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**CONSOLI —
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CORPORATE
GOVERNANCE
REPORT**

— PALFINGER AG ANNUAL REPORT 2024

CONSOLIDATED CORPORATE GOVERNANCE REPORT

DECLARATION PURSUANT TO SECTION 243C AND SECTION 267B OF THE AUSTRIAN BUSINESS CODE (UNTERNEHMENSGESETZBUCH, UGB)

PALFINGER is committed to the standards of the Austrian Code of Corporate Governance (www.corporate-governance.at), satisfies the requirements of the binding L-rules (legal requirements), and adheres to nearly all C-rules (comply or explain) of the Code.

Only C-Rules No. 39 and No. 53 (independence of the Supervisory Board and independence of the members of the committee members) are not fulfilled, based on the criteria for the independence of the Supervisory Board in accordance with Appendix 1 of the Corporate Governance Code.

With the Palfinger family, which directly or indirectly holds around 56.5 percent of the shares, PALFINGER AG has a stable core shareholder who is also represented on the Supervisory Board. HP Immobilien GmbH is a 100 percent subsidiary of the PALFINGER private foundation. Hubert Palfinger and Hannes Palfinger are beneficiaries of the PALFINGER private foundation. PALFINGER AG rents commercial space at the Kasern location from HP Immobilien GmbH and leases premises in Bergheim to the same company and consequently has a business relationship with this legal entity.

Gerhard Rauch is the managing partner of Walser GmbH and Chairman of the Board of Directors of Walser Schweiz AG. Walser Schweiz AG is a PALFINGER authorized dealer for Switzerland and Liechtenstein.

All members of the Supervisory Board of PALFINGER AG were elected by the Annual General Meeting. The performance of the members of the Supervisory Board to date has made a significant contribution to the success of PALFINGER AG in recent years. The balanced composition of the Supervisory Board, the prudent selection of the individual members based on professional and personal characteristics, and their knowledge of the company and the entire industry were of great importance.

If members of the Supervisory Board have conflicts of interest, they must immediately disclose this to the Chairman of the Supervisory Board in accordance with Rule 46 ÖCGK. No conflicts of interest were reported in the 2024 financial year.

This procedure and approach also apply with respect to the committee members (rule no. 39).

No agreements in accordance with rule no. 48 were submitted to the Supervisory Board for approval during the year 2024.

www.palfinger.ag/en/investors/corporate-governance; www.corporate-governance.at

GOVERNING BODIES OF THE COMPANY AND FUNCTIONING OF THE EXECUTIVE BOARD AND SUPERVISORY BOARD PURSUANT TO SECTION 243C(2) AND SECTION 267B OF THE UGB

In accordance with the Austrian Stock Corporation Act (Aktiengesetz, AktG), the Executive Board of PALFINGER AG manages the company under its own responsibility in the best interest of the company, taking into consideration the interests of all stakeholders. The foremost principles include fostering a positive working relationship and continuous communication with the other members of the board, keeping an open mind, and reaching decisions quickly and efficiently. The Executive Board leads the management teams responsible for operations in the individual segments and/or businesses and functions. In addition, the Executive Board is represented in the management of several PALFINGER holding companies in Austria.

The Supervisory Board of PALFINGER AG supervises the company’s management and supports the Executive Board with major decisions. The foundation of good corporate governance is open communication between the Executive Board and the Supervisory Board and within the respective Boards. This has been a long tradition at PALFINGER.

In accordance with Rule 36 ÖCGK, the Supervisory Board deals annually with the efficiency of its activities, in particular with its organization and working methods (self-evaluation).

EXECUTIVE BOARD²

Since January 8, 2024, the Executive Board consists of four members (previously three).

| Name | | Initial appointment | End of the term of office | Diversity factors ¹⁾ |
|---------------------------|--------|---------------------|---------------------------|---------------------------------|
| Andreas Klauser | (CEO) | 6/1/2018 | 5/31/2028 | male; born in 1965; AT |
| Felix Strohbichler | (CFO) | 10/1/2017 | 12/31/2027 | male; born in 1974; AT |
| Alexander Susanek | (COO) | 7/1/2023 | 6/30/2028 | male; born in 1975; DE |
| Maria Koller | (CHRO) | 1/8/2024 | 1/7/2029 | female; born in 1972; AT |

1) Diversity factors include gender, age, and nationality.

Andreas Klauser

CEO – CHIEF EXECUTIVE OFFICER (SINCE JUNE 1, 2018)

Born in 1965, Andreas Klauser began his career at STEYR Landmaschinentechnik in Upper Austria. He was responsible for the integration of twelve brands and nine business units in Turin, Italy, as the COO of CNH Industrial for the EMEA region until 2015. Most recently, Klauser was a member of the CNH Industrial board of directors based in the USA and Global Brand President of Case IH and STEYR. Andreas Klauser has been Chief Executive Officer of PALFINGER AG since June 2018. In this capacity, his responsibilities include Sales & Service, Strategy & Sustainability, P21st/Digital Transformation, Marketing & Communication, as well as Investor Relations and Sponsoring.

Andreas Klauser is also chairman of the supervisory board of Trivest AG.

² This section fulfills the disclosure requirements of the European Sustainability Reporting Standards (ESRS), which are applied in the consolidated non-financial statement as part of Palfinger’s management report (ESRS 2-GOV-1.21a, ESRS 2-GOV-AR5-G1-GOV-1.5b).

Felix Strohbichler

CFO – CHIEF FINANCIAL OFFICER (SINCE OCTOBER 1, 2017)

Born in 1974, Strohbichler became head of PALFINGER's Legal department in 2000. He went on to hold numerous executive positions in several areas of the PALFINGER Group, most recently that of EMEA Area Manager in charge of Marketing, Sales and Service, and Finance and Controlling. From May 2015 to September 2017 Strohbichler was managing director of B&C Industrieholding GmbH. In his capacity as CFO of PALFINGER AG, he has been responsible for the areas of Controlling, Accounting, Tax, Treasury, Risk Management, Internal Audit, Compliance, Sales & Operations Planning, Process and Quality Management, and Information and Communications Technology since October 2017.

Alexander Susanek

COO – CHIEF OPERATING OFFICER (SINCE JULY 1, 2023)

Born in 1975, Alexander Susanek began his career at MAN Trucks & Bus SE in Munich. After holding various specialist and management positions, he was General Manager of the assembly plant for heavy trucks in Niepolomice, Poland, from 2011 to 2014. He moved to the BMW Group in 2014. After holding positions as Head of Passenger Car Prototype Construction in Munich and Assembly Manager at the Regensburg plant, he took over as Managing Director of BMW Motoren GmbH in 2020, managing the BMW Group's largest engine plant worldwide in Steyr. Since November 2022, he has been responsible for global drive production at BMW. Since July 2023 he has been responsible as Chief Operating Officer for Operations, Product Line Management, Research & Development, Procurement, Health, Safety & Environment (HSE), and Supply Chain Management.

Maria Koller

CHRO – CHIEF HUMAN RESOURCES OFFICER (SINCE JANUARY 8, 2024)

Born in 1972, business psychologist Maria Koller began her professional career in 1998 as an HR expert at Alcatel in Austria. She then moved to NextiraOne in Stuttgart, where she worked as Human Resources Director for Germany from 2002. She built on her international experience from 2004 to 2006 in Paris at Platinum Equity, the owner of NextiraOne, as Human Resources Director for Europe. In 2007, she took on senior HR roles in the Danaher Group in the UK and Germany. In 2017, she took on the role of Executive Vice President Global HR at JENOPTIK AG. Maria Koller has been CHRO at PALFINGER AG since January 2024. She is responsible for human resources and legal affairs.

The Board of Management has overall responsibility for sustainability. The functions of Group Data Protection Officer and Issuer Compliance Officer also report to the full Board of Management.

 [Group Management Report, Remuneration of the Executive Board and Supervisory Board, page 243](#)

SUPERVISORY BOARD³

In 2024, the Supervisory Board of PALFINGER AG consisted of six members elected by the General Meeting and three members delegated by the Works Council. The Chairman of the Supervisory Board was Hubert Palfinger. His deputies were Gerhard Rauch and Hannes Palfinger.

In 2024, four regular Supervisory Board meetings were held. The main topics of the Supervisory Board meetings in 2024 were: the 2023 annual financial statements, important location and investment projects, ongoing business development, and the impact of challenging economic conditions related to the interest rate and economic landscape and the geopolitical situation. Other focal points included cost reduction measures, restructuring and expansion projects, risk management and the internal control system, as well as anti-corruption measures, sustainability priorities, and the strategic direction of the PALFINGER Group for the coming years.

 **Group Management Report, Report of the Supervisory Board, p. 267**

| Name | Initial appointment | End of the term of office | Diversity factors ²⁾ |
|---|---------------------|---------------------------|----------------------------------|
| Hubert Palfinger (Chairman of the Supervisory Board since 12/10/2013) | 4/13/2005 | AGM 2025 | male; born in 1969; AT |
| Gerhard Rauch (First Deputy Chairman since 6/6/2016) | 3/9/2016 | AGM 2026 | male; born in 1963; AT |
| Hannes Palfinger (Second Deputy Chairman since 12/10/2013) | 3/30/2011 | AGM 2026 | male; born in 1973; AT |
| Hannes Bogner | 3/8/2017 | AGM 2027 | male; born in 1959; AT |
| Isabel Diaz Rohr | 8/5/2020 | AGM 2025 | female; born in 1967; ESP/GER |
| Sita Mazumder | 4.7.2021 | AGM 2026 | female; born in 1970; CH |
| Johannes Kücher¹⁾ | 2/6/2015 | ¹⁾ | male; born in 1963; AT |
| Claudia Weindl¹⁾ | 8/16/2023 | ¹⁾ | female; born in 1991; AT |
| Erwin Asen¹⁾ | 12/20/2017 | ¹⁾ | male; born in 1971; AT |

¹⁾ Delegated by the works council.

²⁾ Diversity factors include gender, age, and nationality.

Hubert Palfinger

CHAIRMAN OF THE SUPERVISORY BOARD

After 15 years in various companies of the PALFINGER Group, Hubert Palfinger took over the management of Industrieholding GmbH in 2004. He has been a member of the Supervisory Board of PALFINGER AG since 2005 and became Deputy Chairman in September 2008. In 2013, he was elected Chairman of the Supervisory Board. Hubert Palfinger is also managing director of HP Immobilien GmbH.

Gerhard Rauch

FIRST DEPUTY CHAIRMAN

As a managing partner of the Walser Group, Gerhard Rauch has wide-ranging experience in truck body manufacturing and vehicle construction and has worked with the PALFINGER Group in this business area for decades. Mr. Rauch is managing partner of Walser GmbH and chairman of the board of Walser Schweiz AG (general agency Palfinger). He is also Chairman of the Board of Directors of Walser Zizers AG, Managing Partner of Kulhay Yachtwerft GmbH and managing partner of G.R. Property Ltd. Mr. Rauch is also Co-owner of Rauch Fruchtsäfte GmbH & Co OG. Furthermore, Mr. Rauch is the economic co-owner of Rauch Private foundation and beneficial owner of E.R. private foundation. He has been a member of the supervisory board since 2016 PALFINGER AG and 1st Deputy Chairman.

³ This section fulfills the disclosure requirements of the European Sustainability Reporting Standards (ESRS), which are applied in the consolidated non-financial statement as part of Palfinger's management report (ESRS 2-GOV-1.21a, ESRS 2-GOV-AR5, G1-GOV-1.5b).

Hannes Palfinger

SECOND DEPUTY CHAIRMAN

After studying business administration and pursuing a career as an athlete, Hannes Palfinger spent three years working for PricewaterhouseCoopers in Vienna as an assistant auditor. From 2007 to 2010, he held an executive position at Palfinger Systems GmbH. Hannes Palfinger is currently managing director of Clear Holding GmbH, HP Immobilien GmbH, Industrieholding GmbH, and Audiodata Lautsprecher GmbH. He has been a member of the Supervisory Board of PALFINGER AG since 2011 and Second Deputy Chairman since 2013.

Other positions held by members of the Supervisory Board⁴

Hannes Bogner

In addition to being a member of the Supervisory Board of PALFINGER AG, Hannes Bogner has a seat on the supervisory boards of Oberbank AG, BKS Bank AG, and the Bank für Tirol und Vorarlberg AG.

Isabel Diaz Rohr


In addition to her role as a member of the Supervisory Board of PALFINGER AG, Isabel Diaz Rohr is also a member of the Shareholders' Committee of Voith Management GmbH, a member of the Supervisory Board of Voith GmbH & Co. KGaA, and, since January 1, 2024, a member of the Advisory Board of Arburg GmbH + Co KG.

Sita Mazumder

In addition to her role as a member of the Supervisory Board of PALFINGER AG, Ms. Mazumder is a member of the Supervisory Board of Josef Manner & Comp AG (Vienna), where she chairs the Digitalization Committee. She is also a member of the Supervisory Board of the Rhomberg Group (Bregenz) and a member of the Swiss Federal Electricity Commission ECom (Bern), where she chairs the Market Surveillance Committee. Furthermore, Ms. Mazumder is a member of the Board of Directors and the Nomination and Compensation Committee of Clientis AG (Bern), where she chairs the Strategy Committee, Vice President of the Board of Directors of Hilti AG (Zurich), and a member of the Board of Directors of Helsana AG, where she chairs the Innovation/Digital Committee. Additionally, Ms. Mazumder is a Professor of IT and Business at the Lucerne University of Applied Sciences and Arts.

Apart from Hubert Palfinger and Hannes Palfinger, no Supervisory Board member owns stock or represents the interests of a holding of more than 10 percent in PALFINGER AG.

 www.palfinger.ag/en/company/management

 Remuneration of the Executive Board and Supervisory Board, p. 167

SUPERVISORY BOARD COMMITTEES

Audit Committee

The tasks and decision-making powers of the Audit Committee of PALFINGER AG comply with the provisions of the AktG. In 2024, three committee meetings were held, focusing primarily on the consolidated and annual financial statements, the internal control system, risk management, IFRS and accounting issues, internal auditing, the requirements for sustainability reporting and their implementation within the company, as well as cooperation with the external auditor.

The following were members of the Audit Committee in 2024: Hannes Bogner (Chairman, financial expert), Hubert Palfinger, Gerhard Rauch, Hannes Palfinger, and Johannes Kücher.

⁴ This section fulfills the disclosure requirements of the European Sustainability Reporting Standards (ESRS), which are applied in the consolidated non-financial statement as part of Palfinger's management report (ESRS 2-GOV-1.21c).

Nomination Committee

The election to the Supervisory Board by the Annual General Meeting is preceded by an election proposal by the Supervisory Board to the Annual General Meeting. This election proposal is based on a nomination by the nomination committee. If they are not elected for a shorter period of office, the members of the Supervisory Board are elected for the period up to the end of the Annual General Meeting that decides on the discharge for the fourth financial year after the election, not counting the financial year in which the election took place. When electing members of the Supervisory Board, the general meeting must pay attention to the professional and personal qualifications of the members in accordance with Section 87 (2a) AktG and to a professionally balanced composition of the Supervisory Board with regard to the structure and business area of the company. Furthermore, aspects of the diversity of the Supervisory Board with regard to the representation of both genders and the age structure as well as with regard to the internationality of the members must be adequately taken into account. Care must also be taken to ensure that no one is elected to the Supervisory Board who has been convicted of a criminal act that calls into question his or her professional reliability.

The Nomination Committee met once in 2024 and focused on issues related to the appointment and succession of Supervisory Board members.

The following were members of the Nomination Committee in 2024: Hubert Palfinger (Chairman), Gerhard Rauch, Hannes Palfinger, Hannes Bogner and Isabel Diaz Rohr.

Remuneration Committee

The Remuneration Committee met once in 2024. It dealt with the remuneration of the Executive Board members and conducted feedback discussions with them. Additionally, the Remuneration Committee was involved in amending the remuneration policy and preparing the remuneration report for the 2024 General Meeting.

The following were members of the Remuneration Committee in 2024: Hubert Palfinger (Chairman), Gerhard Rauch, Hannes Palfinger, Hannes Bogner and Isabel Diaz Rohr.

 [Remuneration of the Executive Board and Supervisory Board, p. 167 and 168](#)

Project Committee

The Project Committee is tasked with in-depth engagement of research and development projects, as well as preparing related reports and resolutions for the Supervisory Board. In 2024, no meetings of the Project Committee were held.

Members of the Project Committee in 2024 were: Hubert Palfinger (Chairman), Hannes Palfinger, Isabel Diaz Rohr and Johannes Kücher.

Digital Committee

The Digital Committee focuses in detail on digital technologies and the preparation of items for reports and resolutions on this issue for the Supervisory Board. In the two meetings held in 2024, the Digital Committee primarily conducted ongoing monitoring of existing projects and digitalization initiatives across various company departments. It also reviewed the strategic pillar "Go Digital," the P21st business unit, product digitalization, and the cyber-security strategy.

Members of the Digital Committee in 2024: Sita Mazumder (Chair), Isabel Diaz Rohr, Hannes Palfinger and Johannes Kücher.

AUDITOR

PwC Wirtschaftsprüfung GmbH, Vienna, was proposed by the Supervisory Board as the auditor of the 2024 financial statements and consolidated financial statements of PALFINGER AG and elected by the Annual General Meeting on April 10, 2024.

 Auditor's reports, p. 179

DIVERSITY PLAN⁵

PALFINGER understands diversity to include not only primary dimensions such as origin, cultural background, gender, and generations, but also secondary dimensions such as a person's working style, values, knowledge, and skills. PALFINGER is convinced that diversity, as part of its corporate culture, benefits all stakeholders and employees and therefore actively incorporates current study results and the scientific discourse on the topic into the development of measures. A cross-departmental diversity working group has been set up for this purpose.

When proposing candidates to the Annual General Meeting for Supervisory Board mandates and when nominating Executive Board members, care is taken to achieve a balance according to professional and diversity-related aspects. This approach helps to ensure the professional and successful work of the Supervisory Board and Executive Board. In addition to professional and personal qualifications, criteria such as age structure, origin, gender, education and experience background are also taken into account.

PROMOTION OF WOMEN ON THE EXECUTIVE BOARD, SUPERVISORY BOARD AND IN MANAGEMENT POSITIONS

Since January 2024, Maria Koller has been a member of the Executive Board of PALFINGER, increasing the proportion of women on the Board to 25 percent. In 2024, three women served on the Supervisory Board, representing 33 percent of its members. In the Global Management Team, five top management positions were held by women. In 2024, the proportion of women in the group was 14.9 percent (2023: 12.9 percent, excluding CIS and Romania), compared to 7.1 percent (2023: 6.2 percent) in top management. At lower levels, the proportion of female leaders roughly corresponds to the gender ratio of the entire group. Efforts are being intensified to recruit more women for new and replacement leadership positions.

⁵ This section fulfills the disclosure requirements of the European Sustainability Reporting Standards (ESRS), which are applied in the consolidated non-financial statement as part of Palfinger's management report (ESRS S1-1.24a & b).

REMUNERATION OF THE EXECUTIVE BOARD AND SUPERVISORY BOARD

At the Annual General Meeting on August 5, 2020, a resolution was passed regarding the remuneration policy of Palfinger AG. Amendments to the remuneration policy were presented to the Annual General Meeting on March 30, 2023, as well as on April 10, 2024, and approved.

Further, at the Annual General Meeting on August 5, 2020, the remuneration of the Supervisory Board in fiscal year 2020 and the ensuing years was revised. A further adjustment to Supervisory Board compensation was made at the Annual General Meeting on April 7, 2021.

The compensation policy and the compensation report in accordance with § 78c and § 98a AktG is available to all interested parties on the company website (www.palfinger.ag).

 www.palfinger.ag/en/investors/corporate-governance

EXTERNAL EVALUATION

According to C-rule 62 of the Austrian Corporate Governance Code (ÖCGK), the company must regularly, but at least every three years, appoint an external institution to assess the company's compliance with the Code's C-rules. PALFINGER has appointed PWC Wirtschaftsprüfung GmbH to assess the 2021 Corporate Governance Report with the exception of rules 77 through 83. Compliance with rules 77 through 83, providing these are C-rules, was assessed by Schönherr Rechtsanwälte GmbH.

The assessment came to the conclusion that PALFINGER adheres to nearly all C-rules (comply or explain), with the exception of the above mentioned rules nr. 39 and nr. 53, of the Austrian Code of Corporate Governance in the version of January 2024.

The reports on the external evaluation in accordance with Rule 62 ÖCGK are also available on the company website (www.palfinger.ag).

Bergheim, March 5, 2025

Andreas Klauser
CEO

Felix Strohbichler
CFO

Alexander Susanek
COO

Maria Koller
CHRO

 Consolidated financial statement, information on transactions with related parties, page 165

 www.palfinger.ag/en/investors/corporate-governance