



**PALFINGER AG**  
**Bergheim, FN 33393 h**

**Proposed resolutions of the Executive Board and the Supervisory Board  
for the  
36th Annual General Meeting  
April 10, 2024**

- 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**

Because these documents are presented to the Annual General Meeting merely for informational purposes, no resolution will be adopted in respect of this agenda item. The 2023 financial statements have already been approved by the Supervisory Board and have thus been adopted.

- 2. Resolution on the distribution of the net result for the year**

The Executive Board and the Supervisory Board propose that the net result for the year as reported in the adopted financial statements as at December 31, 2023 in the amount of EUR 202,215,424.99 be used as follows:

- Distribution of a dividend of EUR 1.05 per share entitling its holder to a dividend,  
i.e. dividends in the total amount of EUR 36,505,079.10
- Carry-forward of the remaining amount of EUR 165,710,345.89  
to a new account

The dividend payment date is April 18, 2024.

- 3. Resolution on release of the members of the Executive Board from liability for their management activities in the fiscal year 2023**

The Executive Board and the Supervisory Board propose that the members of the Executive Board holding office in the fiscal year 2023 be released from liability for their management activities during this period.

**4. Resolution on release of the members of the Supervisory Board from liability for their supervisory activities in the fiscal year 2023**

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board holding office in the fiscal year 2023 be released from liability for their management activities during this period.

**5. Election of the auditor and consolidated financial statements auditor as well as the auditor of the sustainability report for fiscal year 2024**

The Supervisory Board proposes that PwC Wirtschaftsprüfung GmbH, Vienna, be elected as auditor and consolidated financial statements auditor and, if necessary — insofar as this results from the legal requirements for fiscal year 2024 — as auditor of the legally binding sustainability report for fiscal year 2024.

This resolution proposed by the Supervisory Board is based on a recommendation of the Audit Committee to the Supervisory Board to propose PwC Wirtschaftsprüfung GmbH, Vienna, to the Annual General Meeting for the election of the auditor and the auditor of the sustainability report.

The EU Directive 2022/2464 Corporate Sustainability Reporting Directive (CSRD for short) obligates listed companies to have their sustainability report audited externally. The Austrian legislator has not yet transposed this EU Directive into national law on the date this proposed resolution was submitted. In order to avoid a subsequent extraordinary general meeting to appoint an auditor of the sustainability report for fiscal year 2024, a corresponding resolution should be passed at the coming Annual General Meeting.

**6. Resolution on the remuneration report**

The Executive Board and the Supervisory Board of a listed company shall prepare a clear and comprehensible remuneration report for the remuneration of the members of the Executive Board and the members of the Supervisory Board in accordance with Sec. 78c in conjunction with Sec. 98a of the Stock Corporation Act.

This remuneration report is to provide a comprehensive overview of the remuneration paid in the course of the past fiscal year to current and former members of the Executive Board and Supervisory Board in accordance with the remuneration policy (Sec. 78a in conjunction with Sec. 98a of the Stock Corporation Act), including all benefits in any form.

The remuneration report for the past fiscal year must be submitted to the Annual General Meeting for approval. The vote has the nature of a recommendation. The resolution cannot be contested (Sec. 78d para. 1 of the Stock Corporation Act).

The Executive Board and the Supervisory Board must make a proposal to adopt a resolution on the remuneration report in accordance with Sec. 108 para. 1 of the Stock Corporation Act.

At their meeting on March 6, 2024 the Executive Board and the Supervisory Board of **PALFINGER AG** adopted a remuneration report in accordance with Sec. 78c in conjunction with Sec. 98a of the Stock Corporation Act and proposed a resolution in accordance with Sec. 108 para. 1 of the Stock Corporation Act.

The Executive Board and Supervisory Board propose that the remuneration report for fiscal year 2023 available on the website recorded in the commercial register be adopted.

The remuneration report is attached to this proposed resolution as *Annex /1*.

#### **7. Resolution on the (amended) remuneration policy**

The Supervisory Board of a listed company must formulate the principles for the remuneration of the members of the Executive Board and the Supervisory Board in accordance with Sec. 78a in conjunction with Sec. 98a of the Stock Corporation Act (remuneration policy) and make a proposal for a resolution on the remuneration policy by the Annual General Meeting in accordance with Sec. 108 para. 1 of the Stock Corporation Act.

The remuneration policy must be submitted to the Annual General Meeting for a vote at least every fourth fiscal year and whenever there is a material change.

The Supervisory Board of PALFINGER AG revised and updated the principles for remunerating the members of the Executive Board and Supervisory Board in accordance with Sec. 78a in conjunction with Sec. 98a of the Stock Corporation Act at its meeting on March 6, 2024 (remuneration policy). This resulted in changes to some key details and the remuneration policy will therefore be presented again for resolution to the Annual General Meeting on April 10, 2024.

The Supervisory Board proposes to adopt the remuneration policy with regard to the principles for the remuneration of members of the Executive Board and the Supervisory Board, as made available on the website registered in the commercial register.

The (updated) remuneration policy is attached to this proposed resolution as Annex ./2.

The Annual General Meeting's vote on the remuneration policy is a recommendation. The resolution cannot be contested (Sec. 78b para. 1 of the Stock Corporation Act).

**8. Resolution on the amendment of the articles of association in item 23. "Remote participation and voting, transmission and recording of the Annual General Meeting, virtual Annual General Meeting"**

The Executive Board and Supervisory Board propose that the Articles of Association be amended in section 23 in paragraphs 23.13, 23.14 and 23.15 (the changes are highlighted in the text below) so that these provisions are now as follows:

"23.13 In addition, the company provides shareholders with an electronic communication channel, e.g. email, by which they can submit questions and proposals for resolutions to the company no later than the third working day before the Annual General Meeting **or at a later date still to be announced before the start of the meeting.** The questions and resolutions raised in this way must be read out at the Annual General Meeting or brought to the attention of shareholders in any other appropriate way, e.g. on the company's website (Sec. 5 para. 3 Austrian Virtual Shareholders Meeting Act).

23.14 In all votes in the virtual Annual General Meeting, shareholders can exercise their voting rights via electronic communication and, if necessary, also raise an objection in this way. Inline with the technical possibilities, the company may set up and announce a special email address on the day of the Annual General Meeting - which can be used by shareholders to exercise their voting rights or raise objections - and provide special voting software or a corresponding function on the company's website (AGM portal) for the purpose of exercising voting rights or raising an objection. **The Executive Board is authorized to provide that shareholders can cast their votes electronically up to a date still to be announced before the Annual General Meeting. The shareholders concerned can revoke their votes until the vote is taken at the virtual or hybrid Annual General Meeting and, if necessary, vote again. In addition, Section 126 of the Stock Corporation Act applies mutatis mutandis.**

23.15 At a virtual Annual General Meeting, the company provides shareholders at the company's expense with at least **two** suitable special **proxy holders** independent of the company, who may be authorized by the shareholders to submit resolutions, to vote and, if necessary, to raise an objection during the virtual Annual General Meeting (Sec. 5 para. 4 of the Austrian Virtual Shareholders Meeting Act)."

The Executive Board and Supervisory Board also propose that a new paragraph 23.16 be added to the Articles of Association in Section 23, which reads as follows:

"23.16 The above paragraphs 23.7 to 23.15 are time limited until December 31, 2027."

Annex. /1 Remuneration report

Annex. /2 Remuneration policy

Bergheim, March 6, 2024

The Executive Board

*[signed]*  
Andreas Klauser  
Chair

*[signed]*  
Felix Strohbichler

*[signed]*  
Alexander Susanek

*[signed]*  
Maria Koller

Chair of the Supervisory Board

*[signed]*  
Hubert Palfinger