

# EQUIPPED FOR THE ROAD



# Invitation to the 2025 Annual General Meeting

**JOST Werke SE**

**Neu-Isenburg**

**WKN JST400**

**ISIN DE000JST4000**

We hereby invite the shareholders in our Company to the

**Annual General Meeting**

**at 11:00 hours (CEST) on Thursday, May 8, 2025**

at the

**Mercure Hotel Frankfurt Airport Neu-Isenburg**

**Frankfurter Straße 190, 63263 Neu-Isenburg**

# I. Agenda

**1) Presentation of the adopted annual financial statements and the approved consolidated financial statements, the combined management report (including the explanatory report of the Executive Board concerning information relevant to acquisitions), the Supervisory Board’s report, and the Executive Board’s proposal on the appropriation of the net retained profit, in each case for the financial year ending December 31, 2024**

These documents will be available on the Company's website at <http://ir.jost-world.com/agm> from the day on which the Annual General Meeting is convened. They will also be on display during the Annual General Meeting.

The annual financial statements for the 2024 financial year, as prepared by the Executive Board, were approved by the Supervisory Board pursuant to Section 172 sentence 1 of the German Stock Corporation Act (Aktiengesetz, AktG)<sup>1</sup> on March 24, 2025. The annual financial statements have therefore been adopted. The group financial statements also have been approved by the Supervisory Board. Therefore, the Annual General Meeting does not need to resolve to adopt the annual financial statements or approve the group financial statements pursuant to Section 173 AktG.

Section 176 para. 1 sentence 1 AktG only requires the other above-mentioned documents to be made available to the Annual General, and they therefore do not require a resolution – apart from the resolution on the appropriation of the net retained profit, which will take place under agenda item 2.

**2) Resolution on the appropriation of the net retained profit for the 2024 financial year**

The Executive Board and Supervisory Board propose that the net retained profit in the amount of EUR 22,350,000.00, as reported in the financial statements for the 2024 financial year, be appropriated as follows:

Distribution of a dividend of EUR 1.50 per no-par-value share entitled to dividend, totaling	EUR	22,350,000.00
New account carry-forward	EUR	0.00
<b>Net retained profit (Bilanzgewinn)</b>	EUR	22,350,000.00

If the proposed resolution is adopted, the following will apply to the payment of the dividend: Since the dividend will be paid in full from the tax-specific contribution account (steuerlichen Einlagekonto) within the meaning of Section 27 of the German Corporation Tax Act (Körperschaftsteuergesetz, KStG), the payment will be made without deduction of capital gains tax or solidarity surcharge. For shareholders who are resident in Germany, the dividend is not subject to taxation. No tax refund or tax credit option is associated with the dividend.

Pursuant to Section 58 para. 4 sentence 2 AktG, the dividend will be paid on the third business day following the Annual General Meeting adopting the proposed resolution, i.e. 13 May 2025..

**3) Resolution concerning formal approval of the actions of the members of the Executive Board for the 2024 financial year**

The Executive Board and Supervisory Board propose that formal approval be granted in respect of the actions taken in the 2024 financial year by members of the Executive Board of JOST Werke SE who held office during that period.

All members of the Executive Board intend to attend the Annual General Meeting for its entire duration.

<sup>1</sup> Based on the conflicts of law rules in Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (“SE Regulation”), in particular Articles 9 para. 1, Article 52 and Article 53 of the SE Regulation, the provisions that apply to stock corporations with their registered offices in Germany apply to JOST Werke SE, unless and to the extent that more specific provisions in the SE Regulation provide otherwise.

**4) Resolution concerning formal approval of the actions of the members of the Supervisory Board for the 2024 financial year**

The Executive Board and Supervisory Board propose that formal approval be granted in respect of the actions taken in the 2024 financial year by members of the Supervisory Board of JOST Werke SE who held office during that period.

All members of the Supervisory Board intend to attend the Annual General Meeting for its entire duration.

**5) Resolution on the approval of the Remuneration Report prepared and audited pursuant to Section 162 AktG for the 2024 financial year**

The Executive Board and Supervisory Board have prepared a Remuneration Report in accordance with Section 162 AktG for the 2024 financial year, and it will be submitted to the Annual General Meeting for approval.

The Remuneration Report was audited by the statutory auditor, namely PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, in accordance with Section 162 para. 3 AktG to verify that the disclosures required under Section 162 paras. 1 and 2 AktG were made. The report on the audit of the Remuneration Report is attached to the Remuneration Report.

The Remuneration Report is available via the Company's website at <http://ir.jost-world.com/agm>.

The Executive Board and Supervisory Board propose that the Remuneration Report for the 2024 financial year, which has been prepared and audited in accordance with Section 162 AktG, be approved.

**6) Resolution on the approval of the remuneration system for the members of the Executive Board**

Pursuant to Section 120a para. 1 AktG, the General Meeting must resolve on the approval of the remuneration system for the members of the Executive Board presented by the Supervisory Board whenever there is a significant change in the remuneration system, but at least every four years.

The Annual General Meeting of the Company last passed such a resolution on May 6, 2021. Therefore, a new resolution is to be passed at the Annual General Meeting on May 8, 2025.

The Supervisory Board has reviewed and enhanced the remuneration system for the members of the Executive Board. The proposed changes serve to implement

operational and remuneration-related adjustments and take into account feedback from investors. The structure of the previous remuneration system, which has proven to be comprehensible, purposive and effective, is to be retained.

Pursuant to Section 87a para. 1 AktG, the Supervisory Board adopted the remuneration system for the members of the Executive Board in its meeting on December 5, 2024, which is now presented to the Annual General Meeting for approval.

The remuneration system for the members of the Executive Board is available via the Company's website at <http://ir.jost-world.com/agm>. The remuneration system includes an overview of the points in which the previous remuneration system was further developed.

The Supervisory Board proposes that the remuneration system for the members of the Executive Board be approved.

**7) Resolution on the approval of the remuneration for the members of the Supervisory Board**

Pursuant to Section 113 para. 3 AktG, the General Meeting must resolve on the remuneration of the members of the Supervisory Board at least every four years. The vote can also confirm the existing remuneration. The current remuneration of the Supervisory Board is stipulated in section 16 of the Articles of Association as purely fixed remuneration.

The Annual General Meeting of the Company last passed a resolution that addressed the remuneration of the Supervisory Board as a whole on May 6, 2021. Therefore, a new resolution is required at the Annual General Meeting on May 8, 2025.

After a thorough review, the Executive Board and the Supervisory Board have come to the conclusion that the amount of remuneration and the concrete design of the remuneration system for the Supervisory Board are appropriate with regard to the task of the members of the Supervisory Board and the situation of the Company and serve the interests of JOST Werke SE.

The wording of section 16 of the Articles of Association stipulating the remuneration system and the description of the underlying compensation system are available via the Company's website at <http://ir.jost-world.com/agm>.

The Executive Board and the Supervisory Board propose to approve the remuneration of the members of the Supervisory Board covering the system on which this compensation is based.

## 8) Resolution on elections to the Supervisory Board of JOST Werke SE

Pursuant to Article 40 paras. 2 and 3 SE Regulation in conjunction with Section 17 para. 1 of the German SE Implementation Act (SE-Ausführungsgesetz, SEAG) and Article 11.1 of the Articles of Association of JOST Werke SE, the Supervisory Board of JOST Werke SE consists of six members who are elected by the general meeting. Pursuant to Article 11.2 of the Articles of Association of JOST Werke SE, the members of the Supervisory Board are, subject to the term of office being determined otherwise at the election, elected until the close of the general meeting that resolves on the formal approval of acts for the fourth financial year after the beginning of their term of office, subject to a maximum of six (6) years. The financial year in which their term of office begins shall not be included in this calculation. Pursuant to Article 11.3 of the Articles of Association, for members of the Supervisory Board who leave office before the end of their term a successor shall be elected for the remaining term of the member who has left office unless the General Meeting specifies another term for such successor.

The current members of the Supervisory Board, Mr. Dr. Stefan Sommer, Mr. Jürgen Schaubel, Ms. Natalie Hayday, Mr. Rolf Lutz, Ms. Diana Rauhut and Mr. Karsten Kühn, were elected by the General Meeting on May 11, 2023 until the end of the General Meeting that resolves on their discharge for the 2027 financial year.

Mr. Rolf Lutz has resigned from the Supervisory Board with effect from the end of the Annual General Meeting on May 8, 2025. A new member of the Supervisory Board must therefore be elected.

The Supervisory Board proposes that

Mr. Helmut Ernst, resident in Burgwald, Germany, self-employed consultant be elected to the Supervisory Board with effect from the end of the Annual General Meeting on May 8, 2025 until the end of the General Meeting that resolves on the discharge for the 2028 financial year.

The election proposal is based on the recommendation made by the Presiding and Nomination Committee of the Supervisory Board, take into account the objectives resolved by the Supervisory Board for its composition and meet the competence profile developed and adjusted in 2024 for the Supervisory Board as a whole.

The objectives and the competence profile are published, together with the status of implementation, in the corporate governance statement, which is available via the company's website at <http://ir.jost-world.com/corporate-governance>.

In the opinion of the Presiding and Nomination Committee of the Supervisory Board and of the Supervisory Board, there are no significant personal or business relationships within the meaning of Recommendation C.13 of the German Corporate

Governance Code between Mr. Helmut Ernst and JOST Werke SE, its governing bodies or any shareholders with a material interest in it.

The information pursuant to Section 125 para. 1 sentence 5 AktG and the curricula vitae of the candidate, which describe the relevant expertise, knowledge and professional experience and provide information about the respective material activities outside of the Supervisory Board mandate, are provided in the Section entitled "II. Information – Documents concerning agenda item 8". They are also available via the Company's website at <http://ir.jost-world.com/agm>.

## 9) Appointment of auditor and the auditor of the sustainability report for the 2025 financial year

At the recommendation of its Audit Committee, the Supervisory Board proposes that:

1. PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as statutory auditor and group statutory auditor for the 2025 financial year.
2. Spall & Kölsch GmbH Wirtschaftsprüfungsgesellschaft, Kronberg, be appointed as auditor of the sustainability report for the 2025 financial year.

The two points are to be voted on separately.

The election of the auditor of the sustainability report takes place against the background of the new legislations regarding sustainability reporting, which the EU Directive on Sustainability Reporting (Directive (EU) 2022/2464; Corporate Sustainability Reporting Directive) provides for companies such as JOST Werke SE. The timely implementation of the directive in national law is expected, which is why the election of the sustainability auditor by the Annual General Meeting should already be carried out in accordance with the European requirements.

## II. Information

### Documents concerning agenda item 1

Starting on the date of the notice convening the Annual General Meeting, the documents listed under agenda item 1 will be available for viewing on the Company's website at <http://ir.jost-world.com/agm>. All documents will also be available for inspection during the Annual General Meeting on May 8, 2025.

### Documents concerning agenda item 5

Starting on the date of the notice convening the Annual General Meeting, the Remuneration Report listed under agenda item 5 will be available for viewing on the Company's website at <http://ir.jost-world.com/agm>. It will also be available for inspection during the Annual General Meeting on May 8, 2025.

### Documents concerning agenda item 6

Starting on the date of the notice convening the Annual General Meeting, the remuneration system listed under agenda item 6 will be available for viewing on the Company's website at <http://ir.jost-world.com/agm>. It will also be available for inspection during the Annual General Meeting on May 8, 2025.

### Documents concerning agenda item 7

Starting on the date of the notice convening the Annual General Meeting, the wording of section 16 of the Articles of Association stipulating the remuneration system and the description of the underlying remuneration system listed under agenda item 7 will be available for viewing on the Company's website at <http://ir.jost-world.com/agm>. It will also be available for inspection during the Annual General Meeting on May 8, 2025.

### Documents concerning agenda item 8: curriculum Vitae of the candidate

#### Curriculum Vitae Helmut Ernst, residing in Burgwald, Germany, self-employed consultant

##### Personal Data:

Date of Birth:	March 1, 1960
Place of Birth:	Frankenberg/Eder, Germany
Nationality:	German

##### Professional Experience:

since 01/2022	Self-employed consultant
2014 - 2021	Senior Vice President ZF Aftermarket & Member of the Management Boards Aftermarket, ZF Friedrichshafen AG, Schweinfurt & Friedrichshafen, Germany
1985 – 2014	Various functions at Continental AG
2006 - 2014	Vice President Independent After Market & Director of Continental Aftermarket GmbH, Frankfurt, Germany
2001 - 2006	Business Unit Manager 2-Wheel Tires Continental, Korbach, Germany
1996 - 2001	Technology Management (R&D; Production; Procurement), Sales Responsibility Asia, Bangkok (Thailand) und Hannover
1992 - 1996	Managing Director JV, Continental/Vittoria Tyres, Bangkok (Thailand) & Jakarta (Indonesia)
1990 - 1992	Production Manager, Bicycle Tires and Tubes, Vehicle Replacement Tires, Korbach, Germany
1985 - 1990	Head of Operations, Korbach, Germany

##### Education:

	Dipl. Ing. in Engineering & Precision Engineering and & Petrochemicals
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##### Information pursuant to Section 125 para. 1 sentence 5 AktG:

Memberships in the following other statutory supervisory boards:	DEUTZ AG, Cologne, Germany, Member of the Supervisory Board (listed).
Memberships in comparable domestic or foreign supervisory bodies of commercial enterprises:	Kfzteile24 GmbH, Berlin, Germany, Member of the Supervisory Board (not listed).

## III. Additional information concerning the convening of the Annual General Meeting

### 1) Total number of shares and voting rights

On the date of convening this Annual General Meeting, the registered share capital of the Company amounts to EUR 14,900,000.00 and is divided into 14,900,000 no-par-value bearer shares, each of which carries one vote. The Company holds no treasury shares at the time of convening the Annual General Meeting. At the time of convening the Annual General Meeting, the total number of shares that can be used to vote is therefore 14,900,000.

### 2) Requirements for participating in the Annual General Meeting and exercising voting rights

Only persons who are shareholders of the Company at the closing time of the 22nd day before the Annual General Meeting, i.e. at 00:00 hours (CEST) on April 16, 2025 (the “**Record Date**”) and register for the Annual General Meeting will be entitled to attend the Annual General Meeting – in person or by proxy – and to exercise their voting and other exercisable shareholder rights. They must register with the registration office specified below and provide it with proof (issued by the relevant custodian credit institution or financial services institution) of their shareholdings on the Record Date by midnight on May 1, 2025 (24:00 hours CEST). They must submit their registrations and proof of shareholdings in text form in German or English.

Registration office:

JOST Werke SE

c/o Better Orange IR & HV AG

Landshuter Allee 10

80637 Munich, Germany

Fax: +49 - (0)89 - 88 96 906 33

Email: [anmeldung@linkmarketservices.eu](mailto:anmeldung@linkmarketservices.eu)

After the registration office has received shareholders’ registrations and proof of shareholdings, it will issue them with admission tickets to the Annual General Meeting. We ask that shareholders be sure to submit their registrations and proof of shareholdings well in advance in order to ensure that they receive their admission tickets in good time. This does not constitute any limitation on the exercise of voting rights or other exercisable shareholder rights.

### 3) Significance of the Record Date

Entitlement to attend the Annual General Meeting and to exercise voting and other exercisable shareholder rights will be determined exclusively by shareholders’ shareholdings on the Record Date. In relation to the Company, only the person or entity who has furnished proof is considered to be the shareholder entitled to attend the Annual General Meeting and to exercise voting and other exercisable shareholder rights. The Record Date is not associated with any block on the ability to sell the shareholding. Even where some or all of the shareholding is sold after the Record Date, the shareholder’s shareholding on the Record Date exclusively determines his or her entitlement to attend the Annual General Meeting and to exercise voting and other exercisable shareholder rights. Accordingly, sales of shares after the Record Date will not affect the entitlement to attend the Annual General Meeting or to exercise voting and other exercisable shareholder rights. The same applies to purchases of shares after the Record Date. Persons who do not yet own any shares on the Record Date and first become shareholders thereafter are as a rule not entitled to attend the Annual General Meeting or to exercise voting rights. The foregoing does not apply if and to the extent that the prior owner who held the shares on the Record Date grants such person a proxy or authorizes him or her to exercise rights.

#### 4) Procedure for exercising voting and other exercisable shareholder rights through proxy holders

Shareholders can also exercise their voting rights or other exercisable shareholder rights through a proxy holder, e.g. through an intermediary covered by Section 135 AktG, a shareholders' association or some other third party. Here as well, timely registration and the furnishing of proof of shareholding is required for the shareholding concerned.

If a shareholder grants a proxy to more than one person, the Company may reject one or more of them.

Shareholders who are entitled to vote may authorize a proxy by posting or emailing a written declaration **directly to the Company** at the address for the Annual General Meeting.

Address for the Annual General Meeting:

JOST Werke SE

c/o Better Orange IR & HV AG

Landshuter Allee 10

80637 Munich, Germany

Email: [jost@linkmarketservices.eu](mailto:jost@linkmarketservices.eu)

Proxies that are granted **directly to the Company in written form**, i.e. by post or email, must for organizational reasons be received at the above-mentioned address for the Annual General Meeting **by 18:00 hours (CEST) on May 7, 2025** (receipt by the Company).

Also, the revocation of a previously granted proxy may be declared directly to the Company through the above-mentioned transmission channels. Separate proof concerning the granting of the proxy is no longer necessary in such case.

A proxy may also be revoked without any formalities on the day of the Annual General Meeting by the shareholder or the grantor of the proxy personally attending the Annual General Meeting.

Shareholders who wish to grant proxies to their representatives by making written declarations directly to the Company, i.e. by post or email sent to the above-mentioned address for the Annual General Meeting, are requested to use the forms provided by the Company for this purpose. A proxy form is printed on the admission ticket that will be sent to shareholders after they have duly registered. It can also be downloaded from the Company's website at <http://ir.jost-world.com/agm> or can be requested by post or email to the Company at the above-mentioned address for the Annual General Meeting.

If the proxy is not granted directly to the Company but to a representative (an Innenvollmacht or internal proxy), the granting of the proxy, the proof of authorization that is to be provided to the Company and, in principle, also any revocation of the proxy must be expressed in text form. Proof that a proxy has been granted to a representative can be provided by the representative presenting the proxy at the entrance control on the day of the Annual General Meeting.

Shareholders who wish to grant a proxy by making a declaration to the representative are requested to use the forms provided by the Company for this purpose.

Where a proxy is granted to an intermediary covered by Section 135 AktG, a voting rights consultant, a shareholders' association or a person who professionally offers shareholders his or her services in exercising voting rights at the Annual General Meeting, special conditions generally need to be observed and these should be clarified with the proxy holder directly.

#### 5) Procedure for exercising voting rights through the voting rights proxy holders designated by the Company

Shareholders who duly register will have the option to grant proxies to the voting rights proxy holders designated by the Company and to issue instructions to such proxy holders as to how to vote on their behalf. The voting rights proxy holders are obliged to cast votes in accordance with instructions and may not exercise the voting rights in their own discretion. We ask that shareholders bear in mind that the voting rights proxy holders can only exercise the voting rights for the agenda items for which they have received instructions and that they cannot accept instructions either before or during the Annual General Meeting for procedural motions. Nor can the voting rights proxy holders accept instructions to ask questions, to propose motions or to declare objections to resolutions adopted by the Annual General Meeting.

In advance of the Annual General Meeting, any proxies for and instructions to the voting rights proxy holders designated by the Company must be issued in written form, i.e. by post or email, to the above-mentioned address for the Annual General Meeting.

Shareholders who wish to grant proxies to the voting rights proxy holders designated by the Company in written form, i.e. by post or email, in advance of the Annual General Meeting may send the proxies together with instructions to the above-mentioned address for the Annual General Meeting by post or email by 18:00 hours (CEST) on 7 May 2025 (receipt by the Company). The same applies to a change or revocation of proxies that have been granted and instructions that have been issued in this way.

The personal attendance of a shareholder or an authorized third party (e.g. a credit institution or shareholders' association) at the Annual General Meeting shall be deemed to revoke any proxy and instructions previously issued to the voting rights proxy holders.

During the Annual General Meeting, proxies and instructions must be issued in text form.

A form for granting a proxy and issuing instructions to the voting rights proxy holders designated by the Company is printed on the admission ticket that will be sent to shareholders after they have duly registered. It can also be downloaded from the Company's website at <http://ir.jost-world.com/agm> or can be requested by post or email at the above-mentioned address for the Annual General Meeting.

**6) Information about shareholders' rights under Article 56 SE Regulation, Section 50 para. 2 SEAG and Sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG**

**a. Motions to add items to the agenda at the demand of a minority pursuant to Article 56 SE Regulation, Section 50 para. 2 SEAG or Section 122 para. 2 AktG**

Shareholders whose shares represent in the aggregate one twentieth of the registered share capital or the proportionate amount of EUR 500,000.00 (which corresponds to 500,000 no-par-value shares) may demand that items be put on the agenda and published. Each new item must be accompanied by a statement of reasons or a proposed resolution. The demand must be addressed to the Executive Board in written form and be received by the Company by midnight on April 7, 2025 (24:00 hours CEST).

Shareholders' demands for additions to the agenda may be sent to the following address of the Company:

JOST Werke SE  
Executive Board  
Siemensstraße 2  
63263 Neu-Isenburg, Germany

Additions to the agenda that the Company is obliged to announce will be published in the Federal Gazette (Bundesanzeiger) promptly after receipt of the demand and will be disseminated throughout the European Union. They will also be made available and communicated to the shareholders at <http://ir.jost-world.com/agm>.

**b. Counter-motions and nominations by shareholders pursuant to Sections 126 para. 1 and 127 AktG**

Counter-motions against a proposal made by the Executive Board and/or the Supervisory Board regarding a specific item on the agenda and shareholders' nominations regarding the election of the Supervisory Board (agenda item 8) as well as the auditor and the auditor of the sustainability report (agenda item 9), which the Company is obliged to make available to other shareholders before the Annual General Meeting, must be addressed exclusively to the address stated below. Any counter-motions or nominations that are sent to a different address will not be considered.

JOST Werke SE  
Investor Relations  
Siemensstraße 2,  
63263 Neu-Isenburg, Germany  
Email: [ir@jost-world.com](mailto:ir@jost-world.com)

Counter-motions and nominations that the Company is obliged to make available to the other shareholders will be published at <http://ir.jost-world.com/agm> without delay if they are received at the above address, together with proof of shareholder status, by midnight on April 23, 2025 (24:00 hours CEST). Any comments by management will also be published on the above-mentioned website.

The right of each shareholder to submit counter-motions to the various agenda items and nominations regarding the election of the Supervisory Board as well as the auditor and the auditor of the sustainability report to the Company during the Annual General Meeting, even without prior and timely submission, shall remain unaffected.

It should be noted that shareholders' counter-motions and election nominations can only be voted on if they are submitted during the Annual General Meeting – even if they have been submitted to the Company in advance and in due time.

### **c. Shareholders' rights to information pursuant to Section 131 para. 1 AktG**

Every shareholder is entitled, upon request in the Annual General Meeting, to information from the Executive Board concerning the Company's affairs, including its legal and business relations with affiliated enterprises and on the position of the Group and the enterprises included in the consolidated financial statements, insofar as the information is required to make an appropriate judgment on an agenda item.

The Executive Board may refrain from answering individual questions for the reasons stated in Section 131 para. 3 AktG, for example because providing the information would, according to sound business judgment, be capable of causing more than insignificant harm to the Company or an affiliated enterprise. The Articles of Association authorize the chairperson of the Annual General Meeting to restrict the right of shareholders to speak and to ask questions to an appropriate amount of time.

#### **7) Publications on the website; supplementary information pursuant to Section 124a AktG**

This invitation to the Annual General Meeting, the documents that the Company is obliged to make available, any motions by shareholders and further information (including about attending the Annual General Meeting and exercising voting and other exercisable shareholder rights and about granting proxies and issuing instructions) are also available on the Company's website at <http://ir.jost-world.com/agm>. The results of the voting will also be published there after the Annual General Meeting.

#### **8) Information concerning data protection for shareholders and shareholder representatives**

Information on the processing of personal data in connection with the Annual General Meeting are available at <http://ir.jost-world.com/agm>.

Neu-Isenburg, March 2025

JOST Werke SE

The Executive Board