

JOST Werke SE

Remuneration System for the Executive Board 2025

Remuneration system for the members of the Executive Board¹

1. Corporate strategy and main features of the remuneration system

JOST is committed to a responsible and transparent corporate governance geared to a sustainable and long-term development of the Company and the achievement of lasting operational success and a continuous increase of its value. The objective of corporate governance is to establish a balance between the requirements of the economy, ecology and society with a view to sustainable profitable growth.

The remuneration system for the Executive Board is therefore designed to promote the implementation of the corporate strategy in consideration of its duties, responsibilities and services. In its entirety and based on its individual elements, the remuneration system makes a significant contribution to promoting and implementing the corporate strategy by providing incentives for a sustainable and value-oriented development of the Company and by taking into account the interests of shareholders, customers, employees, business partners, the environment and society as stakeholders.

The current remuneration system for the Executive Board was approved by the Annual General Meeting on May 6, 2021 in accordance with Section 120a para. 1 of the German Stock Corporation Act (AktG) (the “**Remuneration System 2021**”).

The Supervisory Board regularly reviews whether the remuneration system continues to promote the sustainable corporate strategy, is in line with market practice but also competitive, and whether it takes into account the concerns of shareholders in a relevant way.

On the basis of these reviews, the Supervisory Board has further developed the Remuneration System 2021 with effect for the 2025 fiscal year (the “**Remuneration System 2025**”) in order to address operational and remuneration-related adjustment requirements and taking into account feedback from investors. The Remuneration System 2025 is based on the structure of the Remuneration System 2021, which has proven to be comprehensible, purposive and effective. The Remuneration System 2025 complies with the requirements of the AktG and, unless otherwise declared by the Company, with the recommendations of the German Corporate Governance Code (GCGC) as amended on April 28, 2022 (the “**GCGC**”). It focuses (even) more on sustainability and the long-term success of the Company. The following presentation provides an overview of the main adjustments:

Current structure in the Remuneration System 2021 (Variable Remuneration)

Possibility to adjust targets retrospectively as corrective adjustments

Retrospective adjustments of targets and thus of target remuneration by the Supervisory Board at its discretion are permitted (without the approval of the Annual General Meeting

Clawback-/Malus-Provisions

No Clawback-/Malus-Provisions in the existing Executive Board service contracts

Structure in the Remuneration System 2025 (Variable Remuneration): Main Adjustments and Background

Adjustment:

Retrospective target adjustments based on a discretionary decision by the Supervisory Board are no longer permitted. Adjustments are only possible within the legal framework and in accordance with Section 87 para. 2 and Section 87a para. 2 sentence 2 AktG.

Background:

Increasing the effectiveness of the say-on-pay resolution at the Annual General Meeting and achieving greater transparency for shareholders.

Adjustment:

Inclusion of market standard Clawback-/Malus-provisions in the Executive Board service contracts.

Background:

Implementation of Clawback-/Malus provision to further focus on sustainable and value-driven corporate governance. This counteracts taking unnecessary risks and short-term action.

¹ This document represents the English translation of the German “*Vergütungssystem für die Mitglieder des Vorstand*” which is the sole binding version.

Financial Performance Parameters (STI)

Exclusively adjusted EBITDA as financial performance parameter for Short-Term-Incentives (STI)

Adjustment:

Adjusted EBIT as STI performance parameter.

Background:

The adjusted EBIT provides a more detailed insight into the Company's actual profitability compared to the adjusted EBITDA as it also takes into account depreciation and amortization (excluding Purchase Price Allocation (PPA)), which are decisive for assessing efficient management.

Financial Performance Parameters (LTI)

Exclusively adjusted EBITDA as financial performance parameter for Long-Term-Incentives (LTI)

Adjustment:

Extension of the financial LTI performance parameters to two performance indicators. In the future, a three-year rolling average of adjusted EBIT and a three-year rolling average of ROCE are to be defined as LTI performance parameters.

Background:

The use of a three-year reference period for the LTI performance parameters focuses on JOST's sustainable business development and provides incentives for continuous improvement of the JOST Werke Group's financial performance over an extended period of time. The combination of the long-term development of ROCE and adjusted EBIT rewards the efficient allocation of capital and the Company's sustainable, profitable growth.

Weighting of STI and LTI

Weighting of 45% (STI) to 55% (LTI)

Adjustment:

Weighting of 40% (STI) to 60% (LTI).

Background:

The higher weighting of the LTI in the future will bring the corporate strategy of sustainable and long-term management even more into focus of the Executive Board remuneration.

Non-Financial Targets

Consideration of non-financial targets in the STI with a weighting of 10%.

Adjustment:

Berücksichtigung im STI mit einer Gewichtung von 20%.

Background:

Doubling the weighting of non-financial targets aims to bring the implementation of the corporate strategy with a view to sustainability (ESG) and the relevant interests of the key stakeholders more into focus of Executive Board remuneration.

Target Achievement Rate

- No claim on variable remuneration if Target Achievement Rate <80%..
- Full claim on variable remuneration if Target Achievement Rate >80%

Adjustment:

- No claim on variable remuneration if Target Achievement Rate <50%.
- Only 50% claim on variable remuneration if Target Achievement Rate between 50% and 70%.
- Full claim on variable remuneration if Target Achievement Rate >70%..

Background:

Compared to the old remuneration system, which granted a claim on variable remuneration if the Target Achievement Rate is 80% or higher, the new remuneration system is more complex and challenging. For this reason, the Supervisory Board has lowered the threshold for a claim on variable remuneration to a Target Achievement Rate of 70%. At the same time, the Supervisory Board has introduced a pro-rata 50% claim on the variable remuneration for a Target Achievement Rate between 50% and 70%. The pro-rata claim adequately rewards the performance of the Executive Board and the progress achieved. Furthermore, the direct correlation between the actual results achieved and the variable performance-related remuneration (the actual adjusted EBIT achieved is the basis for calculating the variable performance-related remuneration) provides a strong incentive for the Executive Board to achieve the highest possible EBIT and ROCE.

The Supervisory Board determines the specific remuneration for each Executive Board member on the basis of the Remuneration System 2025. In doing so, the Supervisory Board takes into account the following essential guidelines:

- The remuneration of the Executive Board members is to bear an appropriate relationship to their duties and performance.
- The remuneration of the Executive Board members is not to exceed the customary level of remuneration without specific reasons. The remuneration is to take into account specifically the size, complexity, internationality and economic situation of the Company and the level of the remuneration of comparable companies and its employees.
- The portion of the variable remuneration related to the achievement of long-term targets is to exceed the portion from short-term targets with the aim of aligning the remuneration of the Executive Board members specifically to the long-term and sustainable development of the Company.
- The individual performance of a Executive Board member is to be taken into account appropriately and success is to be rewarded. Failure to achieve targets is to result in an appropriate reduction in the variable remuneration. However, the remuneration structure is not to encourage Executive Board members to take inappropriate risks.

2. Resolution of the Annual General Meeting, application and assessment of the remuneration system and its appropriateness

The Supervisory Board develops and decides upon the remuneration system in compliance with the statutory provisions and by taking into account the recommendations and suggestions contained in the GCGC. In doing so, the Supervisory Board is supported by its Presiding and Nomination Committee. The measures provided for in the Supervisory Board's rules of procedure for preventing and dealing with conflicts of interest will be complied with.

When determining and reviewing the remuneration of the Executive Board, the Supervisory Board carries out a horizontal comparison with suitable companies with regard to the structure and amount of the remuneration. The Supervisory Board assesses the appropriateness of the remuneration system by making an external peer-group-comparison with the remuneration of management board members of comparable companies. For the purposes of the external comparison, the Supervisory

Board makes in particular a sector comparison in order to assess the appropriateness and customary level of the remuneration. Accordingly, apart from the size of the Company and its geographical location, the peer companies are chosen based on the sector in which they operate. The comparison takes into account the level of remuneration of SDAX companies and peer group companies in Germany². The Supervisory Board regularly reviews the appropriateness of the Executive Board's remuneration in a horizontal comparison to ensure that it is in line with market conditions and it is competitive in view of the Company's economic situation.

In assessing whether the remuneration is appropriate, the Supervisory Board also takes into account the circumstances within the Company. As part of the regular review of the appropriateness of the Executive Board's remuneration, the Supervisory Board particularly examines whether the weighting between the Executive Board's remuneration and the remuneration of the total workforce and senior management, and their respective changes, indicates a need for adjustment.

If necessary, the Supervisory Board may call upon external consultants, taking care that they are independent from the Executive Board and the Company when appointing them.

The remuneration system decided upon by the Supervisory Board on December 05, 2024 will be presented to the Annual General Meeting 2025 for approval.

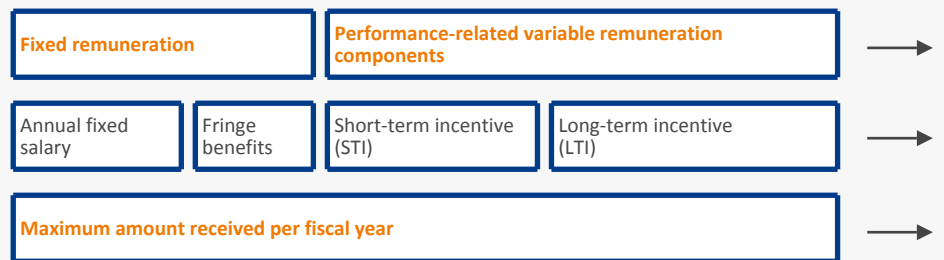
Following approval by the Annual General Meeting, the Remuneration System 2025 will apply to all service contracts for Executive Board members concluded after January 1, 2026. It is intended to amend the existing service contracts with the members of the Executive Board accordingly with effect from January 1, 2026.

3. Remuneration components, target total remuneration and maximum remuneration

The total remuneration for each Executive Board member consists of fixed non-performance related and, variable performance-related components. The fixed remuneration comprises the annual fixed salary and additional benefits (fixed remuneration). The performance-related variable remuneration comprises a one-year component (short-term incentive, STI) and a component over several years (long-term incentive, LTI).

² Dermapharm Holding SE, Dürr AG, Drägerwerke AG & Co. KGaA, Eckert & Ziegler Strahlen- und Medizintechnik AG, Elmos Semiconductor SE, ElringKlinger AG, Knorr-Bremse AG, Kontron AG, KSB SE & Co. KGaA, SAF Holland SE, Stabilus SE, Vossloh AG, Wacker Neuson SE.

Remuneration components



The individual remuneration components and the purposes of their granting in the remuneration system are summarized as follows:

Remuneration Components	Summary	Purpose
Fixed Remuneration	Fixed contractual agreement that is paid monthly (1/12 of the annual amount)	Appropriate, non-variable income
Pension Commitment	20% of fixed remuneration	Ensuring that no inappropriate risks are taken
Additional Benefits	Company car, job bike, etc. and allowance for health and nursing, etc.	Adequate amount to attract qualified top executives for the Company
STI (short-term variable remuneration)	80% financial and 20% non-financial targets 40% share of variable remuneration if targets are fully-achieved; amount corresponds to 0.4 x VV-Factor ¹ x actual adjusted EBIT achieved in the financial year Payment is made in the following year	Sets incentives for the Management Board to successfully implement the targets for the respective financial year Sets incentives for "quick action" in a cyclical industry to secure shareholder value
LTI (long-term variable remuneration)	80% EBIT-Target and 20% ROCE-Target on a 3-year weighted basis; Assessment based on Target Achievement Ratio (TAR) 60% share of variable remuneration if targets are fully-achieved; corresponds to 0.6 x VV-Factor ¹ x actual adjusted EBIT achieved in the financial year 100% granted in the form of stock awards, holding period of four years	Links the development of Management Board remuneration primarily with share price performance Provides a strong incentive to increase Total Shareholder Return (TSR) Incentive for sustainable/long-term corporate development
Clawback/Malus Provision	Payment claims on LTI/STI can be omitted (Malus) and could be reclaimed, if necessary (Clawback)	Prudent behavior, no unreasonable risks

1) VV-Factor = individual Executive Board remuneration factor of the individual Executive Board members

Fixed remuneration: annual fixed salary and additional benefits

Each Executive Board member receives an annual fixed salary, payable in cash in twelve equal instalments at the end of each calendar month. The annual fixed salary is based on the area of responsibility, experience of the respective member of the Executive Board as well as on market conditions. The purpose of the annual fixed salary is to attract and retain highly qualified executives with relevant professional and management experience as members of the Company's Executive Board. It also ensures that the Executive Board members receive appropriate basic remuneration and avoids taking unreasonable risks.

Further components of the fixed remuneration are additional benefits, which include, among other things, the possibility of providing a company car and a job bike, the inclusion of the individual member of the Executive Board in an accident insurance policy and an allowance for health and nursing. In addition to their annual fixed salary, Executive Board members have the opportunity to use an amount equal to 20% of their annual fixed salary in each full fiscal year for the purpose of an occupational pension by way of deferred remuneration.

Furthermore, the Company takes out and maintains appropriate financial loss liability group insurance (D&O insurance) to protect the Executive Board members against risks arising from their professional activities for the Company within the meaning of Section 93 para. 2 AktG.

Performance-related variable remuneration components; target total remuneration

The performance-related variable remuneration components comprise STI and LTI. The performance-related variable remuneration components depend on the achievement of financial and non-financial targets of the Company and its direct and indirect equity interests (collectively, the "JOST Werke Group"). The performance-related remuneration components are designed to create appropriate incentives for the Executive Board members to implement and develop the business strategy and risk strategy in the interest of all relevant stakeholders. They are intended to ensure sustainable and long-term corporate governance and development that will ensure lasting operational success and a continuous increase in the value of the Company.

The amount of the variable performance-related remuneration components assuming fully achieved targets is determined by the "total bonus" which is determined by the Supervisory Board for each completed financial year and which depends on an individual Executive Board remuneration factor (so-called "VV-Factor") to be determined with each Executive Board member in the Executive Board service

agreement and on the adjusted consolidated EBIT of the JOST Werke Group actually achieved in the past fiscal year. The “total bonus” amounts to a maximum of two times the annual fixed salary (cap).

The “total bonus” forms the basis for calculating STI and LTI. If the targets are fully achieved, the STI accounts for 40% of the total bonus and the LTI for 60%. In accordance with G.6 GCGC, the LTI exceeds the STI's share of the target total remuneration.

The target total remuneration corresponds to the sum of the fixed remuneration and the “total bonus” for the relevant fiscal year.

To determine the STI, the financial performance parameter is weighted at 80% and the non-financial performance parameters are weighted at 20% in total. To determine the LTI, the EBIT target is weighted at 80% and the ROCE target at 20%.

The individual targets of the LTI and STI and how their target achievement is determined can be summarized as follows:

	Performance parameter	Definition	Weighting
STI	Financial performance parameter (STI-EBIT-Target)	Achieving target EBIT of JOST Werke Group	80% in STI
	Non-financial performance parameter (ESG-Target)	Achieving JOST Werke Group's target in the areas of Environment, Social or Governance (ESG)	10% in STI
	Non-financial performance parameter (ESG 2/Business Development Target)	Achieving JOST Werke Group's strategic business development target or ESG target	10% in STI
LTI	Financial performance parameter (LTI-Average-EBIT-Target)	Achieving the adjusted EBIT target of JOST Werke Group on a rolling three-year average	80% in LTI Weighting of the rolling average (50% current year/30% previous year/20% penultimate year)
	Financial performance parameter (LTI-Average-ROCE-Target)	Achieving the ROCE target of JOST Werke Group on a rolling three-year average	20% in LTI Weighting of the rolling average (50% current year/30% previous year/20% penultimate year)
Target Achievement Ratio (TAR)		The Supervisory Board determines the targets for EBIT, ESG1, ESG 2 or BD and ROCE annually. The Target Achievement Ratio is determined by the ratio of the actual performance parameters achieved to the targets set by the Supervisory Board for the respective parameters.	

The amount of the STI is determined based on the combination of (i) the specific Target Achievement Rate (so-called TAR) of the financial and non-financial performance parameters of the STI and the subsequent threshold-dependent allocation of a Target Achievement Rate-Factor (so-called TAR-Factor), (ii) the individual VV-factor of the Executive Board members, (iii) the adjusted EBIT of the JOST Werke Group and (iv) the weighted share of the total bonus.

$$\begin{aligned} \text{STI} = & 40\% (\text{STI-share of total bonus}) \times \text{VV-factor} \times \text{adjusted EBIT} \\ & \times ((80\% \times \text{TAR-Factor for STI-EBIT-Target}) \\ & + (10\% \times \text{TAR-Factor for ESG 1-Target}) \\ & + (10\% \times \text{TAR-Factor for ESG 2-Target or BD-Target})) \end{aligned}$$

The amount of the LTI is determined based on the combination of (i) the specific Target Achievement Rate of the LTI financial performance parameters and the subsequent threshold-dependent allocation of a TAR-Factor, (ii) the individual VV-factor of the Executive Board members, (iii) the adjusted EBIT of the JOST Werke Group and (iv) the weighted share of the total bonus.

$$\begin{aligned} \text{LTI} = & 60\% (\text{LTI-share of total bonus}) \times \text{VV-factor} \times \text{adjusted EBIT} \\ & \times ((80\% \times \text{TAR-Factor for LTI-Average-EBIT-Target}) \\ & + (20\% \times \text{TAR-Factor for LTI-Average-ROCE-Target})) \end{aligned}$$

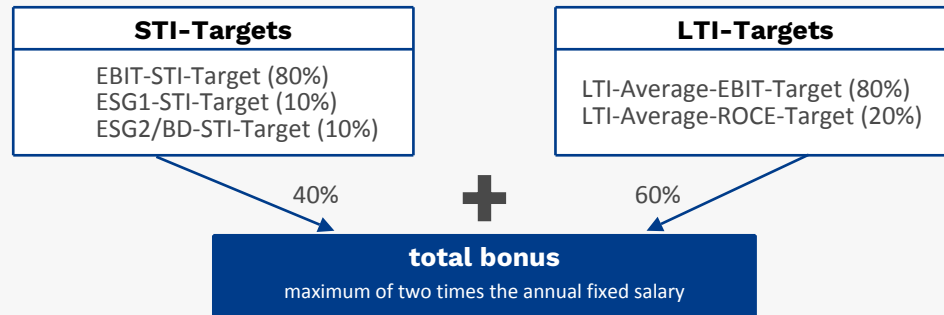
The Target Achievement Rate-Factor (TAR-Factor) ranges between 0 and 1 depending on the Target Achievement Rate as follows:

- If the Target Achievement Rate determined by the Supervisory Board for a financial year is below the threshold of 50% with regard to a financial performance parameter or with regard to a non-financial performance parameter, the respective Target Achievement Rate-Factor is 0.
- If the determined Target Achievement Rate is between 50% (including) and 70% (including), the respective Target Achievement Rate-Factor is 0.5.
- If the determined Target Achievement Rate is over 70%, the respective Target Achievement Rate-Factor is 1.0.

It should be noted that the direct correlation between the actual adjusted EBIT achieved and the variable performance-related remuneration provides a strong incentive for the Executive Board to achieve the target at 100% or exceed the target achievement with regard to the STI-EBIT-Target and the LTI-Average-EBIT-Target. The actual adjusted EBIT achieved is the basis for calculating the LTI and STI and therefore has a direct and material impact on the amount of the “total bonus”. At the same time, the remuneration system takes into account the fact that the Company operates in a cyclical market environment and that the actual adjusted EBIT is subject to cyclical fluctuations. The variable remuneration of the Executive Board rises and falls in line with the cyclical fluctuations of the Company. The system therefore provides strong

incentives for the Executive Board to maintain the Company's profitability at the highest possible level, even in a shrinking market environment.

The amount of variable performance-based remuneration awarded (STI and LTI) is capped at the “total bonus” and may not correspond to more than twice the annual fixed salary.



Assuming a target achievement of 100%, the amount of the “total bonus” is to be determined in the service contracts of Executive Board members such that during the term of the relevant contracts the remuneration components will – with reference to the target total remuneration – presumably and generally remain within the following ranges:

- Fixed remuneration: 30% to 49%;
- STI: 20% to 28%;
- LTI: 31% to 42%.

Depending on the actual target achievement and compared to the amount of the “total bonus” assuming a 100% target achievement, the individual financial and non-financial performance parameters can reach the following bandwidths:

- Adjusted EBIT of JOST-Group (STI-EBIT-Target and LTI-Average-EBIT-target): 0% to 80%;
- ROCE of JOST Werke Group: 0% to 12%;
- ESG-1- and ESG-2- or BD-Target: 0% to 8%.

The above will be based on an expenditure-related approach.

The target values to be used for determining the variable performance related remuneration components for each fiscal year will be established by the Supervisory Board for the Executive Board prior to the start of the relevant fiscal year, following consultation of the Executive Board and in consideration of the long-term plans of the

Executive Board and the overall economic situation of the Company as well as the market environment and in particular the strategic objectives of the Company (including its sustainability strategy). The targets are set in such a way that they are demanding and ambitious, as well as sufficiently specific to allow clear measurement of target achievement.

Specifically, the Supervisory Board defines target values for the financial performance parameters for the respective upcoming financial year, differentiating between STI and LTI.

Determining the STI-targets and STI-remuneration

For the STI, a specific target for the adjusted consolidated EBIT of the JOST Werke Group for the upcoming fiscal year is set.

The adjustments to the consolidated EBIT are predominantly non-operating and non-cash special effects from amortization of purchase price allocation (PPA-amortization) as well as adjustments in connection with M&A activities such as legal and consulting fees, M&A fees and due diligence costs. As M&A activities represent an important pillar of growth in JOST's long-term strategy, the Supervisory Board believes that the use of adjusted parameters allows a better assessment of the Company's actual operating profitability. In addition, the relevant period comparisons to assess the Company's development can be better presented. Furthermore, the adjusted EBIT is also used as a performance parameter for the variable remuneration of the Company's senior management. This also allows better comparability of the remuneration in a vertical comparison.

The adjusted consolidated EBIT, which is used to calculate the variable performance-related remuneration components, is derived from the EBIT reported in the consolidated financial statements of the JOST Werke Group and is audited annually by the auditor of the consolidated financial statements. The adjustments are transparently explained under the item “Exceptionals” in the notes to the consolidated financial statements.

The STI-EBIT-Target set annually by the Supervisory Board is compared with the adjusted consolidated EBIT actually achieved in the respective financial year. From this ratio, the TAR-factor for the financial component of the variable performance-related remuneration in the STI is derived.

Furthermore, the Supervisory Board also sets targets for the non-financial performance parameters (ESG-/BD-Targets) before the beginning of each financial year. ESG targets include climate protection, circular economy, sustainable supply chains, good corporate governance, occupational safety and good working conditions. These may include specific targets for ESG performance indicators such as CO2 emissions, occupational accidents or recycling rates. The BD-Targets include, for

example, product quality & customer satisfaction, innovation & digitalization, but also strategic corporate development, PMI-projects and IT-projects. The Supervisory Board can select up to three targets from each catalog. Alternatively, the Supervisory Board can select two ESG-Targets from the ESG-Target catalog instead of one ESG-Target and one BD-Target. These targets represent the ESG-Target and the BD-Target, on which the non-financial component of the STI depends. The Supervisory Board can focus on different non-financial performance parameters each year and ensure that the JOST Werke Group's sustainability strategy is pursued holistically.

After the end of the fiscal year, the Supervisory Board determines the actual STI target achievement by the Executive Board.

The STI-share of the variable remuneration is granted in cash and due for payment within two weeks after adoption of the consolidated audited annual financial statements of the JOST Werke Group for the fiscal year that has

Determining the LTI-targets and LTI-remuneration

For the LTI, targets are set for the JOST Werke Group's adjusted consolidated EBIT and ROCE, each reflecting a three-year average and calculated as follows:

- 50% weighting of the target value for the adjusted consolidated EBIT or ROCE set by the Supervisory Board for the respective financial year;
- 30% weighting of the actual adjusted consolidated EBIT or ROCE achieved in the previous financial year; and
- 20% weighting of the actual adjusted consolidated EBIT or ROCE achieved in the penultimate financial year.

The aforementioned values represent the LTI-Average-EBIT-Target and the LTI-Average-ROCE-Target, which are compared with the adjusted consolidated EBIT or ROCE actually achieved in the respective fiscal year. From this ratio, the respective TAR-factor of the respective financial component of the variable performance-related remuneration in the LTI is derived.

The LTI-share forms the main part of the variable remuneration and reflects the long-term success of the JOST Werke Group reflected in the share price of the Company over a period of four years and is granted in cash.

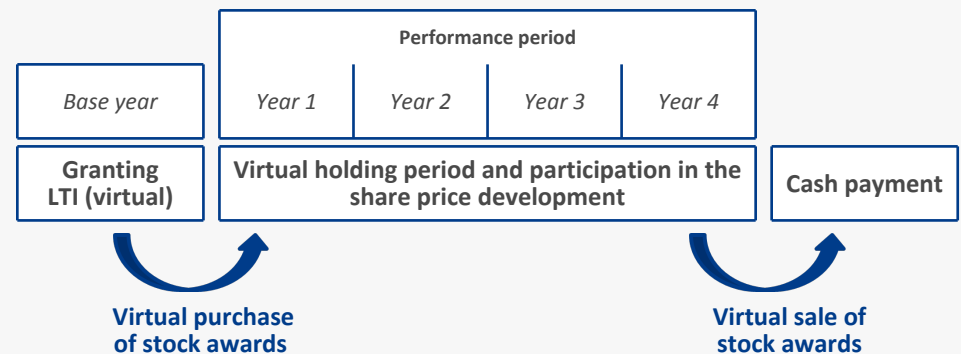
After the end of the financial year in respect of which the “total bonus” is awarded (known as the base year), the Supervisory Board determines the actual target achievement of the LTI.

Subject to the Target Achievement Rate, the LTI is entirely invested virtually in stock of the Company (known as stock awards).

The purchase price that is used for the stock awards is the volume-weighted average price of the share of the Company in XETRA trading at the Frankfurter Stock Exchange during the last 60 trading days of the base year.

After expiration of the four fiscal years following the base year, the stock awards will automatically be sold virtually. The price that is used for selling the stock awards is the volume-weighted average price of the share of the Company in XETRA trading at the Frankfurter Stock Exchange during the last 60 trading days of the fourth fiscal year following the base year. The virtual sales proceeds resulting from this will be due for payment within two weeks after the adoption of the consolidated and audited annual financial statements of the JOST Werke Group for the fourth fiscal year following the base year.

Any dividends distributed in the period between the virtual investment and the virtual sale of stock awards will be treated in each case as if re-investments in stock awards had been made at the price of the XETRA closing auction on the date of the distribution; the number of stock awards will increase accordingly. Any distortions of the share price that are caused technically will be corrected when the amount actually due to be paid out is calculated. The Supervisory Board will make the corrections required in an individual case and, in doing so, will strive to establish equality with a real investor.



Share Ownership Guidelines: The LTI share of the variable remuneration and thus – assuming that the targets are fully achieved – 60% of the variable performance-related remuneration are converted in total into virtual stock each year and thus granted on a share-based basis. There is a holding period of four years for the LTI share, as the sale of the stock awards is only allowed to take place after four years. Against this background, the Supervisory Board considers the incentive effect in the sense of a sustainable and long-term development of the Company to be sufficiently ensured by the share-based LTI remuneration provided for in the remuneration system as the

remuneration system sets strong incentives for the Executive Board to maximize the Total Shareholder Return. For this reason, the Supervisory Board does not require the Executive Board to acquire additional shares in the Company and to hold them until a certain date.

Maximum remuneration, inflow cap and adjustment option

The remuneration amounts expended in the aggregate for each Executive Board member (fixed remuneration and variable remuneration components) in each fiscal year are limited as follows (maximum remuneration within the meaning of Section 87 para. 1 no. 1 AktG):

- Chairman of the Executive Board (CEO): €3.0 million
- Other members of the Executive Board: €1.85 million

The above will be based on an expenditure-related approach.

If the remuneration for any fiscal year should exceed this upper limit, the variable remuneration components will be reduced accordingly.

In addition, in view of the fact that the LTI will only be paid out upon expiration of the fourth fiscal year following the base year, the remuneration of each Executive Board member is limited, with respect to the inflow in any fiscal year, to an amount five times the annual fixed salary on December 31 of the immediately preceding fiscal year (inflow cap). If the remuneration in any fiscal year should exceed this cap, the variable remuneration components to be received in such fiscal year will be reduced accordingly.

If the situation of the Company deteriorates to such an extent that the granting of the remuneration to an Executive Board member in the amount originally set by the Supervisory Board would constitute an inequity for the Company within the meaning of Section 87 para. 2 AktG, the Supervisory Board may temporarily deviate from the remuneration system and reduce the remuneration to an appropriate amount.

Other provisions

If an Executive Board member accepts Supervisory Board mandates, memberships on Executive Boards, Managing Director positions or similar positions in enterprises affiliated with the Company within the meaning of Section 15 AktG or any activities in associations or honorary offices at the Company's request, any claims to remuneration will be deemed fully settled by payment of the annual fixed salary and/or any remuneration paid will be fully set off against the annual fixed salary.

If an Executive Board member performs such tasks outside of enterprises affiliated with the Company within the meaning of Section 15 AktG, the Supervisory Board decides, at the time when prior approval is given, whether and to what extent any remuneration paid is to be set off.

Arrangements in the case of contract commencement and contract termination during a fiscal year

If a service contract of an Executive Board member commences or ends during a fiscal year, all remuneration components are granted on a pro rata basis with respect to the period of service completed in that fiscal year. Even if the Executive Board service contract ends, the provisions on payment dates and calculations contained therein remain in force with respect to any remuneration components that are still outstanding at such time.

In deviation from the above, all stock awards (including any re-investments attributable to stock awards) are forfeited which have been granted, or would have been granted, for the last twelve months prior to the date on which the Executive Board service contract effectively ends prematurely because

- the Executive Board member has terminated the service contract or requested a premature cancellation in the absence of good cause for which the Company is responsible (Section 626 of the German Civil Code (BGB)), or
- the Executive Board service contract is terminated for good cause for which the Executive Board member is responsible (Section 626 of the German Civil Code (BGB)).

In the case of a termination during a fiscal year, any stock awards which have been allocated for the penultimate base year are forfeited on a pro rata temporaris basis to the extent that the Executive Board service contract terminates prior to the end of that fiscal year. Any other cases of a premature termination of an Executive Board service contract do not result in forfeiture. In the event of the death of an Executive Board member, all stock awards become due immediately and are paid out within 30 days.

The Supervisory Board may provide in Executive Board service contracts that in particular in the following cases variable remuneration components may be retained or reclaimed in full or in part:

- in the case of any willful or grossly negligent violation of statutory duties or any violation of internal guidelines of the Company (compliance-malus or compliance-clawback);

- in cases where any variable remuneration components that are linked to the achievement of certain targets were improperly paid out on the basis of incorrect data (performance-malus or performance-clawback).

In the event of a premature termination of a service contract without good cause, payments, if any, to be made to an Executive Board member including additional benefits are limited to a maximum of two annual remuneration amounts (severance cap) and may, in the aggregate, not exceed the remuneration payable for the remaining term of the Executive Board service contract. The severance cap is to be calculated on the basis of the total remuneration of the previous fiscal year.

No commitments are made in the event of a premature termination of the services on the Executive Board due to a change of control (“**Change of Control**”).

The Supervisory Board may conclude a post-contractual non-compete agreement with any Executive Board member. The duration of the non-compete agreement is generally one year. During this period, the Executive Board member receives a monthly remuneration payment of generally 50% of the last monthly fixed salary paid, subject to any deductions (e.g. from other employment or from JOST Werke Group pension payments). In such a case the severance pay is to be set off against the remuneration for non-competition.

4. Temporary deviation

Subsequent target adjustments based on a discretionary decision by the Supervisory Board are not permitted. Adjustments are only permitted within the legal framework, according to which the Supervisory Board can temporarily deviate from the remuneration system in accordance with Section 87a para. 2 sentence 2 AktG if this is required in the interest of the long-term success of the Company. Such deviations may occur, for example, in times of severe corporate or economic crises, where extraordinary circumstances justify a temporary adjustment of the remuneration system. However, unfavorable market developments alone cannot be sufficient to justify a temporary deviation from the remuneration system.

Even in the event of a deviation, the remuneration must continue to be aligned with the long-term and sustainable development of the JOST Werke Group and be consistent with the performance of the Company and the performance of the Executive Board member. A temporary deviation can only occur after a careful analysis of the exceptional circumstances and requires a corresponding resolution of the Supervisory Board upon recommendation of the Presiding and Nomination Committee. This resolution shall identify the exceptional circumstances underlying and necessitating the deviation.

The components of the remuneration system that may be deviated from in exceptional cases are the fixed remuneration (in particular the amount and payment date) and the other additional benefits (amount, type and grant or payment date), the variable remuneration components (in particular the respective bases of assessment, the regulations for setting targets, for determining target achievement and for determining the amounts to be paid out, as well as the grant and payment dates), including the weighting between the remuneration components and the maximum remuneration. If it is not possible to restore the incentive effect of the remuneration appropriately by adjusting the existing remuneration components, the Supervisory Board is authorized to grant additional temporary remuneration components or to replace individual remuneration components with other components, provided that the conditions are met.

In the following year, the compensation report shall provide detailed information on the deviations, including an explanation of the necessity of the deviations and the specific elements of the remuneration system that were deviated from. This ensures transparency and enables stakeholders to understand the reasons for the temporary deviation.

5. Reporting

The Executive Board and the Supervisory Board prepare a remuneration report each year in accordance with statutory provisions. In this report the Supervisory Board explains in a transparent and comprehensible manner which performance criteria were applied, how they were applied, and how the respective amount of the variable remuneration components is calculated.

6. Scope of application of the compensation system

The present remuneration system for the Executive Board will apply to all service contracts for Executive Board members concluded from January 1, 2026. It is intended to amend the existing service contracts with the members of the Executive Board accordingly with effect from January 1, 2026. Any deviations due to existing prior commitments will be transparently disclosed in the compensation report.