



**PALFINGER AG**

Bergheim, FN 33393 h

ISIN AT0000758305

(the “company”)

**Invitation to the 36th Annual General Meeting**

We hereby invite our shareholders to the 36th Annual General Meeting of PALFINGER AG on **Wednesday, April 10, 2024 at 11:00 a.m., Vienna time, at the PALFINGER site in 5020 Salzburg, Franz-Wolfram-Scherer-Straße 24**, a domestic subsidiary and business premises of PALFINGER AG and other domestic companies within the group.

**I. AGENDA**

1. Presentation of the financial statements, including the management report and the corporate governance report, the consolidated financial statements, including the group management report, the proposal for the distribution of profits and the report of the Supervisory Board for the fiscal year 2023
2. Resolution on the distribution of the net result for the year
3. Resolution on release of the members of the Executive Board from liability for their management activities in the fiscal year 2023
4. Resolution on release of the members of the Supervisory Board from liability for their supervisory activities in the fiscal year 2023
5. Election of the auditor and consolidated financial statements auditor as well as the auditor of the sustainability report for fiscal year 2024
6. Resolution on the remuneration report
7. Resolution on the (amended) remuneration policy
8. Resolution on the amendment of item 23 in the articles of association “Remote participation and voting, transmission and recording of the Annual General Meeting, virtual Annual General Meeting”

## **II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVIDING INFORMATION ON THE WEBSITE**

In accordance with Sec. 108 (3 and 4) of the Stock Corporation Act, the following documents will be available on the company's website, **www.palfinger.ag**, no later than **March 20, 2024**:

- Annual Report 2023, including
  - Consolidated financial statements, including Group management report and
  - Corporate governance report
- Annual financial report, including
  - annual financial statements, including management report,
- Proposal for the appropriation of profits,
- Report of the Supervisory Board in accordance with Sec. 96 of the Stock Corporation Act,
- Proposed resolutions of the Executive Board and the Supervisory Board including remuneration report and remuneration policy,
- Form for granting a proxy,
- Form for granting a proxy and instructions to independent proxy holders (Austrian Shareholder Association),
- Form for revoking a proxy,
- Full text of this invitation.

## **III. RECORD DATE AND PREREQUISITES FOR ATTENDING THE ANNUAL GENERAL MEETING**

The shareholders' rights to attend the Annual General Meeting and to exercise their voting rights and the other shareholders' rights to be asserted in the course of the Annual General Meeting are governed by their shareholdings as of the **close of March 31, 2024 (midnight, Vienna time) (record date)**.

Only people who are shareholders on this reporting date and who can prove this to the company are entitled to attend the Annual General Meeting.

A deposit receipt in accordance with Sec. 10a of the Stock Corporation Act must be submitted to provide evidence of the shareholder's shareholding on the record date, which

is to be delivered to the company no later than **April 5, 2024** (24.00, Vienna time) exclusively via one of the communication channels and corresponding addresses indicated below:

(i)	for submission of the deposit receipt in text form, as is sufficient under art. 18 (2) of the Articles of Association
By email	<b>anmeldung.palfinger@hauptversammlung.at</b> (please attach deposit receipt in PDF format)
By Telefax	+43 1 8900 500 - 50
(ii)	for submission of the deposit receipt in written form
By post or courier	PALFINGER AG c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By SWIFT	GIBAATWGGMS (message type MT598 or MT599, always state ISIN AT0000758305 in the text)

Shareholders are requested to contact their custodian banks and make arrangements for the issue and transfer of a deposit receipt.

The record date has no effect on the shareholder's right to sell the shares and no relevance for any dividend entitlements.

#### **Deposit receipt in accordance with Sec. 10a of the Stock Corporation Act**

The deposit receipt is to be issued by the relevant custodian bank with its headquarters in a member state of the European Economic Area or in a full member state of the OECD and must include the following information (Sec. 10a (2) of the Stock Corporation Act):

- information on the issuer: name/company name and address or any code that is customarily used among credit institutions (SWIFT),
- information on the shareholder: name/company name, address, date of birth in the case of natural persons, or, if applicable, register and registration number in the case of legal entities,
- information on the shares: number of ISIN AT0000758305 shares held by the shareholder (commonly used international securities identification number),
- custody account number, securities identification number or other designation,

- date or time period to which the deposit receipt refers.

The deposit receipt used as evidence of the shareholding entitling the shareholder to attend the Annual General Meeting must refer to the close of the record date **March 31, 2024** (midnight, Vienna time).

A deposit receipt in the German or English language will be accepted.

#### **Proof of identity**

Shareholders and their representatives are asked to provide valid official photo ID for identification purposes when registering.

If you come to the Annual General Meeting as a proxy representative, please bring the proxy with you in addition to your official photo ID. If the original proxy has already been sent to the company, please provide a copy of the proxy to facilitate access.

PALFINGER AG reserves the right to ask for proof of identity of the persons attending the meeting. If it is not possible to verify a person's identity, admission may be denied.

#### **IV. APPOINTMENT OF A SPECIAL PROXY HOLDER AND THE PROCEDURE TO BE FOLLOWED**

Every shareholder who is entitled to attend the general meeting and has proven this to the company in accordance with the stipulations in point III. of this invitation has the right to grant a proxy to represent the shareholder at the Annual General Meeting and the bearer of the proxy has the same rights as the shareholder they represent.

The proxy must be granted to a specific person (a natural person or a legal entity) in text form (Sec. 13 (2) of the Stock Corporation Act), although several persons may also be authorized.

It is possible to grant a proxy both before and during the Annual General Meeting.

We offer the following communication channels and addresses for the submission of proxies:

By post or courier	PALFINGER AG c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By email	<b>anmeldung.palfinger@hauptversammlung.at</b> (Please send proxies in PDF format)
By Telefax	+43 1 8900 500 - 50
By SWIFT	GIBAATWGGMS (message type MT598 or MT599, always state ISIN AT0000758305 in the text)
In person	when registering for the Annual General Meeting at the meeting place

The proxies must be received by one of the above addresses no later than **4 p.m. on April 9, 2024**, unless they are handed over at the reception/registration of the Annual General Meeting on the day of the Annual General Meeting.

A proxy form and a form for revoking a proxy will be available on the company's website at **www.palfinger.ag** in the menu “Investors” and “Annual General Meeting” by March 20, 2024 at the latest. In the interest of smooth processing, please use the forms provided.

Details of the proxy, in particular the text form and content of the proxy, can be found on the proxy form made available to shareholders.

If the shareholder has granted proxy to their custodian bank (Sec. 10a Stock Corporation Act), it is sufficient if, in addition to the deposit receipt, the latter declares to the company that they have been granted proxy using the means provided for this.

Shareholders can also exercise their rights in person at the Annual General Meeting even after proxy has been granted. Appearing in person is considered to revoke a previously granted proxy.

The above provisions regarding the granting of proxies also apply to revoking proxies.

We ask for your understanding that, for organizational reasons, a maximum of two people per deposit receipt (one shareholder and one proxy or two proxies if the shareholder is not present) may be admitted.

### **Independent proxy holder**

As a special service, we offer our shareholders the option of having their voting rights exercised by an independent representative appointed by the company — the Austrian Shareholder Association (IVA), Feldmühlgasse 22, 1130 Vienna, [office@iva.or.at](mailto:office@iva.or.at), tel.: +43 1 87 63 343/30. Dr. Michael Knap ([michael.knap@iva.or.at](mailto:michael.knap@iva.or.at)) will represent these shareholders at the Annual General Meeting on behalf of the Austrian Shareholder Association.

The costs of the independent proxy are borne by PALFINGER AG. All other costs, in particular the bank charges for the deposit receipt or postage costs, must be borne by the shareholder.

To grant the IVA (Austrian Shareholder Association) as proxy, use the special form available on the company's website at [www.palfinger.ag](http://www.palfinger.ag) no later than **March 20, 2024**. The proxy must be received in a timely manner at one of the following addresses:

By post or courier:	Dr. Michael Knap c/o Interessenverband für Anleger (IVA) Feldmühlgasse 22, 1130 Vienna
or by email:	<a href="mailto:anmeldung.palfinger@hauptversammlung.at">anmeldung.palfinger@hauptversammlung.at</a>

If the IVA (Austrian Shareholder Association) is granted proxy, Dr. Michael Knap exercises voting rights exclusively on the basis of the instructions issued by the shareholder, which can be indicated on the special proxy form. If no instructions have been indicated, the proxy holder will vote in favor of the resolutions proposed by the Executive Board and the Supervisory Board. Please note that the proxy holder does not accept orders to speak, to appeal against resolutions of the general meeting or to ask questions or present motions.

The proposed resolutions that are put to the vote will be published by the company on the website at [www.palfinger.ag](http://www.palfinger.ag).

## **V. INFORMATION ON SHAREHOLDERS' RIGHTS UNDER SECS. 109, 110, 118 AND 119 OF THE STOCK CORPORATION ACT**

### **1. Additions to the agenda by shareholders pursuant to Sec. 109 of the Stock Corporation Act**

Shareholders who individually or jointly hold **5 percent of the share capital** and who have been the holders of these shares for at least three months prior to making such request are entitled to submit a written request that **additional items be put on the agenda** of this Annual General Meeting and be published, provided that such written request is delivered to the company no later than **March 20, 2024** (24.00, Vienna time) exclusively to the address: **5101 Bergheim bei Salzburg, Lamprechtshausener Bundesstrasse 8, Investor Relations Department, attn. Mr Hannes Roither**, or, if sent by email, with a qualified electronic signature to the e-mail address **h.roither@palfinger.com** or by SWIFT to the address GIBAATWGGMS. "Written" means signed by hand or in the company name of the shareholder submitting the request, if by email, by qualified electronic signature or, if by SWIFT, by message type MT598 or MT599, and it is essential that ISIN AT0000758305 is mentioned in the text.

Shareholders must also include proposed resolutions regarding each item on the agenda so requested, including a statement of grounds. The agenda item and the proposed resolution, but not the statement of grounds, must also be written in the German language. A deposit receipt in accordance with Sec. 10a of the Stock Corporation Act, stating that the shareholders making such requests have held their shares for at least three months prior to making such requests, must be submitted to evidence shareholder status; this certificate may be no more than seven days old at the time of submission to the company.

Multiple deposit receipts for shares that only meet the 5 percent shareholding requirement when aggregated must refer to the same time (date and time of day).

Regarding the remaining requirements for the deposit receipt, please refer to the information on the right to attend the Annual General Meeting (Item III of this invitation).

## **2. Resolutions proposed by shareholders for inclusion on the agenda pursuant to Sec. 110 of the Stock Corporation Act**

Shareholders jointly holding at least **1 percent of the share capital** are entitled to submit **proposed resolutions** on any item of the agenda, including a statement of grounds, in text form and to demand that such proposals, including the names of the respective shareholders, the statement of grounds and any statements made by the Executive Board or the Supervisory Board be made available on the company website recorded in the commercial register, if this request is delivered to the company in text form no later than **March 29, 2024** (24.00, Vienna time) either to **5101 Bergheim bei Salzburg,**

**Lamprechtshausener Bundesstrasse 8, Investor Relations Department, attn. Mr Hannes Roither**, or by e-mail to **[h.roither@palfinger.com](mailto:h.roither@palfinger.com)**, in which case the request must be attached to the email in text form, e.g. as a PDF file. If text form within the meaning of sec. 13 (2) of the Stock Corporation Act is prescribed for declarations, the declaration must be given in a document or in some other manner suitable for permanent reproduction in writing, the identity of the declarant must be given and the conclusion of the declaration must be made recognizable by reproduction of the signature or otherwise. The proposed resolution, but not the statement of grounds, must also be written in the German language.

Shareholder status must be proven by submitting a deposit receipt in accordance with Sec. 10a of the Stock Corporation Act, which may not be older than seven days at the time of submission to the company. Multiple deposit receipts for shares that only meet the 1 percent shareholding requirement when aggregated must refer to the same time (date and time of day).

Regarding the remaining requirements for the deposit receipt, please refer to the information on the right to attend the Annual General Meeting (Item III of this invitation).

### **3. Shareholders' right to be informed under Sec. 118 of the Stock Corporation Act**

At the Annual General Meeting, each shareholder has the right to be informed about any matters pertaining to the company if so requested, provided that such information is necessary for formulating a proper assessment regarding a particular agenda item. The right to be informed also extends to the company's legal relationships with any affiliated company as well as to the situation of the Group and of any companies included in the consolidated financial statements.

The company may refuse to supply such information if, according to sound business judgment, it could be seriously prejudicial to the company or one of its affiliated companies or if providing such information would constitute a criminal offense.

Requests for information must generally be made orally at the Annual General Meeting, but may also be made in writing.



Questions that require lengthy preparation of answers may be submitted in writing to the Executive Board in good time before the Annual General Meeting in order to ensure the smooth running of the meeting. Questions can be sent by post to the company at 5101 Bergheim near Salzburg, Lamprechtshausener Bundesstraße 8, Investor Relations Department, attn. Hannes Roither, or by email to [h.roither@palfinger.com](mailto:h.roither@palfinger.com).

**4. Motions made by shareholders at the Annual General Meeting pursuant to Sec. 119 of the Stock Corporation Act**

Every shareholder is entitled to submit motions on any item on the agenda at the Annual General Meeting, irrespective of whether or not they hold a particular shareholding. The prerequisite for this is proof of eligibility to participate in accordance with item III of this invitation. If there are several motions on an item on the agenda, the Chair determines the order of voting in accordance with Sec. 119 (3) of the Stock Corporation Act.

## **5. Information for shareholders regarding data protection**

PALFINGER AG processes the personal data of its shareholders (including, but not limited to, those in accordance with Sec. 10a (2) of the Stock Corporation Act, i.e. name, address, date of birth, securities account number, number of shares held by the shareholder, voting card number and, where applicable, name and date of birth of the proxy or proxies) on the basis of the applicable data privacy provisions, including, without being limited to, the **EU General Data Protection Regulation (GDPR)** and the Austrian **Data Protection Act**, to enable the shareholders to exercise their rights at the Annual General Meeting.

The processing of the personal data of shareholders is an unconditional requirement for the attendance of the shareholders and their representatives at the Annual General Meeting in accordance with the Stock Corporation Act. Consequently, **Article 6 (1) c) of the GDPR** provides the legal basis for data processing.

The **controller responsible** for the processing is **PALFINGER AG**. **PALFINGER AG** uses external **service providers**, such as notaries public, attorneys-at-law, banks and IT service providers for the purposes of organizing the Annual General Meeting. **PALFINGER AG** only provides them with the personal data needed to implement the services entrusted to them, and they will process such data exclusively in accordance with the instructions of **PALFINGER AG**. **PALFINGER AG** has entered into a **data privacy agreement** with these service providers to the extent required by law.

If a shareholder attends the Annual General Meeting, all shareholders present or their representatives, the members of the Executive Board and of the Supervisory Board, the notary public and all other persons with a statutory right to attend are entitled to inspect the **list of participants**, which must be kept by law (Sec. 117 of the Stock Corporation Act), and are therefore also entitled to access the personal data it lists (including name, residence, shareholding). Furthermore, **PALFINGER AG** is under a legal obligation to submit personal shareholder data (including the list of participants) to the **commercial register** as part of the notarized minutes (Sec. 120 of the Stock Corporation Act).

The shareholders' data are anonymized or erased as soon as they are no longer necessary for the purposes for which they were collected and/or processed, unless other statutory obligations require the continued storage of such data. **Duties of documentation and retention** result primarily from corporate law, stock corporation law and acquisition law, as well as from the laws on taxes and duties and the anti-money-laundering regulations.

Should shareholders assert legal claims against **PALFINGER AG** or should **PALFINGER AG** assert legal claims against shareholders, the storage of personal data serves the purpose of **clarifying and enforcing claims** on a case-by-case basis. In the context of legal proceedings before civil courts, this might result in the data being stored during the period of limitation, in addition to the duration of the legal proceedings until these have been concluded with final effect.

Each shareholder has a right of **access, rectification, restriction of processing, objection and erasure** regarding the processing of their personal data, as well as a **right to data portability** as described in Chapter 3 of the GDPR, all of which may be exercised at any time. Shareholders may exercise these rights free of charge by sending an email to **PALFINGER AG** at **datenschutz@palfinger.com** or by post at the following address:

PALFINGER AG 5101 Bergheim bei Salzburg, Lamprechtshausener Bundesstraße 8

Moreover, shareholders have the **right to lodge a complaint** with the **data protection authority** in accordance with Article 77 of the GDPR.

More information on data privacy, including a request for information form and a data protection statement, are available at the company's website, **www.palfinger.ag**.

## **VI. FURTHER DISCLOSURES AND INFORMATION**

### **Total number of shares and voting rights**

As of the date of the invitation to the Annual General Meeting, the company's share capital is EUR 37,593,258 and is divided into 37,593,258 no-par value shares. Each share entitles its holder to one vote at the Annual General Meeting.

As of the date of the invitation to the Annual General Meeting, the company holds 2,826,516 treasury shares.

Hence, as of the date of the invitation to the Annual General Meeting, the total number of voting rights amounts to 34,766,742.

There is only one class of shares.

The aim is to organize the event in accordance with the Austrian Ecolabel criteria for green meetings/events.

We would like to make it easier for you to travel by public transport. If possible, please choose an environmentally friendly mode of transport and refer to the latest timetable information at [www.oebb.at](http://www.oebb.at) and [www.westbahn.at](http://www.westbahn.at).

Please note that **guests** can only be admitted to the Annual General Meeting following **prior approval** from the company.

For information on barrier-free access to the Annual General Meeting, please send an email to: [events@palfinger.com](mailto:events@palfinger.com).

Bergheim bei Salzburg, March 2024

The Executive Board