industrial and construction machinery sectors, most of which are headquartered in Germany. When selecting these companies, the Supervisory Board ensures that the peer companies are comparable to Wacker Neuson SE, particularly with regard to the size of the workforce and amount of revenue generated.

**COMPARABLE COMPANIES IN THE INDUSTRY PEER GROUP  
USED TO ASSESS WHETHER THE EXECUTIVE BOARD'S  
COMPENSATION IS APPROPRIATE**

Company	Industry	Country
DEUTZ AG	Industrial and construction machinery	Germany
Dürr AG	Machine and systems manufacturing	Germany
Heidelberger Druckmaschinen AG	Machine and systems manufacturing	Germany
JOST Werke AG	Industrial and construction machinery	Germany
Jungheinrich AG	Industrial and construction machinery	Germany
KION GROUP AG	Machine and systems manufacturing	Germany
KNORR-BREMSE AG	Machine and systems manufacturing	Germany
Koenig & Bauer AG	Machine and systems manufacturing	Germany
Krones AG	Machine and systems manufacturing	Germany
KUKA AG	Machine and systems manufacturing	Germany
LEONI AG	Industrial and construction machinery	Germany
Manitou BF	Industrial and construction machinery	France
NORMA Group SE	Machine and systems manufacturing	Germany
PALFINGER AG	Industrial and construction machinery	Austria
SAF-HOLLAND SE	Industrial and construction machinery	Germany
SGL Carbon SE	Industrial and construction machinery	Germany
STS Group AG	Industrial and construction machinery	Germany
Vossloh AG	Machine and systems manufacturing	Germany
Weir Group PLC	Machine and systems manufacturing	United Kingdom

In addition, in a second horizontal market comparison, the Supervisory Board looks at compensation at companies listed on the SDAX index (“**SDAX peer group**”), in which Wacker Neuson SE is currently listed. The horizontal comparison with the SDAX peer group also includes a comparison of pension benefits paid to members of the executive boards of all German companies listed on the SDAX that grant Executive Board members defined contribution plan benefits.

This second peer group includes all SDAX companies headquartered in Germany (excluding Wacker Neuson SE) that have disclosed the compensation paid to the individual members of their executive board. As a result, the SDAX peer group consists of a total of 62 companies. The last horizontal comparison of the SDAX peer group that was conducted was based on the composition of the SDAX index in August 2020.

**COMPARABLE COMPANIES IN THE SDAX PEER GROUP  
USED TO ASSESS WHETHER THE EXECUTIVE BOARD'S  
COMPENSATION IS APPROPRIATE**

1&1 AG	Eckert & Ziegler Strahlen und Medizintechnik AG	Nordex SE
ADLER Real Estate AG	Encavis AG	NORMA Group SE
ADVA Optical Networking SE	Fielmann AG	PATRIZIA AG
Aixtron SE	Hamborner REIT AG	Pfeiffer Vacuum Technology AG
Amadeus FiRe AG	Hamburger Hafen und Logistik AG	RHÖN-KLINIKUM AG
Bertrandt AG	Heidelberger Druckmaschinen AG	RIB Software SE
Bilfinger SE	HelloFresh SE	Salzgitter AG
Borussia Dortmund GmbH & Co. KGaA	HORNBACH Holding AG & Co. KGaA	Schaeffler AG
CECONOMY AG	Hypoport SE	SGL CARBON SE
CEWE Stiftung & Co. KGaA	INDUS Holding AG	SIXT SE
comdirect bank AG	Instone Real Estate Group AG	SMA Solar Technology AG
Dermapharm Holding SE	ISRA VISION GmbH	Ströer SE & Co. KGaA
Deutsche Beteiligungs AG	JENOPTIK AG	Südzucker AG
Deutsche EuroShop AG	JOST Werke AG	TAKKT AG
DEUTZ AG	Jungheinrich AG	Talanx AG
DIC Asset AG	Klöckner & Co SE	TLG Immobilien AG
DMG MORI AG	Koenig & Bauer AG	TRATON SE
Dr. Höhle AG	Krones AG	Wacker Chemie AG
Drägerwerk AG & Co. KGaA	KWS Saat SE & Co. KGaA	WashTec AG
DWS Group GmbH & Co. KGaA	LEONI AG	Wüstenrot & Württembergische AG
	NEW WORK SE	Zooplus SE



#### ▪ Vertical Market Comparison

This is where the Supervisory Board assesses the extent to which the specific total compensation paid to the members of the Executive Board is in line with the level of compensation paid within the company. To this end, the Supervisory Board looks at the ratio of the target total direct compensation of the individual Executive Board members to both the average target total direct compensation paid to members of senior management in Germany and the average total direct compensation paid to the company's entire workforce in Germany.

The top management level consists of all the general managers of the German companies as well as other executives who report directly to the Executive Board. The total workforce includes all employees of Wacker Neuson SE and its German subsidiaries both covered by and not covered by collective bargaining agreements. This figure does not include trainees, university students, interns/graduates, marginal part-time employees, and employees in partial retirement. The total workforce does not include senior management.

The total direct compensation paid to each of these employee groups consists of their fixed compensation, a one-year variable compensation component, and additional benefits under collective bargaining agreements. The comparison does not include payments to employees for company pensions, employee contribution plans, company cars, or other individual allowances or bonuses. When assessing the extent to which the specific total compensation is in line with customary practice, the Supervisory Board also takes into account changes over time in the circumstances described above.

#### E. Maximum Compensation

The total compensation granted to individual members of the Executive Board for a fiscal year (i.e., the total of all compensation components paid out for the fiscal year in question, including a fixed annual base salary, pension benefits, fringe benefits, and variable compensation components) – irrespective of whether it is paid out in that fiscal year or at a later date – is limited to a maximum amount in accordance with section 87a(1)(1) of the German Stock Corporation Act (abbreviated AktG in German). This serves to prevent companies from paying executive board members unreasonably high salaries. This maximum amount can only be achieved if all of the STI and LTI performance criteria are met to the maximum extent and the company's stock price performs correspondingly well (“**maximum compensation**”). As of the 2021 fiscal year, maximum compensation stands at:

- 2,900,000 euros for the chair of the Executive Board,
- 1,800,000 euros for the ordinary members of the Executive Board

## V. Compensation Plan For Alexander Greschner

With respect to Mr. Alexander Greschner (CSO), who has already been a member of the company's Executive Board since January 10, 2017 and whose previously applicable Executive Board employment contract was therefore not yet covered by the 2021 Compensation Plan in the reporting year, the deviating compensation plan described below was applied for the last time in the reporting period. As of the beginning of the 2023 fiscal year, the provisions of the 2021 Compensation Plan described above also apply to Mr. Greschner.

### A. Structure of the Compensation Plan, Compensation Components

The compensation package paid to the Executive Board member consists of non-performance-related (fixed) and performance-related (variable) compensation components that depend on the achievement of certain key financial indicators. The variable compensation component, in turn, includes a purely short-term, one-year compensation component (known as a short-term incentive, or STI for short), a long-term, multi-year compensation component (known as a long-term incentive, or LTI for short), and a component that combines a short-term performance target with a long-term deferred payout and thus represents a combination of STI and LTI.

The fixed compensation component consists of a fixed annual base salary and fringe benefits (namely a company car and insurance policies). In addition, the Executive Board member receives individually negotiated pension benefits in the form of a defined-benefit pension plan, supplemented by a defined-contribution pension plan and allowances for further defined-contribution pension plans via direct company insurance policies or pension funds.

The following diagram shows the non-performance-related and performance-related components of the Executive Board member's compensation structure:

Compensation Components	Basis of Assessment/Parameters	
<b>Fixed Components</b>		
Fixed Annual Base Salary	<ul style="list-style-type: none"> <li>Fixed, contractually stipulated compensation, paid in twelve equal, monthly installments</li> </ul>	
Contributions to the Company Pension Plan	<ul style="list-style-type: none"> <li>(a) Defined-benefit pension plan: retirement pension at retirement age of 62, disability pension equal to 100% of the retirement pension, survivor's pension equal to 60% of the retirement pension in the event of death</li> <li>(b) Defined-contribution pension plan via a reinsured direct pension plan with payment of a fixed lump sum in five annual installments: retirement pension at the retirement age of 62 with the option of a one-time lump-sum payment, surviving dependents' benefit before retirement by payment of the actuarial reserve, surviving dependents' benefit after retirement by payment of the retirement pension for the duration of a guaranteed annuity period</li> <li>(c) Employer contributions to various contribution-based pension plans via the company's direct insurance policies or pension funds in the amount of 50% of the respective premiums, limited in total to the maximum employer contribution that would be payable to the statutory employee pension insurance fund if an obligation to contribute to the pension insurance fund existed; retirement age of 67</li> <li>The exact nature and amount of the pension benefits described under (b) and (c) are determined in each case by the benefits of the reinsurance policies in place for this purpose and the terms and conditions underlying these policies</li> </ul>	
Fringe Benefits	<ul style="list-style-type: none"> <li>Personal use of a company car</li> <li>Insurance policies (accident insurance)</li> <li>If necessary, special agreements that take into account the specifics of a particular case</li> </ul>	
<b>Performance-Related Components</b>		
Bonus based on the company's <b>return on assets</b> (STI)	Plan type	<ul style="list-style-type: none"> <li>Target bonus</li> </ul>
	Term	<ul style="list-style-type: none"> <li>One year</li> </ul>
	Performance criteria	<ul style="list-style-type: none"> <li>Return on assets</li> </ul>
	Payment	<ul style="list-style-type: none"> <li>Upon approval of the consolidated financial statements</li> </ul>
	Limitation of the amount paid (cap)	<ul style="list-style-type: none"> <li>Capped at 100,000 euros, also capped at 400,000 euros together with the following bonus based on consolidated net income</li> </ul>
Bonus based on <b>consolidated net income</b> (LTI)	Plan type	<ul style="list-style-type: none"> <li>Multiyear share</li> </ul>
	Term	<ul style="list-style-type: none"> <li>Three years (current fiscal year and the two previous fiscal years)</li> </ul>
	Performance criteria	<ul style="list-style-type: none"> <li>Average consolidated net profit for the year</li> </ul>
	Payment	<ul style="list-style-type: none"> <li>Upon approval of the consolidated financial statements</li> </ul>
	Limitation of the amount paid (cap)	<ul style="list-style-type: none"> <li>Capped at 400,000 euros together with the above bonus based on return on assets</li> </ul>
Bonus based on <b>group performance</b> (STI/LTI)	Plan type	<ul style="list-style-type: none"> <li>Share (STI) and deferral (LTI)</li> </ul>
	Term	<ul style="list-style-type: none"> <li>One year (current fiscal year) and three years (current fiscal year and the two following fiscal years)</li> </ul>
	Performance criteria	<ul style="list-style-type: none"> <li>Revenue</li> <li>EBIT margin</li> </ul>
	Payment	<ul style="list-style-type: none"> <li>60% upon approval of the consolidated financial statements for the previous fiscal year</li> <li>40% upon approval of the consolidated financial statements for the second fiscal year following the previous fiscal year</li> </ul>
	Limitation of the amount paid (cap)	<ul style="list-style-type: none"> <li>Capped at 500,000 euros</li> </ul>

The Supervisory Board agreed to the fixed annual base salary and the target amounts for the variable short-term and long-term compensation components in the Executive Board member's employment contract based on the assumption that the maximum amounts stipulated for each component would be fully exhausted (together referred to as the "**maximum direct compensation**"). In this compensation structure, performance-based variable compensation accounts for approximately 69 percent of total maximum direct compensation.

The maximum direct compensation, together with the retirement benefits and fringe benefits, constitutes the "maximum total compensation" under the terms of the compensation structure described herein. This figure breaks down into approximately 25 percent for Mr. Greschner's fixed annual base salary, approximately 57 percent for the variable compensation components, approximately 17 percent for the pension plan, whereby the service cost for the reporting year was calculated for the defined-benefit obligations in accordance with IAS 19, and approximately one percent for other fringe benefits, in each case referring to the percentage of his maximum total compensation.

### 1. Fixed Compensation Components: Annual Base Salary, Pension Plan and Fringe Benefits

The fixed component of the contractually stipulated compensation package ensures that the Executive Board member receives an appropriate level of base income and thus at the same time counteracts excessive risk-taking on the part of the Executive Board member. The fringe benefits granted to Executive Board members round out the compensation package customary on the market and therefore also serve to attract and retain qualified Executive Board members. As part of a competitive compensation package, the Executive Board member is granted the ability to accumulate or secure an appropriate level of benefits for his retirement.

### 2. Variable Compensation Components

#### a) Bonus Based on the Company's Return on Assets (STI)

The return on assets (ROA), which is calculated by dividing the operating profit (EBIT) according to the consolidated statement of income by the adjusted assets, is the performance criterion used to calculate the amount to be paid out under this bonus. Total assets from the consolidated statement of financial position are adjusted as follows: total assets minus goodwill minus intangible assets. The group aims to operate as efficiently as possible using the capital provided by shareholders and lenders. The return on assets therefore combines the profitability target defined as part of the growth strategy with the efficiency target in terms of capital employed.

The size of the bonus calculated on the basis of return on total assets is specified in the Executive Board member's employment contract and amounts to a maximum of 100,000 euros, with the payout of this bonus being determined as follows: the Executive Board member receives 50 percent of the bonus amount, i.e., a lump sum of 50,000 euros, if the company achieves a return on total assets of more than 10 percent. If the company achieves a return on total assets of more than 12 percent, the Executive Board member receives the remaining 50 percent of the bonus amount, i.e., a further lump sum of 50,000 euros. The Executive Board member does not receive a prorated bonus amount for exceeding or falling below the aforementioned thresholds.

This bonus based on the return on assets, together with the bonus based on consolidated net income described below, is capped at a combined maximum amount of 400,000 euros.

#### b) Bonus Based on Consolidated Net Income (LTI)

This bonus amounts to 0.6 percent of the company's average consolidated net income after taxes as reported on the company's approved consolidated financial statements for the past three fiscal years. Any consolidated loss for a fiscal year must be factored into the calculation. The "net income" component is in line with the group's profitability target, which is laid out in the group's growth strategy. Basing the incentive on consolidated net income (as opposed to EBIT) means that earnings from financial assets are also factored into the incentive. The rolling review period of three years puts the focus of the incentive on the group's long-term stable earnings power.

This bonus based on consolidated net income, together with the bonus based on return on assets described above, is capped at a collective maximum amount of 400,000 euros.

#### c) Bonus Based on Group Performance (STI/LTI)

Payment of this bonus based on the group's performance is determined on the basis of the following short-term and long-term parameters:

The Executive Board member receives this bonus based on the group's performance if the group both (i) exceeds the consolidated revenues generated in the respective prior year ("**revenue component**") and (ii) achieves a consolidated EBIT margin of at least 7 percent of consolidated revenues ("**EBIT component**") in the respective fiscal year. The revenue component is calculated as follows: the Executive Board member receives 600 euros for every one million euros in revenue that exceeds the amount of revenue generated in the respective previous year. The EBIT component is calculated as follows: if the EBIT margin exceeds seven percent of consolidated revenues, the bonus amounts to 0.15 percent of annual consolidated EBIT. If the group only achieves one of the two sub-targets, the bonus resulting for this achieved component is reduced by 50 percent.

The bonus based on group performance is paid out at 60 percent following approval of the consolidated financial statements. The remaining share of 40 percent ("**long-term share**") is payable after approval of the consolidated financial statements for the second fiscal year thereafter. If the average EBIT margin reported in the consolidated financial statements is less than 5 percent in the two fiscal years following the fiscal year to which the respective long-term share applies, however, the Executive Board member forfeits this long-term share.

The "group performance" component links the strategic growth target with the group's strategic profitability target; the long-term component is designed to ensure that profitability is maintained on a lasting basis and is not distorted by one-time or pull-forward effects.

The bonus based on group performance is limited to a maximum amount of 500,000 euros.

With respect to all of the variable compensation components applicable to Mr. Greschner described above, the Supervisory Board has contractually reserved the right to impose a further cap or reduction on the respective bonus in the event of one-time effects such as extraordinary developments or earnings that have a material positive impact on the amount of a bonus, as determined by the Supervisory Board at its reasonable discretion. The Supervisory Board had no reason to make use of this option for the 2022 fiscal year.

### 3. Benefits upon Termination of Employment as a Member of the Executive Board

The company is authorized to release the Executive Board member from the performance of his duties at any time for the period between the termination of his Executive Board employment contract or upon informing the Executive Board member that the company does intend to renew his contract and the end of the contractually stipulated term of employment. During this time, the company is obligated to continue paying the Executive Board member's compensation.

If an Executive Board member's employment contract ends prematurely by revoking their appointment to the board, but not for cause, they will receive a severance payment equal to their annual income discounted at five percent per year for the remaining term of the contract, including variable compensation. In this context, however, the Executive Board member will receive no more than two annual compensation payments, whereby the annual compensation for the previous fiscal year will be used to determine this cap, unless this deviates significantly to the upside (i.e., by more than 25 percent) from the expected total compensation for the current fiscal year; in the latter case, the expected total compensation for the current fiscal year as forecast by the company will be used to determine the cap.

The Supervisory Board has stipulated that the Executive Board member is subject to a subsequent noncompete clause for a period of up to two years after the end of their employment with the company. In this case, Wacker Neuson SE agrees to pay the Executive Board member compensation for the duration of the postcontractual noncompete agreement ("**noncompete compensation**"), amounting to half of the contractual benefits last received by the Executive Board member for each year of the competitive restriction period (the provisions of section 74(2) of the German Commercial Code (abbreviated HGB in German) apply). Any income earned by the Executive Board member during the period which the noncompete clause is in force through the use of his labor elsewhere will be offset against the noncompete compensation owed. Any severance payments will be deducted. Compensation from pension agreements will also be deducted from this amount.

For the sake of clarity, it should be noted that from January 1, 2023 onward, in the event that Mr. Greschner leaves the company, only the provisions of the 2021 Compensation Plan described above in [section IV\(C\)\(7\)](#) will apply.

### 4. Positions on Supervisory Boards or Comparable Positions

In the event that the member of the Executive Board takes on a position as a member of a Supervisory Board within the group or a comparable position, compensation for this activity will be covered by the compensation they receive as a member of the Wacker Neuson SE Executive Board. Compensation for sitting on supervisory boards and other offices held by the Executive Board member in the interests of the company and with the approval of the Supervisory Board will be offset against compensation received as a member of the Wacker Neuson SE Executive Board.

## VI. Executive Board Compensation for the Reporting Year

### A. Target Compensation and Compensation Structure

Before the start of the respective fiscal year, the Supervisory Board defines operational targets for the individual performance criteria based on Wacker Neuson SE's strategy, taking into account the respective budget or medium-term planning and expected returns. To ensure that these targets do not fail to fulfill their intended purpose as an incentive, the Supervisory Board uses its due discretion to ensure that the targets are ambitious on the one hand, but remain achievable for the Executive Board member on the other.

In accordance with the compensation plan, the Supervisory Board, following preparatory work carried out by the Executive Committee, determined the amount of target compensation for all members of the Executive Board to whom the compensation plan applies, as shown in the table below. In doing so, it ensured that the target total compensation was commensurate with the duties and performance of the respective Executive Board member. In addition, the Supervisory Board also took particular account of the economic situation, the market environment, and the company's performance and future prospects, and paid special attention to ensuring that the target total compensation was in line that paid by competitors.

Due to Mr. Alexander Greschner's fundamentally different compensation structure, a target compensation figure is not disclosed below for him, but instead his maximum total compensation ([see section V\(A\)](#) above).

**TARGET EXECUTIVE BOARD COMPENSATION**  
**(AMOUNTS IN € OR AS % OF TARGET TOTAL COMPENSATION)**

IN €

		Dr. Karl Tragl <sup>1</sup> Chair of the Executive Board since June 1, 2021				Felix Bietenbeck <sup>1</sup> Member of the Executive Board since October 1, 2020			
		2021	in %	2022	in %	2021	in %	2022	in %
<b>Non-Performance-Based Compensation</b>	Fixed compensation	437,500	36%	750,000	36%	450,000	35%	450,000	36%
	Fringe benefits <sup>2</sup>	6,024	0%	12,105	0%	20,532	2%	19,757	2%
<b>Total Fixed Compensation</b>		<b>443,524</b>	<b>37%</b>	<b>762,105</b>	<b>36%</b>	<b>470,532</b>	<b>37%</b>	<b>469,757</b>	<b>38%</b>
<b>Short-Term Variable Compensation (STI)</b>	STI – 2021 Compensation Plan	262,500	22%	450,000	22%	270,000	21%	270,000	21%
	Max. bonus based on return on assets <sup>3, 4</sup>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Max. bonus based on group performance – immediately payable portion <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Variable portion of consulting compensation	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total Target STI Compensation or Maximum STI Compensation<sup>5</sup></b>		<b>262,500</b>	<b>22%</b>	<b>450,000</b>	<b>22%</b>	<b>270,000</b>	<b>21%</b>	<b>270,000</b>	<b>21%</b>
<b>Long-Term Variable Compensation (LTI)</b>	LTI – 2021 Compensation Plan	393,750	33%	675,000	33%	405,000	32%	405,000	32%
	Max. bonus based on consolidated net income <sup>3, 4</sup>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Max. bonus based on group performance – long-term component <sup>3, 6</sup>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total Target LTI Compensation or Maximum LTI Compensation<sup>5</sup></b>		<b>393,750</b>	<b>33%</b>	<b>675,000</b>	<b>33%</b>	<b>405,000</b>	<b>32%</b>	<b>405,000</b>	<b>32%</b>
<b>Target Direct Compensation or Maximum Direct Compensation<sup>5</sup></b>		<b>1,099,774</b>	<b>91%</b>	<b>1,887,105</b>	<b>91%</b>	<b>1,145,532</b>	<b>90%</b>	<b>1,144,757</b>	<b>91%</b>
<b>Pension Benefits</b>	Company pension payments or service cost in accordance with IAS 19 <sup>7, 8</sup>	109,375	9%	187,500	9%	122,727	10%	122,727	10%
<b>Target Total Compensation or Maximum Total Compensation<sup>5</sup> (Each Incl. Pension Benefits)</b>		<b>1,209,149</b>	<b>100%</b>	<b>2,074,605</b>	<b>100%</b>	<b>1,268,260</b>	<b>100%</b>	<b>1,267,484</b>	<b>100%</b>

<sup>1</sup> Dr. Tragl and Mr. Burkhard were only employed for part of the year 2021; the target figures are therefore prorated values.

<sup>2</sup> Fringe benefits and pension expenses are recognized at their actual values for the respective fiscal year, as no target value has been set for these items.

<sup>3</sup> These compensation components correspond to Mr. Greschner's old compensation structure.

<sup>4</sup> Due to the collective cap on the bonus based on return on assets and the bonus based on consolidated net income, the former is reported at its maximum amount and the latter at the amount remaining up to the cap.

<sup>5</sup> The disclosure of a maximum compensation figure instead of a target compensation figure is only applicable to Mr. Greschner in each case.

<sup>6</sup> Payment of the long-term share is rendered upon approval of the consolidated financial statements for the second following fiscal year.

<sup>7</sup> For defined-contribution pension plans, the actual payments to the company pension plan are disclosed; for defined-benefit plans, the service cost is disclosed in accordance with IAS 19.

<sup>8</sup> The pension expense for Mr. Bietenbeck in 2021 includes an additional payment from 2020.

**TARGET EXECUTIVE BOARD COMPENSATION  
(AMOUNTS IN € OR AS % OF TARGET TOTAL COMPENSATION)**

IN €

		Christoph Burkhard <sup>1</sup> Member of the Executive Board since June 1, 2021				Alexander Greschner Member of the Executive Board since January 10, 2017			
		2021	in %	2022	in %	2021	in %	2022	in %
<b>Non-Performance-Based Compensation</b>	Fixed compensation	262,500	36%	450,000	36%	400,000	25%	400,000	25%
	Fringe benefits <sup>2</sup>	7,931	1%	17,158	1%	17,734	1%	17,717	1%
<b>Total Fixed Compensation</b>		<b>270,431</b>	<b>37%</b>	<b>467,158</b>	<b>37%</b>	<b>417,734</b>	<b>26%</b>	<b>417,717</b>	<b>26%</b>
<b>Short-Term Variable Compensation (STI)</b>	STI – 2021 Compensation Plan	157,500	22%	270,000	22%	N/A	N/A	N/A	N/A
	Max. bonus based on return on assets <sup>3, 4</sup>	N/A	N/A	N/A	N/A	100,000	6%	100,000	6%
	Max. bonus based on group performance – immediately payable portion <sup>3</sup>	N/A	N/A	N/A	N/A	300,000	18%	300,000	19%
	Variable portion of consulting compensation	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total Target STI Compensation or Maximum STI Compensation<sup>5</sup></b>		<b>157,500</b>	<b>22%</b>	<b>270,000</b>	<b>22%</b>	<b>400,000</b>	<b>25%</b>	<b>400,000</b>	<b>25%</b>
<b>Long-Term Variable Compensation (LTI)</b>	LTI – 2021 Compensation Plan	236,250	N/A	405,000	32%	N/A	N/A	N/A	N/A
	Max. bonus based on consolidated net income <sup>3, 4</sup>	N/A	N/A	N/A	N/A	300,000	18%	300,000	19%
	Max. bonus based on group performance – long-term component <sup>3, 6</sup>	N/A	N/A	N/A	N/A	200,000	12%	200,000	13%
<b>Total Target LTI Compensation or Maximum LTI Compensation<sup>5</sup></b>		<b>236,250</b>	<b>32%</b>	<b>405,000</b>	<b>32%</b>	<b>500,000</b>	<b>31%</b>	<b>500,000</b>	<b>32%</b>
<b>Target Direct Compensation or Maximum Direct Compensation<sup>5</sup></b>		<b>664,181</b>	<b>91%</b>	<b>1,142,158</b>	<b>91%</b>	<b>1,317,734</b>	<b>81%</b>	<b>1,317,717</b>	<b>83%</b>
<b>Pension Benefits</b>	Company pension payments or service cost in accordance with IAS 19 <sup>7, 8</sup>	65,625	9%	112,500	9%	309,180	19%	273,730	17%
<b>Target Total Compensation or Maximum Total Compensation<sup>5</sup> (Each Incl. Pension Benefits)</b>		<b>729,806</b>	<b>100%</b>	<b>1,254,658</b>	<b>100%</b>	<b>1,626,914</b>	<b>100%</b>	<b>1,591,447</b>	<b>100%</b>

<sup>1</sup> Dr. Tragl and Mr. Burkhard were only employed for part of the year 2021; the target figures are therefore prorated values.

<sup>2</sup> Fringe benefits and pension expenses are recognized at their actual values for the respective fiscal year, as no target value has been set for these items.

<sup>3</sup> These compensation components correspond to Mr. Greschner's old compensation structure.

<sup>4</sup> Due to the collective cap on the bonus based on return on assets and the bonus based on consolidated net income, the former is reported at its maximum amount and the latter at the amount remaining up to the cap.

<sup>5</sup> The disclosure of a maximum compensation figure instead of a target compensation figure is only applicable to Mr. Greschner in each case.

<sup>6</sup> Payment of the long-term share is rendered upon approval of the consolidated financial statements for the second following fiscal year.

<sup>7</sup> For defined-contribution pension plans, the actual payments to the company pension plan are disclosed; for defined-benefit plans, the service cost is disclosed in accordance with IAS 19.

<sup>8</sup> The pension expense for Mr. Bietenbeck in 2021 includes an additional payment from 2020.

## B. Compensation Granted and Owed in the Reporting Year

A total of 4.5 million euros was recognized in fiscal 2022 for the compensation of active members of the Executive Board in accordance with IFRS, as disclosed in the notes to the consolidated financial statements. This corresponds to a decrease of 22.4 percent compared to the previous year (5.8 million euros).

The 2021 and 2022 fiscal years are only comparable to a limited extent, however, due to the changing composition of the Executive Board. While the Executive Board had four members throughout the reporting year, there were only three Executive Board members during the first months of fiscal 2021.

### Compensation Granted and Owed to Active Members of the Executive Board for the Previous Fiscal Year as per Section 162(1)(1) of the German Stock Corporation Act (AktG)

The following table shows the fixed and variable compensation components granted to and owed to the current members of the Executive Board for the previous fiscal year, including the respective relative share pursuant to section 162(1)(1) of the German Stock Corporation Act (AktG). This refers to the fixed annual compensation paid out in fiscal 2022 and the fringe benefits due to all Executive Board members in fiscal 2022 as well as – for Executive Board members Dr. Karl Tragl, Felix Bietenbeck, and Christoph Burkhard only – the short-term variable compensation for fiscal 2021 (STI 2021). In the case of Mr. Alexander Greschner, his short-term compensation components from fiscal 2021 and the long-term share of the bonus based on Group performance from 2019 are reported instead of the STI 2021, as all of these aforementioned compensation components were paid out to him in fiscal 2022

Section 162(1) of the German Stock Corporation Act stipulates that compensation is deemed to have been granted if it actually flows to the member of the Executive Board and therefore becomes part of the member's assets, irrespective of whether such payment is made in fulfillment of an obligation or for no legal reason. In the following table, compensation is therefore only considered to have been granted as per section 162(1) of the German Stock Corporation Act once it has actually been paid, irrespective of whether the underlying service has already been performed in full beforehand.

The short-term variable compensation figures (STI 2021) thus correspond to the payments for services rendered in fiscal 2021, as they are not actually paid out until after the financial statements have been approved (performance period: January 2021 to December 2021, payment in April 2022). The STI 2021 for the 2021 fiscal year is therefore regarded as compensation granted in the 2022 reporting year as per section 162(1) of the German Stock Corporation Act, whereas the STI 2022 is not reported in this Compensation Report but for the first time in the 2023 Compensation Report as compensation granted in the 2023 fiscal year as per section 162(1) of the German Stock Corporation Act.

With respect to the LTI for 2022, the following applies: the Executive Board members will perform the duties upon which the LTI is based until the end of the fiscal year on December 31, 2025, and payment will not be rendered until fiscal year 2026 (performance period: January 2022 to December 2025, payment expected in April 2026). The LTI 2022 for fiscal 2022 is therefore not reported in this Compensation Report, but will be reported for the first time in the 2026 Compensation Report as compensation granted in fiscal 2026 as per section 162(1) of the German Stock Corporation Act. The same applies to the LTI 2021: its performance period runs from January 2021 to December 2024 and it is expected to be paid out in April 2025, meaning that it will be reported for the first time in the 2025 Compensation Report as compensation granted in fiscal 2025 as per section 162(1)(1) of the German Stock Corporation Act.

Accordingly, the long-term incentive portion of Mr. Greschner's bonus based on group performance in the 2019 fiscal year is reported in this Compensation Report as compensation granted in 2022 as per section 162(1) of the German Stock Corporation Act, since Mr. Greschner fully performed the duties upon which the bonus is based through the end of the fiscal year on December 31, 2021, and the long-term incentive portion was paid in April 2022 (performance period: January 2019 to December 2021, payment in April 2022).

Compensation is deemed to be owed as per section 162(1) of the German Stock Corporation Act when the company has a legally binding obligation towards an Executive Board member that is due but not yet fulfilled. There were no circumstances in the reporting period for which such "owed" compensation would have had to be disclosed.

In addition, the Executive Board and Supervisory Board have decided to present not only the compensation granted and the compensation owed as per section 162(1) of the German Stock Corporation Act separately in the following table, but also the net expense recognized on the statement of financial position for the compensation of the respective Executive Board member, in order to create transparency as to what costs are incurred for the Executive Board in the respective fiscal year from the perspective of the shareholders. Disclosing the compensation granted and owed in the year of the Executive Board member receives the compensation on the one hand and the company's expense for the compensation in the year in which the expense is incurred on the other creates the best possible transparency with respect to the time period as well.

Even though the service cost of the company pension plan and the payments for the company pension plan are not classifiable as compensation granted and owed, they are additionally disclosed in the following tables for reasons of transparency.

**COMPENSATION GRANTED AND OWED TO CURRENT MEMBERS OF THE EXECUTIVE BOARD IN FISCAL 2022  
IN ACCORDANCE WITH SECTION 162 OF THE GERMAN STOCK CORPORATION ACT**

IN €

		Dr. Karl Tragl <sup>2</sup> Chair of the Executive Board since June 1, 2021					
		Net Expense under IFRS	Com- pensation Granted and Owed <sup>1</sup>	As % of Total Com- pensation	Net Expense under IFRS	Com- pensation Granted and Owed	As % of Total Com- pensation
		2021	2021	2021	2022	2022	2022
<b>Non-Performance-Based Compensation</b>	Fixed compensation	437,500	437,500	79%	750,000	750,000	57%
	Fringe Benefits	6,024	6,024	1%	12,105	12,105	1%
<b>Total Fixed Compensation</b>		<b>443,524</b>	<b>443,524</b>	<b>80%</b>	<b>762,105</b>	<b>762,105</b>	<b>58%</b>
<b>Short-Term Variable Compensation (STI)</b>	STI – 2021 Compensation Plan	351,610	N/A	N/A	392,086	363,851	28%
	Bonus based on return on assets <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Bonus based on group performance – immediately payable portion <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Variable portion of consulting compensation	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total STI</b>		<b>351,610</b>	<b>N/A</b>	<b>N/A</b>	<b>392,086</b>	<b>363,851</b>	<b>28%</b>
<b>Long-Term Variable Compensation (LTI)</b>	LTI – 2021 Compensation Plan <sup>4</sup>	542,862	N/A	N/A	18,944	N/A	N/A
	Bonus based on consolidated net income <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Bonus based on group performance – long-term component <sup>3, 5</sup>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total LTI</b>		<b>542,862</b>	<b>N/A</b>	<b>N/A</b>	<b>18,944</b>	<b>N/A</b>	<b>N/A</b>
<b>Compensation Granted and Owed<sup>1</sup> in Accordance with Section 162 of the German Stock Corporation Act</b>			<b>443,524</b>	<b>80%</b>		<b>1,125,956</b>	<b>80%</b>
<b>Pension Benefits</b>	Company pension payments or service cost in accordance with IAS 19 <sup>6, 7</sup>	109,375	109,375	20%	187,500	187,500	20%
<b>Net Expense under IFRS (Incl. Pension Expenses)</b>		1,447,371			1,360,635		
<b>Total Compensation (Compensation Granted and Owed Incl. Pension Expenses)</b>			<b>552,899</b>	<b>100%</b>		<b>1,313,456</b>	<b>100%</b>

<sup>1</sup> No compensation owed was recognized in the respective fiscal years.

<sup>2</sup> Dr. Tragl and Mr. Burkhard were only employed for part of the year 2021.

<sup>3</sup> These compensation components correspond to Mr. Greschner's old compensation structure.

<sup>4</sup> The figure disclosed for compensation granted and owed applies to the payment of the LTI tranche issued in the fourth preceding fiscal year, while the figure disclosed for net expense applies to the LTI tranches issued in the current fiscal year, which will be paid out when the consolidated financial statements for the following fourth fiscal year are adopted.

<sup>5</sup> The figure disclosed for compensation granted and owed applies to the payment of the long-term component from the third preceding fiscal year; the figure for the net expense applies to the long-term component for the current fiscal year, which will be paid out when the consolidated financial statements for the second following fiscal year are adopted.

<sup>6</sup> For defined-contribution pension plans, the actual payments to the company pension plan are disclosed; for defined-benefit plans, the service cost is disclosed in accordance with IAS 19.

<sup>7</sup> The pension expense for Mr. Bietenbeck in 2021 includes an additional payment from 2020.



**COMPENSATION GRANTED AND OWED TO CURRENT MEMBERS OF THE EXECUTIVE BOARD IN FISCAL 2022  
IN ACCORDANCE WITH SECTION 162 OF THE GERMAN STOCK CORPORATION ACT**

IN €

		<b>Felix Bietenbeck</b> Member of the Executive Board since October 1, 2020					
		Net Expense under IFRS	Com- pensation Granted and Owed <sup>1</sup>	As % of Total Com- pensation	Net Expense under IFRS	Com- pensation Granted and Owed	As % of Total Com- pensation
		2021	2021	2021	2022	2022	2022
<b>Non-Performance-Based Compensation</b>	Fixed compensation	450,000	450,000	59%	450,000	450,000	46%
	Fringe Benefits	20,532	20,532	3%	19,757	19,757	2%
<b>Total Fixed Compensation</b>		<b>470,532</b>	<b>470,532</b>	<b>62%</b>	<b>469,757</b>	<b>469,757</b>	<b>48%</b>
<b>Short-Term Variable Compensation (STI)</b>	STI – 2021 Compensation Plan	361,656	168,750	22%	240,498	374,247	38%
	Bonus based on return on assets <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Bonus based on group performance – immediately payable portion <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Variable portion of consulting compensation	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total STI</b>		<b>361,656</b>	<b>168,750</b>	<b>22%</b>	<b>240,498</b>	<b>374,247</b>	<b>38%</b>
<b>Long-Term Variable Compensation (LTI)</b>	LTI – 2021 Compensation Plan <sup>4</sup>	558,373	N/A	N/A	–88,944	N/A	N/A
	Bonus based on consolidated net income <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Bonus based on group performance – long-term component <sup>3, 5</sup>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total LTI</b>		<b>558,373</b>	<b>N/A</b>	<b>N/A</b>	<b>–88,944</b>	<b>N/A</b>	<b>N/A</b>
<b>Compensation Granted and Owed<sup>1</sup> in Accordance with Section 162 of the German Stock Corporation Act</b>			<b>639,282</b>	<b>84%</b>		<b>844,004</b>	<b>86%</b>
<b>Pension Benefits</b>	Company pension payments or service cost in accordance with IAS 19 <sup>6, 7</sup>	112,500	122,727	16%	122,727	132,954	14%
<b>Net Expense under IFRS (Incl. Pension Expenses)</b>		1,503,060			744,038		
<b>Total Compensation (Compensation Granted and Owed Incl. Pension Expenses)</b>			<b>762,010</b>	<b>100%</b>		<b>976,958</b>	<b>100%</b>

<sup>1</sup> No compensation owed was recognized in the respective fiscal years.

<sup>2</sup> Dr. Tragl and Mr. Burkhard were only employed for part of the year 2021.

<sup>3</sup> These compensation components correspond to Mr. Greschner's old compensation structure.

<sup>4</sup> The figure disclosed for compensation granted and owed applies to the payment of the LTI tranche issued in the fourth preceding fiscal year, while the figure disclosed for net expense applies to the LTI tranches issued in the current fiscal year, which will be paid out when the consolidated financial statements for the following fourth fiscal year are adopted.

<sup>5</sup> The figure disclosed for compensation granted and owed applies to the payment of the long-term component from the third preceding fiscal year; the figure for the net expense applies to the long-term component for the current fiscal year, which will be paid out when the consolidated financial statements for the second following fiscal year are adopted.

<sup>6</sup> For defined-contribution pension plans, the actual payments to the company pension plan are disclosed; for defined-benefit plans, the service cost is disclosed in accordance with IAS 19.

<sup>7</sup> The pension expense for Mr. Bietenbeck in 2021 includes an additional payment from 2020.

**COMPENSATION GRANTED AND OWED TO CURRENT MEMBERS OF THE EXECUTIVE BOARD IN FISCAL 2022  
IN ACCORDANCE WITH SECTION 162 OF THE GERMAN STOCK CORPORATION ACT**

IN €

		<b>Christoph Burkhard<sup>2</sup></b> <b>Member of the Executive Board since June 1, 2021</b>					
		Net Expense under IFRS	Com- pensation Granted and Owed <sup>1</sup>	As % of Total Com- pensation	Net Expense under IFRS	Com- pensation Granted and Owed	As % of Total Com- pensation
		2021	2021	2021	2022	2022	2022
<b>Non-Performance-Based Compensation</b>	Fixed compensation	262,500	262,500	78%	450,000	450,000	56%
	Fringe Benefits	7,931	7,931	2%	17,158	17,158	2%
<b>Total Fixed Compensation</b>		<b>270,431</b>	<b>270,431</b>	<b>80%</b>	<b>467,158</b>	<b>467,158</b>	<b>58%</b>
<b>Short-Term Variable Compensation (STI)</b>	STI – 2021 Compensation Plan	210,966	N/A	N/A	235,252	218,311	27%
	Bonus based on return on assets <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Bonus based on group performance – immediately payable portion <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Variable portion of consulting compensation	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total STI</b>		<b>210,966</b>	<b>N/A</b>	<b>N/A</b>	<b>235,252</b>	<b>218,311</b>	<b>27%</b>
<b>Long-Term Variable Compensation (LTI)</b>	LTI – 2021 Compensation Plan <sup>4</sup>	325,718	N/A	N/A	11,366	N/A	N/A
	Bonus based on consolidated net income <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Bonus based on group performance – long-term component <sup>3, 5</sup>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total LTI</b>		<b>325,718</b>	<b>N/A</b>	<b>N/A</b>	<b>11,366</b>	<b>N/A</b>	<b>N/A</b>
<b>Compensation Granted and Owed<sup>1</sup> in Accordance with Section 162 of the German Stock Corporation Act</b>			<b>270,431</b>	<b>80%</b>		<b>685,469</b>	<b>85%</b>
<b>Pension Benefits</b>	Company pension payments or service cost in accordance with IAS 19 <sup>6, 7</sup>	65,625	65,625	20%	112,500	112,500	14%
<b>Net Expense under IFRS (Incl. Pension Expenses)</b>		<b>872,739</b>			<b>826,277</b>		
<b>Total Compensation (Compensation Granted and Owed Incl. Pension Expenses)</b>			<b>336,056</b>	<b>100%</b>		<b>797,969</b>	<b>100%</b>

<sup>1</sup> No compensation owed was recognized in the respective fiscal years.

<sup>2</sup> Dr. Tragl and Mr. Burkhard were only employed for part of the year 2021.

<sup>3</sup> These compensation components correspond to Mr. Greschner's old compensation structure.

<sup>4</sup> The figure disclosed for compensation granted and owed applies to the payment of the LTI tranche issued in the fourth preceding fiscal year, while the figure disclosed for net expense applies to the LTI tranches issued in the current fiscal year, which will be paid out when the consolidated financial statements for the following fourth fiscal year are adopted.

<sup>5</sup> The figure disclosed for compensation granted and owed applies to the payment of the long-term component from the third preceding fiscal year; the figure for the net expense applies to the long-term component for the current fiscal year, which will be paid out when the consolidated financial statements for the second following fiscal year are adopted.

<sup>6</sup> For defined-contribution pension plans, the actual payments to the company pension plan are disclosed; for defined-benefit plans, the service cost is disclosed in accordance with IAS 19.

<sup>7</sup> The pension expense for Mr. Bietenbeck in 2021 includes an additional payment from 2020.

**COMPENSATION GRANTED AND OWED TO CURRENT MEMBERS OF THE EXECUTIVE BOARD IN FISCAL 2022  
IN ACCORDANCE WITH SECTION 162 OF THE GERMAN STOCK CORPORATION ACT**

IN €

		<b>Alexander Greschner</b> Member of the Executive Board since January 10, 2017					
		Net Expense under IFRS	Com- pensation Granted and Owed <sup>1</sup>	As % of Total Com- pensation	Net Expense under IFRS	Com- pensation Granted and Owed	As % of Total Com- pensation
		2021	2021	2021	2022	2022	2022
<b>Non-Performance-Based Compensation</b>	Fixed compensation	400,000	400,000	32%	400,000	400,000	27%
	Fringe Benefits	17,734	17,734	1%	17,717	17,717	1%
<b>Total Fixed Compensation</b>		<b>417,734</b>	<b>417,734</b>	<b>33%</b>	<b>417,717</b>	<b>417,717</b>	<b>28%</b>
<b>Short-Term Variable Compensation (STI)</b>	STI – 2021 Compensation Plan	N/A	N/A	N/A	N/A	N/A	N/A
	Bonus based on return on assets <sup>3</sup>	–	–	0%	50,000	50,000	3%
	Bonus based on group performance – immediately payable portion <sup>3</sup>	239,684	–	0%	300,000	263,972	18%
	Variable portion of consulting compensation	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total STI</b>		<b>239,684</b>	<b>–</b>	<b>0%</b>	<b>350,000</b>	<b>313,972</b>	<b>21%</b>
<b>Long-Term Variable Compensation (LTI)</b>	LTI – 2021 Compensation Plan <sup>4</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Bonus based on consolidated net income <sup>3</sup>	316,328	400,000	32%	350,000	350,000	23%
	Bonus based on group performance – long-term component <sup>3, 5</sup>	157,747	138,600	11%	200,000	138,547	9%
<b>Total LTI</b>		<b>474,075</b>	<b>538,600</b>	<b>43%</b>	<b>550,000</b>	<b>488,547</b>	<b>32%</b>
<b>Compensation Granted and Owed<sup>1</sup> in Accordance with Section 162 of the German Stock Corporation Act</b>			<b>956,334</b>	<b>76%</b>		<b>1,220,236</b>	<b>81%</b>
<b>Pension Benefits</b>	Company pension payments or service cost in accordance with IAS 19 <sup>6, 7</sup>	309,180	309,180	24%	273,730	273,730	18%
<b>Net Expense under IFRS (Incl. Pension Expenses)</b>		1,440,673			1,591,447		
<b>Total Compensation (Compensation Granted and Owed Incl. Pension Expenses)</b>			<b>1,265,514</b>	<b>100%</b>		<b>1,493,966</b>	<b>100%</b>

<sup>1</sup> No compensation owed was recognized in the respective fiscal years.

<sup>2</sup> Dr. Tragl and Mr. Burkhard were only employed for part of the year 2021.

<sup>3</sup> These compensation components correspond to Mr. Greschner's old compensation structure.

<sup>4</sup> The figure disclosed for compensation granted and owed applies to the payment of the LTI tranche issued in the fourth preceding fiscal year, while the figure disclosed for net expense applies to the LTI tranches issued in the current fiscal year, which will be paid out when the consolidated financial statements for the following fourth fiscal year are adopted.

<sup>5</sup> The figure disclosed for compensation granted and owed applies to the payment of the long-term component from the third preceding fiscal year; the figure for the net expense applies to the long-term component for the current fiscal year, which will be paid out when the consolidated financial statements for the second following fiscal year are adopted.

<sup>6</sup> For defined-contribution pension plans, the actual payments to the company pension plan are disclosed; for defined-benefit plans, the service cost is disclosed in accordance with IAS 19.

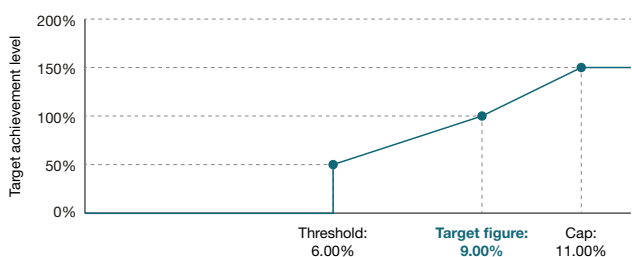
<sup>7</sup> The pension expense for Mr. Bietenbeck in 2021 includes an additional payment from 2020.

### C. Explanatory Notes on the Achievement of Objectives

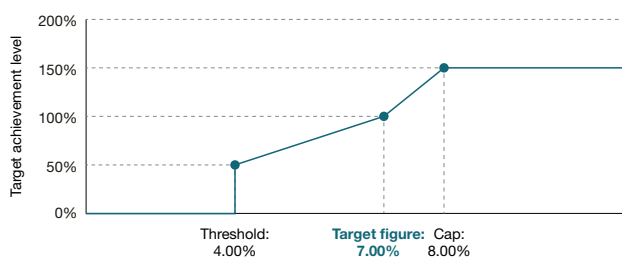
During the 2022 reporting year, variable compensation was paid to Dr. Tragl, Mr. Bietenbeck, and Mr. Burkhard under the 2021 Compensation Plan with respect to their activities in the 2021 fiscal year only in the form of the STI 2021 and reported above as compensation granted within the meaning of section 162(1) of the German Stock Corporation Act (AktG).

For fiscal 2021, the Supervisory Board set the following targets and thresholds for the STI 2021's four performance criteria:

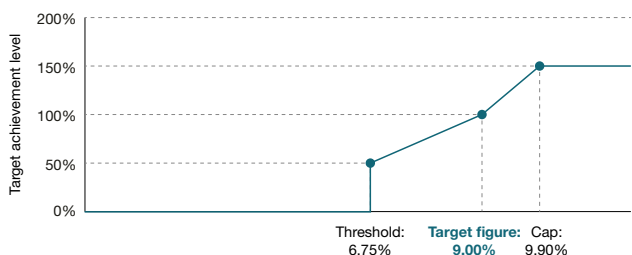
#### REVENUE GROWTH



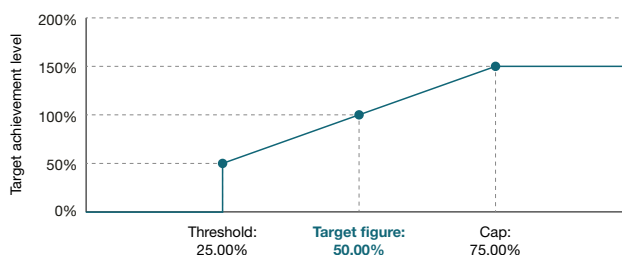
#### OCF MARGIN



#### EBT MARGIN



#### QUANTITATIVE SUSTAINABILITY TARGET



The Supervisory Board has ascertained that the STI 2021 targets were achieved as follows:

IN %					
Performance Criterion	Threshold for 0% Achievement	Target Value for 100% Achievement	Maximum Value for 150% Achievement (Cap)	Actual Value for 2021	Target Achievement for 2021
Revenue growth	6.00	9.00	11.00	15.52	150.00
EBT margin	6.75	9.00	9.90	10.04	150.00
OCF margin	4.00	7.00	8.00	19.73	150.00
Quantitative sustainability target: revenue growth with battery-powered products	25.00	50.00	75.00	52.23	104.46

For Executive Board members Dr. Tragl, Mr. Bietenbeck, and Mr. Burkhard, this resulted in the following payment amounts for the STI 2021; as both Dr. Tragl and Mr. Burkhard did not commence their activities until 2021, the STI 2021 was calculated and paid on a prorated basis:

IN €							
	Target Amount for 2021	Target Achievement for 2021 per Performance Criterion				Total Target Achievement for 2021	Payout Amount for 2022
		Revenue Growth (25%)	EBT Margin (25%)	OCF Margin (25%)	Revenue Growth with Battery-Powered Products (25%)	100%	
Dr. Karl Tragl <sup>1</sup>	262,500 <sup>1</sup>	150.00%	150.00%	150.00%	104.46%	138.61%	363,851 <sup>1</sup>
Felix Bietenbeck	270,000	150.00%	150.00%	150.00%	104.46%	138.61%	374,247
Christoph Burkhard <sup>1</sup>	157,500 <sup>1</sup>	150.00%	150.00%	150.00%	104.46%	138.61%	218,311 <sup>1</sup>
<b>Total</b>	<b>690,000</b>						<b>956,409</b>

<sup>1</sup> Prorated starting June 1, 2021.

### STI and LTI Performance Criteria Outlook

The following information on the application of the performance criteria for the STI 2022 and the LTI 2022–2025 is provided voluntarily for reasons of transparency. The STI 2022 will not be paid out until fiscal 2023 and will therefore only be reported as compensation granted and owed in the compensation report for fiscal 2023. The LTI 2022–2025 will not be paid out until 2026 and will therefore only be reported as compensation granted and owed in the compensation report for fiscal 2026.

### Short-Term Variable Compensation (STI) Under the 2021 Compensation Plan

Prior to the start of the 2022 fiscal year, the Supervisory Board set targets and thresholds for the STI 2022's four performance criteria within the framework of the 2021 Compensation Plan. The targets set remained unchanged from those for fiscal 2021, so that the target achievement graphs shown above continued to apply to fiscal 2022 with regard to the respective performance criteria for the STI 2022.

With respect to these target achievement graphs for the previous 2022 fiscal, the following targets and thresholds resulted for the STI 2022:

IN %					
Performance Criterion	Threshold for 0% Achievement	Target Value for 100% Achievement	Maximum Value for 150% Achievement (Cap)	Actual Value for 2022	Target Achievement for 2022
Revenue growth	6.00	9.00	11.00	20.70	150.00
EBT margin	6.75	9.00	9.90	8.54	89.72
OCF margin	4.00	7.00	8.00	7.22	111.10
Quantitative sustainability target: revenue growth with battery-powered products	25.00	50.00	75.00	1.91	0.00

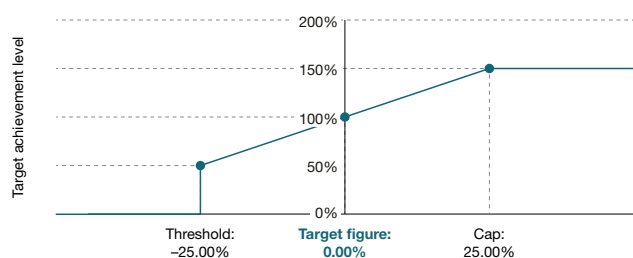
For Executive Board members Dr. Tragl, Mr. Bietenbeck, and Mr. Burkhard, who are subject to the 2021 Compensation Plan, this results in the following total STI target achievements and payout amounts for the 2022 reporting year:

IN €							
	Target Amount for 2022	Target Achievement for 2022 per Performance Criterion				Total Target Achievement for 2022	Payout Amount for 2023
		Revenue Growth (25%)	EBT Margin (25%)	OCF Margin (25%)	Revenue Growth with Battery-Powered Products (25%)		
Dr. Karl Tragl	450,000	150%	89.72%	111.10%	0.00%	87.71%	394,695
Felix Bietenbeck	270,000	150%	89.72%	111.10%	0.00%	87.71%	236,817
Christoph Burkhard	270,000	150%	89.72%	111.10%	0.00%	87.71%	236,817
<b>Total</b>	<b>990,000</b>					<b>100%</b>	<b>868,329</b>

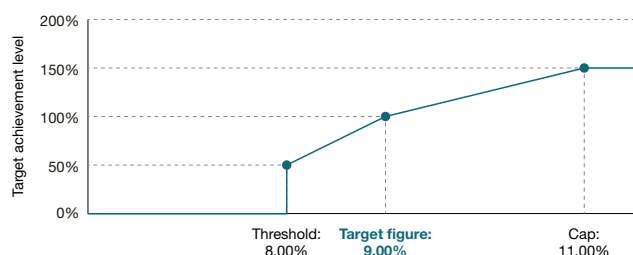
**Long-Term Variable Compensation (LTI) Under the 2021 Compensation Plan**

Under the 2021 Compensation Plan, the Supervisory Board had set targets and thresholds for the LTI's three performance criteria prior to the start of the fiscal year, so that the target achievement graphs presented below apply to the 2022–2025 LTI tranche issued for the 2022 fiscal year with regard to the respective performance criteria. In this context, the targets also remained unchanged compared with those for the LTI tranche for fiscal years 2021–2024.

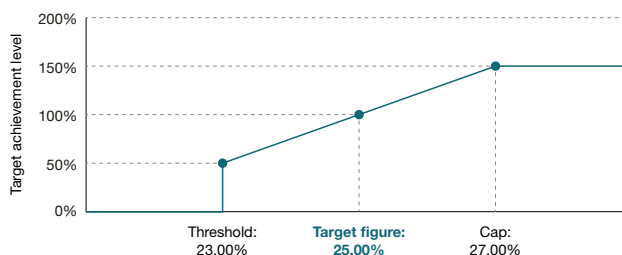
**OUTPERFORMANCE – RELATIVE TSR**



**ROCE**



**STRATEGIC GOAL**



**IN %**

Performance Criterion	Threshold for 0% Achievement	Target Value for 100% Achievement	Maximum Value for 150% Achievement (Cap)
Outperformance – relative TSR	-25.00%	0.00%	25.00%
ROCE	8.00%	9.00%	11.00%
Strategic Goal: SBU Revenue Distribution	23.00%	25.00%	27.00%

Since the performance period under the compensation plan for the first 2021 LTI tranche does not end until December 31, 2024, and for the second 2022 LTI tranche not until December 31, 2025, Dr. Tragl, Mr. Bietenbeck, and Mr. Burkhard did not receive any payments from the previous LTI tranches in the 2022 fiscal year and consequently no compensation has been granted or is owed from these previous LTI tranches for the 2022 reporting year in accordance with section 162(1) of the German Stock Corporation Act (AktG).

For reference purposes, the following table shows the key figures for all performance shares issued for the respective 2021 and 2022 LTI tranches together with their fair value on December 31, 2022:

**IN €**

	Tranche	Target Amount	Allotment Price	Number of Conditionally Allocated Virtual Performance Shares	Maximum Number of Virtual Performance Shares (150% Target Achievement)	Fair Value on December 31, 2022
Dr. Karl Tragl	LTI 2021 <sup>1</sup>	393,750	16.86	23,354	35,031	292,471
	<b>LTI 2022</b>	<b>675,000</b>	<b>26.92</b>	<b>25,079</b>	<b>37,619</b>	<b>269,335</b>
Felix Bietenbeck	LTI 2021	405,000	16.86	24,021	36,032	307,828
	<b>LTI 2022</b>	<b>405,000</b>	<b>26.92</b>	<b>15,047</b>	<b>22,571</b>	<b>161,601</b>
Christoph Burkhard	LTI 2021 <sup>1</sup>	236,250	16.86	14,013	21,019	175,483
	<b>LTI 2022</b>	<b>405,000</b>	<b>26.92</b>	<b>15,047</b>	<b>22,571</b>	<b>161,601</b>
<b>Total</b>		<b>2,520,000</b>		<b>116,561</b>	<b>174,842</b>	<b>1,368,319</b>

<sup>1</sup> Prorated starting June 1, 2021.

### Short-Term And Long-Term Compensation for Mr. Alexander Greschner

In the reporting year, Mr. Alexander Greschner was paid the bonus based on consolidated net income and the bonus based on return on assets as variable compensation (in each case for the 2021 fiscal year and taking into account the collective cap), the short-term portion of the bonus based on consolidated net income for the 2021 fiscal year, and the long-term share of the bonus based on consolidated net income for the 2019 fiscal year, and this has been reported accordingly in this report as compensation granted within the meaning of section 162(1) of the German Stock Corporation Act (AktG) for the 2022 reporting year. This payout was based on the application of the following performance criteria:

Performance Criterion	Minimum Performance Criterion Value	Achieved Performance Criterion Value	Calculated Earned Amount in € without Taking the Maximum Value and Cap into Account	Maximum Performance Criterion Value	Payment Cap in €	Compensation Granted and Owed in 2022 in €
Bonus based on the company's 2021 return on assets (STI)	>10%	10.14% return on assets	€50,000	12%	€100,000 for this performance criterion, additionally €400,000 together with the bonus based on consolidated net income	€50,000
Bonus based on 2021 consolidated net income – short-term portion of 60% to be paid in 2022 (STI)	€1,615,456,626 = prior-year revenues in 2020	€1,886,199,374	€90,268	Not defined for the individual assessment bases, but see payment cap	€500,000 for the total bonus based on the group's performance (short-term component plus long-term component)	€263,972
	7% EBIT margin	10.34% EBIT margin	€173,704			
Bonus based on average consolidated net income for 2019–2021 (LTI)	€0	€80,193,510	€481,161	€66,666,667 (calculated backwards from cap for this performance criterion)	€400,000 together with the bonus based on return on assets	€350,000
Bonus based on 2019 consolidated net income – long-term share to be paid in 2022 (LTI)	> 5% (based on the average consolidated EBIT margin for fiscal years 2020 and 2021)	7.5%	€138,547	N/A	N/A	€138,547



The following targets applied to Mr. Greschner for fiscal 2022:

Performance Criterion	Minimum Performance Criterion Value	Achieved Performance Criterion Value	Calculated Earned Amount in € without Taking the Maximum Value and Cap into Account	Maximum Performance Criterion Value	Payment Cap in €	Compensation Granted and Owed in 2022 in €
Bonus based on the company's 2022 return on assets (STI)	>10%	10.73% return on assets	€50,000	12%	€100,000 for this performance criterion, additionally €400,000 together with the bonus based on consolidated net income	€50,000
Bonus based on 2022 consolidated net income – current share to be paid in 2023 (STI)	€1,866,199,374 = prior-year revenues in 2021	€2,252,437,882	€139,046			€300,000
	7% EBIT margin	8.96% EBIT margin	€181,582	Not defined for the individual assessment bases, but see payment cap	€500,000 for the total bonus based on the group's performance (short-term component plus long-term component)	
Bonus based on 2022 consolidated net income – long-term component	€1,866,199,374 = prior-year revenues in 2021	€2,252,437,882	€92,697			€200,000
Will be paid out in 2025 if an average consolidated EBIT margin of >5% is achieved in fiscal years 2023 and 2024	7% EBIT margin	8.96% EBIT margin	€121,055			
Bonus based on average consolidated net income for 2020–2022 (LTI)	€0	€98,207,729	€589,246	€66,666,667 (calculated backwards from cap for this performance criterion)	€400,000 together with the bonus based on return on assets	€350,000 (taking the cap with the bonus after return on assets into account)

## D. Adherence to the Maximum Compensation

The maximum compensation payable to Dr. Tragl, Mr. Bietenbeck, and Mr. Burkhard can always only be reviewed retrospectively once the payout amount of the LTI tranche issued for the respective fiscal year has been determined. Since all three of the aforementioned Executive Board members received an LTI tranche with a validity period of 2022–2025 in the reporting year, this review with regard to the 2022 reporting year will not be carried out until the LTI tranche is paid out in the 2026 fiscal year, meaning that it will only be possible to report on compliance with the maximum compensation as defined in section 162(1)(2)(7) of the German Stock Corporation Act (AktG) in the compensation report for the 2026 fiscal year, which will be presented to the Annual General Meeting in 2027. Similarly, compliance with the maximum compensation for the 2021 fiscal year can only be reported on accordingly in the compensation report for the 2025 fiscal year.

Maximum compensation as per section 87a(1)(1) of the German Stock Corporation Act (AktG) has not been set for Mr. Greschner; in this respect, please refer to [section V\(A\)](#) above.

## E. Contributions to Company Pension Plans and Surviving Dependents' Benefits

Under the 2021 Compensation Plan, the company grants each Executive Board member a fixed annual amount to accumulate a pension, which is paid into a reinsured pension fund that provides benefits in accordance with the benefit plan selected by the Executive Board member in each case, please also refer to the overview in [section IV\(B\)](#).

In accordance with the deviating compensation structure applicable to him, Mr. Alexander Greschner can receive a pension annuity from a defined-benefit pension plan. The corresponding service cost and related pension provision in accordance with IAS 19 is shown in the following table. The company has granted Mr. Greschner additional pension benefits in the form of a defined-contribution plan under which the promised contribution is used to finance a reinsurance policy. In addition, further contribution-based benefits have been established for him in the form of corporate direct insurance policies or pension funds to ensure that he can meet his own personal future needs, with the company bearing only a share of the costs in each case.

For details regarding the nature and value of the benefits under the aforementioned defined-contribution plans, please refer to the overview in [section IV\(B\)](#) and, for Mr. Greschner, to [section V\(A\)](#) above; the contributions paid by the company for these plans are shown in the following table. In the case of defined-contribution plans, the actual contribution paid is recognized; in the case of Mr. Greschner's defined-benefit plans, the service cost is recognized in accordance with IAS 19.

### COMPANY PENSION PLAN

IN €

	Contribution		Service Cost in Accordance with IAS 19		Present Value of Accumulated Benefits <sup>1</sup> as of	
	2021	2022	2021	2022	31.12.21	31.12.22
Alexander Greschner	27,924	27,868	281,256	245,863	1,134,433	1,385,045
Dr. Karl Tragl	109,375 <sup>2</sup>	187,500	–	–	183,225 <sup>3</sup>	365,462
Felix Bietenbeck	122,727	122,727	–	–	121,292	241,968
Christoph Burkhard	65,625 <sup>2</sup>	112,500	–	–	109,309 <sup>3</sup>	218,027

<sup>1</sup> In the case of congruently reinsured contribution-based pension plans, e.g., via a pension fund, the present value is not taken into account, but rather the asset value of the respective reinsurance policies.

<sup>2</sup> Prorated contribution from June 1, 2021 to December 31, 2021.

<sup>3</sup> Asset value as of December 31, 2021 is based on the total annual contribution paid in 2021 for the period June 1, 2021 to May 31, 2022.

The present value of all benefits payable to former members of the Executive Board – measured in accordance with IAS 19 – totaled 28,964,904 euros on the reporting date (December 31, 2021: 33,763,431 euros).

## F. Compensation Paid to Former Executive Board Members

Mr. Martin Lehner (CEO and CTO) had already been released from his duties as a member of the Executive Board of Wacker Neuson SE as of December 31, 2020. His employment contract then ended regularly on March 31, 2021, after a three-month leave of absence. Accordingly, in the reporting year, Mr. Lehner, whose employment contract provided for a compensation structure comparable to that of Mr. Alexander Greschner, was paid the bonus based on consolidated net income and the bonus based on return on assets as variable compensation (in each case prorated for the 2021 fiscal year and taking into account the collective cap), the short-term portion of the bonus based on consolidated net income (also prorated for the 2021 fiscal year), and the long-term share of the bonus based on consolidated net income for the 2019 fiscal year, and this has been reported accordingly in this report as compensation granted to the former chair of the Executive Board within the meaning of section 162(1) of the German Stock Corporation Act (AktG) for the 2022 reporting year. This payout was based on the application of the following performance criteria:

Under the terms of his contract, Mr. Lehner is also entitled to a transitional allowance and an allowance for private health insurance for a period of 60 months after leaving the Executive Board. These company has been meeting these obligations since April 2021 and therefore also during the entire reporting year. In addition, Mr. Lehner has also been entitled to compensation from a contractually stipulated noncompete clause for two years since April 2021 and thus also for the entire reporting period. The transitional allowance as well as any other earnings are offset against the noncompete compensation.

Performance Criterion	Minimum Performance Criterion Value	Achieved Performance Criterion Value	Calculated Earned Amount in € without Taking the Maximum Value and Cap into Account	Maximum Performance Criterion Value	Payment Cap in €	Compensation Granted and Owed in 2022 in €
Bonus based on the company's 2021 return on assets (STI)	>10%	10.14% return on assets	€70,000	12%	€140,000 for this performance criterion, additionally €700,000 together with the bonus based on consolidated net income	€17,500
Bonus based on 2021 consolidated net income – short-term portion of 60% to be paid in 2022 (STI)	€1,615,456,626 € = prior-year revenues in 2020	€1,886,199,374	€150,446	Not defined for the individual assessment bases, but see payment cap	€800,000 for the total bonus based on the group's performance (short-term component plus long-term component)	€109,988
	7% EBIT margin	10.34% EBIT margin	€289,507			
Bonus based on average consolidated net income for 2019–2021 (LTI)	€0	€80,193,510	€481,161	€116,666,667 (calculated backwards from cap for this performance criterion)	€700,000 together with the bonus based on return on assets	€120,290
Bonus based on 2019 consolidated net income – long-term share to be paid in 2022 (LTI)	> 5% (based on the average consolidated EBIT margin for fiscal years 2020 and 2021)	7.5%	€231,100	N/A	N/A	€230,912

<sup>1</sup> The earned amounts are calculated on the basis of a full year of employment.

<sup>2</sup> The compensation granted and owed to Mr. Lehner in 2022 is only prorated based on his period of employment from January to March 2021.

### Compensation Granted and Owed to Former Executive Board Members for the Previous Fiscal Year

The following table contains the fixed and variable compensation components granted and owed for the previous fiscal year to former members of the Executive Board who left the Board within the last ten fiscal years, including the respective relative share in accordance with section 162 of the German Stock Corporation Act (AktG), fringe benefits accrued in the fiscal year, payments of transitional allowances and of noncompete compensation under contractually stipulated noncompete clauses, and current pension benefits.

Although the service cost of the company pension plan and the payments for the company pension plan are not classifiable as

compensation granted and owed, they are additionally disclosed in the following table for reasons of transparency, as is the net expense recognized for the respective former Executive Board member's compensation. For an explanation of the terms "granted" and "owed" as per section 162(1) of the German Stock Corporation Act, which are used as the basis for the figures shown here, please refer to [section VII\(B\)](#) above.

Pension payments totaling 625,992 euros were rendered in fiscal 2022 (2021: 513,059 euros) for other former members of the Executive Board who left the Executive Board more than ten years ago and therefore do not need be listed individually by name. These are shown in the table as a combined total.

### COMPENSATION GRANTED AND OWED TO FORMER MEMBERS OF THE EXECUTIVE BOARD IN FISCAL 2022 IN ACCORDANCE WITH SECTION 162 OF THE GERMAN STOCK CORPORATION ACT

IN €

		<b>Martin Lehner<sup>2</sup></b> <b>Member of the Executive Board since October 18, 2007,</b> <b>Chair of the Executive Board between Sept. 1, 2017 and Dec. 21, 2020</b>					
		Net Expense under IFRS	Com- pensation Granted and Owed <sup>1</sup>	As % of Total Com- pensation	Net Expense under IFRS	Com- pensation Granted and Owed <sup>1</sup>	As % of Total Com- pensation
		2021	2021	2021	2022	2022	2022
<b>Non-Performance-Based Compensation</b>	Fixed compensation	–	175,000	12%	–	–	0%
	Fringe Benefits	–	5,725	0%	3,098	3,098	0%
	Current pension payments						
<b>Total Fixed Compensation</b>		–	<b>180,725</b>	<b>13%</b>	<b>3,098</b>	<b>3,098</b>	<b>0%</b>
	Bonus based on group performance – immediately payable portion <sup>3</sup>	–70,402	–	0%	10,130	109,988	9%
<b>Total STI</b>		<b>–70,402</b>	<b>–</b>	<b>0%</b>	<b>10,130</b>	<b>109,988</b>	<b>9%</b>
	Bonus based on consolidated net income <sup>3</sup>	–	406,398	29%	21,949	137,790	11%
	Bonus based on group performance – long-term component <sup>3,4</sup>	–	231,100	16%	12	230,912	18%
<b>Total LTI</b>		–	<b>637,498</b>	<b>45%</b>	<b>21,961</b>	<b>368,702</b>	<b>29%</b>
<b>Other Compensation Components</b>	Noncompete compensation	–2,364	599,556	42%	–	799,408	62%
	Severance payments	N/A	N/A	N/A	N/A	N/A	N/A
<b>Subtotal</b>		<b>–2,364</b>	<b>599,556</b>	<b>42%</b>	<b>–</b>	<b>799,408</b>	<b>62%</b>
<b>Compensation Granted and Owed<sup>1</sup> in Accordance with Section 162 of the German Stock Corporation Act</b>			<b>1,417,779</b>	<b>100%</b>		<b>1,281,197</b>	<b>100%</b>
<b>Pension Benefits</b>	Company pension payments or service cost in accordance with IAS 19 <sup>5</sup>	–	–	0%	–	–	0%
<b>Net Expense under IFRS (Incl. Pension Expenses)</b>		<b>–72,766</b>			<b>35,189</b>		
<b>Total Compensation (Compensation Granted and Owed Incl. Pension Expenses)</b>			<b>1,417,779</b>	<b>100%</b>		<b>1,281,197</b>	<b>100%</b>

<sup>1</sup> No compensation owed was recognized in the respective fiscal years.

<sup>2</sup> The values for Mr. Lehner for 2021 and 2022 are partially prorated.

<sup>3</sup> Compensation components correspond to the old compensation structure in place comparable to Mr. Greschner.

<sup>4</sup> The figure disclosed for compensation granted and owed applies to the payment of the long-term component from the third preceding fiscal year; the figure for the net expense applies to the long-term component for the current fiscal year, which will be paid out when the consolidated financial statements for the second following fiscal year are adopted.

<sup>5</sup> For defined-contribution pension plans, the actual payments to the company pension plan are disclosed; for defined-benefit plans, the service cost is disclosed in accordance with IAS 19.

**COMPENSATION GRANTED AND OWED TO FORMER MEMBERS OF THE EXECUTIVE BOARD IN FISCAL 2022  
IN ACCORDANCE WITH SECTION 162 OF THE GERMAN STOCK CORPORATION ACT**

IN €

		<b>Werner Schwind</b> Member of the Executive Board from January 1, 2003 to March 31, 2013					
		Net Expense under IFRS	Com- pensation Granted and Owed <sup>1</sup>	As % of Total Com- pensation	Net Expense under IFRS	Com- pensation Granted and Owed <sup>1</sup>	As % of Total Com- pensation
		2021	2021	2021	2022	2022	2022
<b>Non-Performance-Based Compensation</b>	Fixed compensation	N/A	N/A	N/A	N/A	N/A	N/A
	Fringe Benefits	N/A	N/A	N/A	N/A	N/A	N/A
	Current pension payments	–	162,607	100%	–	171,225	100%
<b>Total Fixed Compensation</b>		–	<b>162,607</b>	<b>100%</b>	–	<b>171,225</b>	<b>100%</b>
	Bonus based on group performance – immediately payable portion <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total STI</b>		<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
	Bonus based on consolidated net income <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Bonus based on group performance – long-term component <sup>3,4</sup>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total LTI</b>		<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
<b>Other Compensation Components</b>	Noncompete compensation	N/A	N/A	N/A	N/A	N/A	N/A
	Severance payments	N/A	N/A	N/A	N/A	N/A	N/A
<b>Subtotal</b>		<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
<b>Compensation Granted and Owed<sup>1</sup> in Accordance with Section 162 of the German Stock Corporation Act</b>		–	<b>162,607</b>	<b>100%</b>	–	<b>171,225</b>	<b>100%</b>
<b>Pension Benefits</b>	Company pension payments or service cost in accordance with IAS 19 <sup>5</sup>	–	–	0%	–	–	0%
<b>Net Expense under IFRS (Incl. Pension Expenses)</b>		–			–		
<b>Total Compensation (Compensation Granted and Owed Incl. Pension Expenses)</b>			<b>162,607</b>	<b>100%</b>		<b>171,225</b>	<b>100%</b>

<sup>1</sup> No compensation owed was recognized in the respective fiscal years.

<sup>2</sup> The values for Mr. Lehner for 2021 and 2022 are partially prorated.

<sup>3</sup> Compensation components correspond to the old compensation structure in place comparable to Mr. Greschner.

<sup>4</sup> The figure disclosed for compensation granted and owed applies to the payment of the long-term component from the third preceding fiscal year; the figure for the net expense applies to the long-term component for the current fiscal year, which will be paid out when the consolidated financial statements for the second following fiscal year are adopted.

<sup>5</sup> For defined-contribution pension plans, the actual payments to the company pension plan are disclosed; for defined-benefit plans, the service cost is disclosed in accordance with IAS 19.

**COMPENSATION GRANTED AND OWED TO FORMER MEMBERS OF THE EXECUTIVE BOARD IN FISCAL 2022  
IN ACCORDANCE WITH SECTION 162 OF THE GERMAN STOCK CORPORATION ACT**

IN €

		Other Former Members of the Executive Board (Cumulative Figure) (left the Executive Board more than 10 years ago)					
		Net Expense under IFRS	Com- pensation Granted and Owed <sup>1</sup>	As % of Total Com- pensation	Net Expense under IFRS	Com- pensation Granted and Owed <sup>1</sup>	As % of Total Com- pensation
		2021	2021	2021	2022	2022	2022
<b>Non-Performance-Based Compensation</b>	Fixed compensation	N/A	N/A	N/A	N/A	N/A	N/A
	Fringe Benefits	N/A	N/A	N/A	N/A	N/A	N/A
	Current pension payments	–	513,059	100%	–	625,992	100%
<b>Total Fixed Compensation</b>		–	<b>513,059</b>	<b>100%</b>	–	<b>625,992</b>	<b>100%</b>
	Bonus based on group performance – immediately payable portion <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total STI</b>		<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
	Bonus based on consolidated net income <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	N/A
	Bonus based on group performance – long-term component <sup>3,4</sup>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total LTI</b>		<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
<b>Other Compensation Components</b>	Noncompete compensation	N/A	N/A	N/A	N/A	N/A	N/A
	Severance payments	N/A	N/A	N/A	N/A	N/A	N/A
<b>Subtotal</b>		<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
<b>Compensation Granted and Owed<sup>1</sup> in Accordance with Section 162 of the German Stock Corporation Act</b>		–	<b>513,059</b>	<b>100%</b>	–	<b>625,992</b>	<b>100%</b>
<b>Pension Benefits</b>	Company pension payments or service cost in accordance with IAS 19 <sup>5</sup>	–	–	0%	–	–	0%
<b>Net Expense under IFRS (Incl. Pension Expenses)</b>		–			–		
<b>Total Compensation (Compensation Granted and Owed Incl. Pension Expenses)</b>			<b>513,059</b>	<b>100%</b>		<b>625,992</b>	<b>100%</b>

<sup>1</sup> No compensation owed was recognized in the respective fiscal years.

<sup>2</sup> The values for Mr. Lehner for 2021 and 2022 are partially prorated.

<sup>3</sup> Compensation components correspond to the old compensation structure in place comparable to Mr. Greschner.

<sup>4</sup> The figure disclosed for compensation granted and owed applies to the payment of the long-term component from the third preceding fiscal year; the figure for the net expense applies to the long-term component for the current fiscal year, which will be paid out when the consolidated financial statements for the second following fiscal year are adopted.

<sup>5</sup> For defined-contribution pension plans, the actual payments to the company pension plan are disclosed; for defined-benefit plans, the service cost is disclosed in accordance with IAS 19.

## VIII. Supervisory Board Compensation

### Compensation Plan for Members of the Supervisory Board of Wacker Neuson SE

Supervisory Board compensation is governed by section 14 of the Wacker Neuson SE Articles of Incorporation, which are permanently available on the company's website under <https://www.wacker-neusongroup.com/investor-relations/compensationplans>. This provision of the Articles of Incorporation dates back to a resolution adopted by the Annual General Meeting of Shareholders on May 22, 2012; the resolution adopted by the Annual General Meeting of Shareholders on May 26, 2021 merely took legal changes resulting from ARUG II into account and included further clarifications. The compensation plan currently in effect for the Supervisory Board was approved by the company's Annual General Meeting of Shareholders on May 26, 2021, with a majority of 89.1 percent of the votes cast.

Compensation of Supervisory Board members under this compensation plan consists of a fixed annual amount of 30,000 euros, which is due and payable in four equal installments at the end of each quarter for the preceding quarter.

The higher time commitment required of the chair and vice chair of the Supervisory Board as well as the chair and members of committees is taken into account by the fact that the chair of the Supervisory Board receives twice and the vice chair 1.5 times the base compensation received by an ordinary member of the Supervisory Board. Simple committee members receive additional compensation of 5,000 euros per year; committee chairs receive twice this amount for each chair they hold.

Each member of the Supervisory Board receives a performance-based compensation component amounting to 0.05 percent of the consolidated earnings after tax as reported in the approved Wacker Neuson SE consolidated financial statements for the fiscal year in question. The performance-based compensation component paid to members of the Supervisory Board is not intended as a management incentive or a bonus for the Supervisory Board for the long-term success of the company, but rather to compensate for fluctuations in the compensation in less successful years. The performance-based compensation component will, under no circumstances, total more than 0.75 times the respective fixed compensation (including committee compensation) paid to the Supervisory Board member. This means that the fixed compensation component for a Supervisory Board member must account for at least 57 percent of their total compensation and the variable compensation component for no more than 43 percent. The variable component becomes payable upon the Supervisory Board's adoption of the resolution approving the consolidated financial statements for the financial year in question.

In addition, Supervisory Board members receive an attendance fee of 1,500 euros for each Supervisory Board meeting they attend, payable at the end of each calendar quarter. In the case of several Supervisory Board meetings held on the same day, members only receive the attendance fee once.

The members of the Supervisory Board are also reimbursed for their expenses, including the VAT payable on their Supervisory Board activities. Furthermore, the company insures the members of the Supervisory Board at its own expense against civil and criminal claims, including the respective costs of legal defense in connection with the performance of their duties, and takes out appropriate legal expenses insurance and pecuniary loss liability insurance (D&O insurance) for this purpose.

Supervisory Board members who are members of the Supervisory Board and/or its committees for only part of the fiscal year receive compensation only on a prorated basis. No further compensation is payable in the event that the member leaves the Supervisory Board, nor does any provision exist that grants compensation to members after leaving the Supervisory Board.

### Supervisory Board Compensation in the Reporting Year

The compensation paid to the individual members of the Supervisory Board for fiscal 2022 is shown in the table below. This compensation constitutes the "compensation granted and owed" pursuant to section 162(1) of the German Stock Corporation Act (AktG) in the sense described in [section VII\(B\)](#) above. In this respect, the figures disclosed for compensation granted and owed for the 2022 reporting year include the fixed compensation component for 2022, compensation for committee membership in 2022, attendance fees for 2022, and performance-based compensation for the previous 2021 fiscal year, which was paid out in 2022.

During the fiscal year, the company paid out performance-based compensation calculated on the basis of Wacker Neuson SE's consolidated earnings after tax for fiscal 2021 totaling 137.9 million euros. This performance-based compensation corresponds to 0.05 percent of the Group's consolidated net income after taxes. Consequently, none of the Supervisory Board members were subject to a cap of 0.75 times the respective fixed compensation (including committee compensation) in accordance with section 14(2) of the Articles of Incorporation of Wacker Neuson SE for the performance-based compensation granted during the reporting period.

Total compensation paid to members of the Wacker Neuson SE Supervisory Board for their activities in fiscal 2022, as disclosed in the notes to the consolidated financial statements, amounted to 0.5 million euros (previous year: 0.5 million euros).

**COMPENSATION GRANTED AND OWED TO CURRENT MEMBERS OF THE SUPERVISORY BOARD IN FISCAL YEAR  
IN ACCORDANCE WITH SECTION 162 OF THE GERMAN STOCK CORPORATION ACT**

IN €

		Fixed Compensation		Compensation for Committee Membership		Attendance Fee		Performance-Based Compensation for the Previous Fiscal Year		Total Compensation (Granted and Owed)
Johann Neunteufel (Chair)	2021	60,000	70%	10,000	12%	10,500	12%	5,669	7%	86,169
	2022	60,000	45%	10,000	7%	12,000	9%	52,500	39%	134,500
Ralph Wacker (Vice Chair)	2021	45,000	63%	10,000	14%	10,500	15%	5,669	8%	71,169
	2022	45,000	42%	10,000	11%	12,000	13%	41,250	44%	108,250
Kurt Helletzgruber <sup>1</sup>	2021	17,500	61%	2,917	10%	3,000	10%	5,197	18%	28,614
	2022	30,000	45%	8,750	11%	12,000	15%	15,313	19%	66,063
Christian Kekelj (employee)	2021	30,000	65%	–	0%	10,500	23%	5,669	12%	46,169
	2022	30,000	47%	–	0%	12,000	19%	22,500	35%	64,500
Prof. Dr. Matthias Schüppen	2021	30,000	49%	15,000	25%	10,500	17%	5,669	9%	61,169
	2022	30,000	34%	11,250	13%	12,000	14%	33,750	39%	87,000
Elvis Schwarzmaier (employee)	2021	30,000	59%	5,000	10%	10,500	21%	5,669	11%	51,169
	2022	30,000	41%	5,000	7%	12,000	16%	26,250	36%	73,250
Total	2021	212,500	62%	42,917	13%	55,500	16%	33,543	10%	344,460
	2022	225,000	42%	45,000	8%	72,000	13%	191,563	36%	533,563

<sup>1</sup> Mr. Helletzgruber's position on the Supervisory Board was dormant from Dec. 2020 to May 2021 due to his appointment to the Executive Board.

This table does not include out-of-pocket expenses reimbursed to members of the Supervisory Board or value-added taxes.

## IX. Comparison of Compensation and Company Performance

The following table presents a comparison of the annual change in compensation granted and owed to current and former members of the Executive Board and Supervisory Board with the company's earnings performance over time.

The Executive Board and Supervisory Board compensation included in the table represents the compensation granted and owed in the respective fiscal year as per section 162 of the German Stock Corporation Act, as interpreted for the purposes of this compensation report. Insofar as Supervisory Board members previously served on the Executive Board of Wacker Neuson SE and received compensation for this service, the figures below only include the compensation paid to them as Executive Board members and not their Supervisory Board compensation. This only applies to Kurt Helletzgruber for the fiscal years 2020 and 2021.

The company's earnings performance over time is presented on the basis of the changes in Wacker Neuson SE's earnings for the year in accordance with section 275(2)(17) of the German Commercial Code (HGB). Since compensation paid to members of the Executive Board is also largely dependent on the development of key

performance indicators for the entire group, the Wacker Neuson Group's earnings performance over time is also presented in the form of the changes in consolidated earnings reported in the group's consolidated financial statements.

A comparison of Executive Board and Supervisory Board compensation with the compensation paid to employees on a full-time equivalent basis pursuant to section 162(1)(2) of the German Stock Corporation Act (AktG) will have to be presented for the first time in the compensation report for the 2022 fiscal year in accordance with section 26j(2) of the Introductory Act to the German Stock Corporation Act (EGAktG), and then only for the 2021/2022 fiscal years. The Executive Board and Supervisory Board have, however, again decided to include this comparison for the fiscal years from 2020 onwards. Average employee compensation on a full-time equivalent basis is based on the total workforce of the Wacker Neuson Group in Germany.

The compensation actually granted and owed to the Executive Board and the Supervisory Board, as well as the compensation paid to employees, may fluctuate from year to year depending on the actual payment of performance-based or KPI-based management bonuses and other bonuses in any given year.



**COMPARISON OF EXECUTIVE BOARD AND SUPERVISORY BOARD COMPENSATION WITH EMPLOYEE COMPENSATION AND EARNINGS PERFORMANCE (IN EACH CASE, COMPENSATION GRANTED AND OWED IS SHOWN PURSUANT TO SECTION 162 OF THE GERMAN STOCK CORPORATION ACT EXCLUDING PENSION EXPENSES)**

IN €

	2022	2021	Year-Over-Year Change from 2021 to 2022 in %	2020	Year-Over-Year Change from 2020 to 2021 in %	2019	Year-Over-Year Change from 2019 to 2020 in %	2018	Year-Over-Year Change from 2019 to 2018 in %
<b>Current Members of the Executive Board</b>									
Dr. Karl Tragl (as of 06/2021)	1,125,956	443,524	154%	N/A	N/A	N/A	N/A	N/A	N/A
Felix Bietenbeck (as of 10/2020)	844,004	639,282	32%	118,504	439%	N/A	N/A	N/A	N/A
Christoph Burkhard (as of 06/2021)	685,469	270,431	153%	N/A	N/A	N/A	N/A	N/A	N/A
Alexander Greschner (as of 01/2017)	1,220,236	956,334	28%	1,011,820	-5%	920,324	10%	892,610	3%
<b>Former Members of the Executive Board</b>									
Kurt Helletzgruber (12/2020 to 05/2021)	N/A	682,607	N/A	136,521	400%	N/A	N/A	N/A	N/A
Martin Lehner	1,281,197	1,417,779	-10%	1,820,457	-22%	1,624,885	12%	1,595,901	2%
Wilfried Trepels	N/A	267,579	N/A	1,974,059	-86%	926,387	113%	898,758	3%
Cem Peksglam	N/A	N/A	N/A	80,152	-100%	381,117	-79%	1,009,911	-62%
<b>Current Members of the Supervisory Board</b>									
Johann Neunteufel (Chair)	134,500	86,169	56%	129,371	-33%	129,373	0%	122,830	5%
Ralph Wacker (Vice Chair)	108,250	71,169	52%	111,250	-36%	106,750	4%	106,750	0%
Kurt Helletzgruber <sup>1</sup>	66,063	28,614	131%	81,667	-65%	80,500	1%	79,000	2%
Christian Kekelj <sup>2</sup>	64,500	46,169	40%	69,000	-33%	63,000	10%	52,912	19%
Prof. Dr. Matthias Schüppen	87,000	61,169	42%	86,917	-30%	80,500	8%	79,000	2%
Elvis Schwarzmaier	73,250	51,169	43%	77,750	-34%	71,750	8%	71,750	0%
<b>Former Members of the Supervisory Board</b>									
Hans HaBlach <sup>3</sup>	N/A	N/A	N/A	N/A	N/A	-	N/A	10,088	-100%

<sup>1</sup> Mr. Helletzgruber's position on the Supervisory Board was dormant between Dec. 2020 and May 2021 due to his appointment to the Executive Board.

<sup>2</sup> Member of the Supervisory Board since 2017.

<sup>3</sup> Left the Supervisory Board in 2017.

IN € MILLION									
	2022	2021	Year-Over-Year Change from 2022 to 2021	2020	Year-Over-Year Change from 2021 to 2020	2019	Year-Over-Year Change from 2020 to 2019	2018 <sup>1</sup>	Year-Over-Year Change from 2019 to 2018 <sup>1</sup>
			in %		in %		in %		in %
<b>Earnings Figures</b>									
Net earnings of Wacker Neuson SE pursuant to section 275(2)(17) of the German Commercial Code (HGB)	135.4	85.2	59%	-38.0	-	63.1	-	169.6	-63%
Consolidated net income under IFRS	142.6	137.9	3%	14.1	88%	88.5	-84%	144.6	-39%

<sup>1</sup> The figures for the 2018 fiscal year were adjusted retrospectively when the annual and consolidated financial statements for 2019 were prepared. The values reported in the original statement are shown here.

IN €					
	2022	2021	Year-Over-Year Change from 2022 to 2021	2020	Year-Over-Year Change from 2021 to 2020
			in %		in %
<b>Employee Compensation</b>					
Workforce of the Wacker Neuson Group in Germany	79,829	78,178	0.02%	71,112	10%

Munich, March 23, 2023

Hans Neunteufel  
Chair of the Supervisory Board

Dr. Karl Tragl  
Chair of the Executive Board

# Independent Auditor's Report on the audit of the compensation report in accordance with § Section 162(3) of the German Stock Corporation Act (AktG)

## To Wacker Neuson SE

### Audit Opinion

We have formally audited the compensation report of Wacker Neuson SE, Munich, for the fiscal year from January 1, 2022 to December 31, 2022 to determine whether the compensation report includes the disclosures required by section 162(1) and (2) of the German Stock Corporation Act (AktG). In accordance with section 162(3) of the German Stock Corporation Act (AktG), we have not audited the content of the compensation report.

In our opinion, this compensation report complies in all material respects with the disclosure requirements set out in section 162(1) and (2) of the German Stock Corporation Act (AktG). Our audit opinion does not apply to the content of the compensation report.

### Basis for the Audit Opinion

We conducted our audit of the compensation report in accordance with Section 162(3) of the German Stock Corporation Act (AktG) and the auditing standard applicable to compensation reports (IDW PS 870) promulgated by the German Institute of Certified Auditors (Institut der Wirtschaftsprüfer – IDW). Our responsibility under that provision and standard is further described in the "Auditor's Responsibility" section of our report.

As an auditing firm, we have applied the requirements of the IDW Quality Assurance Standard: Quality Assurance Requirements for Auditing Firms (IDW QS 1). We have complied with the professional duties pursuant to the German Auditors' Code and the professional statutes applicable to certified public accountants/sworn auditors, including the requirements pertaining to independence.

### Responsibility of the Executive Board and the Supervisory Board

The Executive Board and the Supervisory Board are responsible for preparing the compensation report, including the related disclosures, in accordance with the requirements of section 162 of the German Stock Corporation Act (AktG). Furthermore, they are responsible for the internal controls that they determine are necessary to ensure that the compensation report, including the related disclosures, is free from any material misstatements, whether intentional or unintentional.

### Auditor's Responsibility

Our objective is to obtain reasonable assurance as to whether the compensation report is prepared, in all material respects, in accordance with section 162(1) and (2) of the German Stock Corporation Act (AktG) and to express an opinion thereon in an audit report.

We planned and performed our audit to obtain evidence about the formal completeness of the compensation report by comparing the disclosures made in the compensation report with the disclosures required by section 162(1) and (2) of the German Stock Corporation Act (AktG). In accordance with section 162(3) of the German Stock Corporation Act (AktG), we have not audited the accuracy of the disclosures, the completeness of the individual disclosures, or the fair presentation of the compensation report.

### Treatment of Any Misleading Representations

In connection with our audit, we have a responsibility to read the compensation report in consideration of the knowledge gained from the audit of the financial statements, and in doing so, to remain alert for indications as to whether the compensation report contains misleading representations as to the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures, or the fair presentation of the compensation report.

If, based on the work we have performed, we conclude that the report contains such a misleading representation, we are required to report that fact. We have nothing to report in this regard.

Munich, March 23, 2023

Mazars GmbH & Co. KG  
Wirtschaftsprüfungsgesellschaft  
Steuerberatungsgesellschaft

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## Disclaimer

This report contains forward-looking statements which are based on the current estimates and assumptions by the corporate management of Wacker Neuson SE. Forward-looking statements are characterized by the use of words such as expect, intend, plan, predict, assume, believe, estimate, anticipate and similar formulations. Such statements are not to be understood as in any way guaranteeing that those expectations will turn out to be accurate. Future performance and the results actually achieved by Wacker Neuson SE and its affiliated companies depend on a number of risks, uncertainties and other factors. Many of these factors, including, but not limited to, those described in disclosures, in particular in the risk report of the Company, are outside the Company's control and cannot be accurately estimated in advance, such as the future economic environment, the actions of competitors and others involved in the market-place or the legal and regulatory framework. If these risks or uncertainties materialize, or if the assumptions underlying any of these statements prove incorrect, then actual results may be materially different from those expressed or implied by such statements. Above and beyond legal requirements, the Company neither plans nor undertakes to update any forward-looking statements.

All rights reserved. Valid March 2023. Wacker Neuson SE accepts no liability for the accuracy and completeness of information provided in this Compensation Report. Reprint only with the written approval of Wacker Neuson SE in Munich, Germany. The German version shall govern in all instances. Published on March 28, 2023.



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