PALFINGER AG
Bergheim, FN 33393 h

Proposed resolutions of the Executive Board and the Supervisory Board for the 37th Annual General Meeting
April 3, 2025

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 2024**
   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 2024 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, 2024 in the amount of EUR 246,969,369.17 be used as follows:

(i)	Distribution of a dividend of EUR 0.90 per share entitling its holder to a dividend, i.e. dividends in the total amount of	EUR 31,290,067.80
(ii)	Carry-forward of the remaining amount of to a new account	EUR 215,679,301.37

   The dividend payment date is April 10, 2025.

3. **Resolution on release of the members of the Executive Board from liability for their management activities in the fiscal year 2024**
   The Executive Board and the Supervisory Board propose that the members of the Executive Board holding office in the fiscal year 2024 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 2024

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board holding office in the fiscal year 2024 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 2025

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 2025 — as auditor of the legally binding sustainability report for fiscal year 2025.

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 2025, a corresponding resolution should be passed at the coming Annual General Meeting.

6. Election to fill two seats on the Supervisory Board

The term of office of Isabel Diaz Rohr and Hubert Palfinger as members of the Supervisory Board will expire at the close of the coming regular Annual General Meeting.

Under Item 10.1 of the Articles of Association of PALFINGER AG, the Supervisory Board shall consist of four to eight members elected by the Annual General Meeting.

Currently, i.e. since the last election by the Annual General Meeting, the Supervisory Board has consisted of six members elected by the Annual General Meeting. (This does not include the members delegated in accordance with the Austrian Labor Constitution Act.)

Two people would have to be elected to the Supervisory Board to retain the current number of members.

The Supervisory Board proposes that the two vacancies be filled, so that the Supervisory Board will again consist of six members elected by the Annual General

Meeting following the election to be held at the Annual General Meeting on April 3, 2025.
Sec. 86 para. 7 of the Stock Corporation Act (AktG) applies to PALFINGER AG. Of the current six shareholder representatives, there are four men and two women. The employee representatives are two men and one woman.
On the part of the shareholder representatives as well as the employee representatives on the Supervisory Board, the 30 % quota in accordance with Sec. 86 (7) of the Stock Corporation Act has already been fulfilled by means of the minimum shareholding requirement.
It is noted that the majority of the shareholder representatives has filed an objection in accordance with Sec. 86 (9) of the Stock Corporation Act. Therefore, there must be separate compliance with the minimum quota requirement under Sec. 86 (7) of the Stock Corporation Act.
When the Supervisory Board submitted the election proposal, it took into consideration that, if six shareholder representatives are elected to the Supervisory Board, at least two must be women to meet the minimum quota requirement (30%) in accordance with Sec. 86 (7) of the Stock Corporation Act.
The Supervisory Board makes the following election nominations based on the requirements of Sec. 87 (2a) of the Stock Corporation Act and the Corporate Governance Code.
The Supervisory Board nominates Marianne Heiß, born in 1972, and Hubert Palfinger, born in 1969, for election to the Supervisory Board, to take effect as of the end of the Annual General Meeting and remain in effect, in accordance with Item 10.2 of the Articles of Association and Section 87 (7) of the Stock Corporation Act respectively, until the close of the Annual General Meeting that adopts a resolution releasing them from liability for the fiscal year 2029.

The Supervisory Board intends to take a separate vote for each of the positions to be filled (two positions) at the coming Annual General Meeting. The vote will be taken in the order mentioned.
In the event of the election of the proposed persons by the Annual General Meeting, the Supervisory Board will again consist of six members who are shareholder representatives, of which four are men and two are women. The minimum quota requirement in accordance with Sec. 86 (7) of the Stock Corporation Act (30 % quota) is therefore fulfilled.

The right to rank the proposed persons for the individual positions is reserved.
Each of the persons nominated has made a declaration in accordance with Sec. 87 (2) of the Stock Corporation Act, which is also available on the Company's website, stating as follows:

1. all circumstances in connection with Sec. 87 (2) of the Stock Corporation Act have been disclosed and, in the opinion of the nominee, there are no circumstances that could give rise to concern regarding their bias,
2. no final judgment has been issued convicting the nominee of any criminal offense, particularly any criminal offense that could call their professional reliability into question under Sec. 87 (2a) (3) of the Stock Corporation Act, and
3. there are no obstacles to their appointment within the meaning of Sec. 86 (2 and 4) of the Stock Corporation Act.

The Supervisory Board's Nomination Committee prepared this proposal and has considered the professional and personal qualifications of the members and the professionally balanced composition of the Supervisory Board in accordance with Sec. 87 (2a) of the Stock Corporation Act in submitting the proposal and has given reasonable consideration to the aspect of the diversity Supervisory Board in terms of the representation of both genders and the age structure and internationalism of the members.

The Annual General Meeting is bound by the nominations in the elections in the following manner. Nominations for the election of Supervisory Board members, together with the declarations for each nominee in accordance with Sec. 87 (2) of the Stock Corporation Act, must be available on the company's website no later than March 27, 2025. Otherwise, the respective person may not be included in the voting. This also applies to election proposals by shareholders in accordance with Sec. 110 of the Stock Corporation Act, which must be received by the Company in text form no later than March 25, 2025.

7. 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 (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 (1) of the Stock Corporation Act.

At their meeting on March 5, 2025, the Executive Board and the Supervisory Board of PALFINGER AG adopted a remuneration report in accordance with Section 78c in conjunction with Sec. 98a of the Stock Corporation Act and proposed a resolution in accordance with Section 108 para. 2023 of the Stock Corporation Act.

The Executive Board and Supervisory Board propose that the remuneration report for fiscal year 2024 available on the website recorded in the commercial register be adopted.

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

8. Resolution on the authorization of the Executive Board

a) to acquire treasury shares in accordance with Section 65 para. 1 (8) and para. 1a and para. 1b of the Stock Corporation Act, both on and off the stock exchange, in an amount of up to 10% of the share capital, also excluding the right to sell on a quota basis, which may be associated with such an acquisition (reverse exclusion of subscription rights),

b) to provide in accordance with Section 65 para. 1b of the Stock Corporation Act, for the sale or use of treasury shares other than selling them on the stock exchange or by public offering, while applying the provisions relating to the exclusion of shareholders' subscription rights,

c) to reduce the share capital by retiring these treasury shares without any further resolution by the Annual General Meeting.

At the Annual General Meeting on April 7, 2021, the Executive Board was authorized to purchase treasury shares in accordance with Section 65 (1) (8) Stock Corporation Act.
This authorization to purchase expired on March 19, 2024.

The Executive Board and Supervisory Board therefore suggest that the next Annual General Meeting on April 3, 2025 should resolve the following on item 8 on the agenda:

a) In accordance with Section 65 (1) (8) and (1a and 1b Stock Corporation Act), the Executive Board is authorized to acquire company no-par value shares in the amount of up to 10% of the company's share capital for a period of validity of 30 months from April 3, 2025, until October 2, 2027, both on the stock exchange and over the counter, and only from individual shareholders, or from a single shareholder, at a lowest equivalent of EUR 10, - (euro ten) per share and a maximum equivalent of EUR 100, (euro one hundred) per share.

Trading in treasury shares is excluded as a purpose for acquiring shares. The authorization may be exercised in whole or in part or in several installments and in pursuit of one or more purposes by the Company, by a subsidiary (Sec. 189a sentence 7 of the Business Code) or by third parties for the account of the Company.

b) The Executive Board of PALFINGER AG may decide to acquire shares on the stock exchange, but the Supervisory Board must be informed of this decision after it has been taken. Off-market acquisition of shares is subject to the prior approval of the Supervisory Board. In the case of an off-market acquisition of shares, this can also be executed with the exclusion of the right to sell on a pro rata basis (reverse exclusion of subscription rights).
c) The Executive Board is authorized for a period of five years from the date of the resolution in accordance with Sec. 65 para. 1b of the Stock Corporation Act, with the consent of the Supervisory Board, to provide for the sale or use of treasury shares other than selling them on the stock exchange or by public offer, while applying the provisions relating to the exclusion of shareholders' subscription rights, The authorization may be exercised in whole or in part or in several installments and in pursuit of one or more purposes by the Company, by a subsidiary (Sec. 189a sentence 7 of the Business Code) or by third parties for the account of the Company.
d) The Executive Board is also authorized, with the consent of the Supervisory Board, to reduce the share capital, if necessary, by retiring these treasury shares without a further resolution by the Annual General Meeting in accordance with Sec. 65 para. 1 line 8 last sentence in conjunction with Sec. 122 of the Stock Corporation Act. The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the retirement of shares.

Regarding this agenda item reference is also made to the report of the Executive Board in accordance with Sec. 65 para. 1b of the Stock Corporation Act in conjunction with Sec. 170 para. 2 and Sec. 153 para. 4 sentence 2 of the Stock Corporation Act.

9. Resolution on the remuneration for the members of the Supervisory Board

The Executive Board and the Supervisory Board propose the following adjustments to the remuneration of the members of the Supervisory Board elected by the Annual General Meeting (the “shareholder representatives”), which was adopted at the Annual General Meeting of April 7, 2021, to compensate them for assuming the mandate and where applicable assuming the Chair and participating in the meetings of the Supervisory Board and its committees during the fiscal year 2025 and thereafter:

The following basic remuneration is established (in EUR):

- for the Chair of the Supervisory Board	94,000
- for the Vice-Chairs	59,000
- for each member of the Supervisory Board	54,000

In addition, the Chairs of certain committees receive the following remuneration (in EUR):

- for the Audit Committee	20,000
- for both the Nomination Committee and Remuneration Committee	5,000

There is no separate remuneration for simple committee membership for assuming the Chair of other committees.

The attendance fee for attending Supervisory Board meetings (for in-person or telephone meetings, i.e. via telephone, Internet or video connection) is set as follows per meeting (in EUR):

- for regular meetings of the Supervisory Board	4,000
- for extraordinary or constituent meetings of the Supervisory Board	2000

For meetings lasting several days, the attendance fee is only available once. There is no separate remuneration for attending committee meetings.

To the extent that members of the Supervisory Board or a committee have not been members of, or chaired, that governing body for the entire fiscal year, the remuneration shall be calculated pro rata (on a monthly basis).

Should members of the Supervisory Board - outside of meetings - travel or perform representative functions on behalf of the Company in exercising their Supervisory Board function, a daily rate of EUR 1,800 is set for these special activities. These activities shall be invoiced on a pro rata basis in half days.

The amounts mentioned above for the attendance fee, basic remuneration and the daily rate for special activities shall be value indexed commencing with the fiscal year 2026 (base figure January 2025) in accordance with the 2020 consumer price index published by Statistik Austria (and, if this is not disclosed, in accordance with any applicable index published after that). The basic remuneration and the attendance fee shall be adjusted for the relevant fiscal year based on the monthly index figure published for January of the fiscal year by Statistik Austria and the base figure for January 2025 or the latest index figure that affected value adjustment.

Annex. /1 Remuneration report

Bergheim bei Salzburg, on March 5, 2025

The Executive Board

[signed]	*[signed]*
……………………………………..	……………………………………..
Andreas Klauser Chair	Felix Strohbichler
[signed]	*[signed]*
……………………………………..	……………………………………..
Maria Koller	Alexander Susanek

Chair of the Supervisory Board

[signed]

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Hubert Palfinger

REMUNERATION REPORT OF PALFINGER AG FOR THE FISCAL YEAR 2024

I. ECONOMIC DEVELOPMENT AND SIGNIFICANT EVENTS IN THE FISCAL YEAR - FOREWORD BY THE CHAIR OF THE SUPERVISORY BOARD

Fiscal year 2024 shows how essential forward-looking planning and preparation are in times of increased volatility. Despite a weakening economy in EMEA and a recession in the construction industry in the core markets of Germany, France and Austria, PALFINGER proved its resilience.

Since the implementation of the GPO (Global PALFINGER Organization) in 2019, the package of measures consisting of optimization of working capital, consistent investment management and targeted cost reductions has proved successful. On this basis, PALFINGER generated revenue of EUR 2.36 billion (2023: EUR 2.45 billion) and an EBIT of EUR 185.6 million (2023: EUR 210.2 million). At 7.9 percent, the EBIT margin is below the comparable figure for the same period of the previous year (8.6 percent). The consolidated net result amounted to EUR 100.0 million (2023: EUR 107.7 million).

Although inflation fell significantly compared to previous years and the ECB cut the key interest rate in the Eurozone three times in a row, the economy in EMEA did not recover. On the contrary, the continuing high energy and labor costs are becoming an obstacle for many European industrial companies. Against this background, the PALFINGER value creation principle “in the region for the region”, i.e. regional manufacturing, is taking on central importance. This means that PALFINGER is using the comparative competitive advantages of best-cost locations such as in the Balkans, not just in support of its European production network. This principle reduces the risk of being affected by new tariffs. By producing in the USA for North America and relying on its regional supply chains, PALFINGER reduces the risk of potential transatlantic tariff developments. This advantage applies in all regions in which PALFINGER is active.

Another advantage that became apparent during the recession in the German construction industry is the company’s broad product portfolio. PALFINGER supplies highly differentiated, sometimes rapidly growing customer segments from forestry to offshore wind farms. In 2024, the construction industry contributed 35 percent of total revenue, and all other segments 65 percent. PALFINGER sees this diversity as a strategic strength that will play an even more important role in the future.

One of PALFINGER's core values is its focus on customers. In the past year, the company used leading trade fairs such as the IAA in Hanover and SMM in Hamburg to launch new products and intensify direct contact with customers. In June, the company’s largest Global Sales Conference to date was held in Salzburg, which was attended by more than 300 participants from 60 countries. An event week was organized around this conference and Supplier Day under the tagline “Building our way forward.” New paths were also taken during Capital Markets Day in December. The discussion with investors and analysts was intensified in smaller focus groups.

In addition to expanding the production network in Europe — including the opening of the extended plant for aerial work platforms in Löbau at the beginning of 2024, partial operation of the new site in Nis which started in summer, and the declaration of intent for a second production facility in Slovenia that was signed in December — the focus was on expanding supply chain management and strategic partnerships. At the same time, the networks in NAM have been sustainably expanded and strengthened.

Because the set of measures implemented in 2024 described above proved to be both efficient and effective, its main principles will be continued in 2025.

In view of the difficult framework conditions in 2024 and the continued subdued economic outlook in EMEA as well as general volatility, the Executive Board has adjusted the medium-term financial targets for 2027. The target is now revenue of EUR 2.7 billion, ROCE (Return on Capital Employed) of over twelve percent and an EBIT margin of ten percent.

In the opinion of the Remuneration Committee of PALFINGER AG's Supervisory Board, the remuneration of the members of the Executive Board for the year 2024 is designed to reward the performance of these executives in line with the market and to retain them and ensure a successful future for the company.

Hubert Palfinger, Chair of the Supervisory Board

II. BASIC PRINCIPLES OF THE REMUNERATION POLICY FOR THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD

II.1. THE REMUNERATION POLICY

PALFINGER AG's remuneration policy formulates the principles utilized in setting the remuneration of the Executive Board and the Supervisory Board of PALFINGER AG. The remuneration system implements the statutory provisions of the Austrian Stock Corporation Act (Secs. 78 et seq. of the Stock Corporation Act - AktG) and the recommendations of the Austrian Corporate Governance Code (ÖCGK). The remuneration policy pursues the overall goal of fostering sustainable, long-term corporate development.

PALFINGER AG's first remuneration policy was approved at the Annual General Meeting held on August 5, 2020 with the consent of 87.16 percent of the 79.58 percent share capital present, i.e. 69.36 percent of the total share capital. This remuneration policy was the basis for Executive Board remuneration, in particular the Long-Term Incentive Program (LTI) 2018-2022 and the Short-Term Incentive (STI), up to and including 2022.

An amended remuneration policy was submitted to the Annual General Meeting on March 30, 2023 for resolution. This was approved with the consent of 81.34 percent of the 73.88 percent share capital present, i.e. 60.1 percent of the total share capital. This remuneration policy forms the basis for Executive Board remuneration, in particular the Long-Term Incentive Program (LTI) and the Short-Term Incentive (STI) starting in 2023.

A further amendment to the remuneration policy was adopted at the Annual General Meeting on April 10, 2024. This was approved with the consent of 82.8 percent of the 73.08 percent share capital present, i.e. 60.5 percent of the total share capital.

The current remuneration policy is openly available on the company website (www.palfinger.ag/en/investoren/corporate-governance).

II.2. EXECUTIVE BOARD

The monetary remuneration of the Executive Board has several different components. In addition to fixed remuneration (base salary), there is a short-term variable performance bonus (Short-Term Incentive; STI) and a long-term variable performance bonus (Long-Term Incentive; LTI).

a. Base salary

The base salary is an annual fixed amount, which is paid out in 14 equal installments. The base salary includes payment for all overtime, trips, and travel time. The base salary also covers the assumption of governing body functions in the Group. The base salary is a competitive fixed amount, which covers general assumption of the Executive Board mandate and the related overall responsibility of the individual Executive Board members and provides an incentive for Executive Board members to always act for the benefit of the company and take the interests of shareholders, employees, and the public into account.

b. Short-Term Incentive (STI) up until 2022

The STI is based on the company's success in the recently ended fiscal year and depends on the Group's EBT as a financial target amount and on non-financial criteria. The weighting between the financial criterion and the non-financial criteria for the STI is in a ratio of 2:1. At the start of the fiscal year, the Remuneration Committee of the Supervisory Board sets a target value and a lower limit for the financial performance criterion for the current fiscal year as the evaluation period, which applies uniformly to all Executive Board members. If the target value is reached or exceeded, a target achievement level of 100 percent applies. The target achievement levels in the in-between areas are distributed along a straight line (linear interpolation). Thus, the STI is limited to 100 percent of the bonus for reaching the target value (both with respect to the financial component and overall). The claim to a bonus, which results from meeting the financial performance criterion, is supplemented by the discretionary component, which is not restricted to financial criteria. Discretionary performance is evaluated based on the collective performance of the entire Executive Board as well as the individual performance of the particular Executive Board member. With respect to individual performance, incentives can be set for the specific range of duties and departments of the individual Executive Board members, and sustainable, non-financial performance criteria can also be included in variable remuneration.

c. Short-Term Incentive (STI) starting 2023

In the 2023 remuneration policy, the non-financial, discretionary benefit criterion was removed from the STI. The previous financial target EBT, with a weighting of 66.67 percent, and the discretionary component, with a weighting of 33.33 percent, has been replaced by the EBIT margin with a weighting of 70 percent, the structural cost ratio and revenue, with a weighting of 15 percent each. At the start of the fiscal year, the Remuneration Committee of the Supervisory Board sets a target value, a lower limit and an upper limit for the performance criteria for the current fiscal year as the evaluation period, which applies uniformly to all Executive Board members. The target values for the performance criteria are calculated in accordance with the values of the annual budget approved by the company's Supervisory Board for the fiscal year for which the target value is set. If the lower limit is not reached, the target achievement level is 0 percent. The STI can therefore be completely omitted. If the target value is reached, a target achievement level of 100 percent applies. If the upper limit is reached or exceeded, the degree of target achievement is 125 percent. The STI is therefore limited to 125 percent of the target value incentive (cap). In the range between lower limit and target value and between target value and upper limit, the degrees of target achievement are distributed in a straight line (linear interpolation).

d. Long-Term Incentive (LTI) 2018-2022

The LTI is performance-based remuneration over a period of several years, which is aimed at providing a long-term incentive. In general, the LTI contract period is five years but can be longer or shorter. The LTI is granted based on target achievement as of the end of the LTI contract period. A financial performance criterion is used exclusively, i.e. Group ROCE. At the start of the LTI contract period, the Remuneration Committee of the Supervisory Board sets an LTI target value as well as upper and lower limits for the LTI financial performance criterion for each individual year of the evaluation period. In general, the evaluation period covers the entire LTI contract period, but it can be a shorter period within the LTI contract period. The LTI follows a savings model [Ansparmodell]. Therefore, an individual target achievement determination is made for each year of the evaluation period. A target achievement level is estimated for each year of the evaluation period, in which the target value is reached or exceeded. If the ROCE in the respective fiscal year is below the lower limit, the target achievement level is 0 percent. If the target value is reached, a target achievement level of 100 percent applies. If the target value is exceeded, a target achievement level of up to 200 percent is applied until the upper limit is reached. The target achievement levels in the in-between areas are distributed along a straight line (linear interpolation). The average of the target achievement levels for the individual years of the evaluation period is determined at the close of the last year of the LTI contract period. The LTI is paid out to Executive Board members in proportion to this average target achievement level. The target achievement level determined in this manner is capped at 100 percent. There is no overall lower limit. The prerequisite for payment of the LTI is

Executive Board membership during a reasonable minimum period of years within the LTI contract period. This is a strong incentive for the long-term loyalty and stability of the Executive Board. The retention effect is further increased by savings over several years.

The 2018-2022 LTI program ended in 2022. The LTI amounts of this LTI program were paid out to the Executive Board in 2023.

e. Long-Term Incentive (LTI) starting 2023

Following the expiry of the LTI program 2018-2022, a new LTI program was worked out and laid down in remuneration policy 2023. In the LTI, the group ROCE performance criterion, which was weighted at 100 percent in the 2020 remuneration policy, has been supplemented with a sustainability target with a weighting of 20-30 percent. Furthermore, the LTI payout amount depends on a share price-based factor. The LTI payout amount is now limited by a cap of 150 percent of the target value. In contrast to the savings model, which was defined in the 2018-2022 LTI program, the long-term variable bonus of the LTI program 2023 is based on a tranche model that provides for rolling annual tranches. In the 2024 remuneration policy, this model replaced the previous average analysis over the entire term of a multi-year LTI tranche with an assessment based on the last year of an LTI tranche. This makes the calculation of the LTI payout amount much easier and more transparent. Objectives will still be set for the long term, at the start of each LTI tranche. A payout is made annually. As a result of the staggered durations, an LTI tranche matures annually over the cycle.

II.3. SUPERVISORY BOARD

The Supervisory Board's remuneration consists of base remuneration for Supervisory Board activities and additional remuneration for Committee membership and an attendance fee for participation in Supervisory Board and Committee meetings.

Due to their more extensive range of duties and greater responsibility, the Chair of the Supervisory Board, the Vice-Chair of the Supervisory Board, the Committee Chairs, certain Committee members, and the financial expert can be granted higher base remuneration than regular Supervisory Board members.

In the Annual General Meeting on April 7, 2021, remuneration of the Supervisory Board for fiscal year 2021 and the following years was revised as follows.

The following basic remuneration is as follows:

- EUR 60,000 for the Chair of the Supervisory Board
- EUR 30,000 for the Vice-Chair
- EUR 18,000 for each member of the Supervisory Board
- EUR 20,000 for the Chair of a permanently established committee (with the exception of the Nomination Committee and the Remuneration Committee) for each mandate

- EUR 2,500 for each committee member per committee mandate

To the extent that members of the Supervisory Board or a committee have not been members of that governing body for the entire fiscal year, the remuneration shall be calculated pro rata (on a monthly basis).

The per-meeting attendance fee for attending meetings is as follows:

- EUR 3,000 (for physical participation in the meeting) or EUR 1,000 (for remote participation in the meeting – by telephone or by Internet or video conferencing) for Supervisory Board meetings
- EUR 1,500 (for physical participation in the meeting) or EUR 500 (for remote participation in the meeting – by telephone or by Internet or video conferencing) for committee meetings

Should members of the Supervisory Board - outside of meetings - travel or perform representative functions on behalf of the Company in exercising their Supervisory Board function, a daily rate of EUR 1,750 was set for these special activities. These activities shall be invoiced on a pro rata basis in half days.

The amounts mentioned above for the attendance fee, basic remuneration and the daily rate for special activities shall be value indexed commencing with the fiscal year 2022 (base figure January 2021) in accordance with the 2020 consumer price index published by Statistik Austria (and, if this is not disclosed, in accordance with any applicable index published after that). The basic remuneration and the attendance fee shall be adjusted for the relevant fiscal year based on the monthly index figure published for January of the fiscal year by Statistik Austria and the base figure for January 2021 or the latest index figure that affected value adjustment.

For the year 2023, remuneration for the Supervisory Board was paid on this basis in 2024.

III. PRESENTATION OF OVERALL REMUNERATION

III.1. EXECUTIVE BOARD

(Values in EUR thousand, unless stated otherwise)	Andreas Klauser		Martin Zehnder	Felix Strohbichler		Alexander Susanek		Maria Koller
	2023	**2024**	**2023** (2024 n/a)	**2023**	**2024**	**2023**	**2024**	**2024** (2023 n/a)
Fixed remuneration								
Base salary[1]	724	758	579	550	580	279	566	443
Remuneration in kind[2]	45	48	23	23	28	19	22	25
Subtotal	**769**	**806**	**602**	**573**	**608**	**298**	**588**	**468**
Variable remuneration								
Annual bonus (STI)[3]	629	649	0	536	556	246	491	377
Special annual bonus	0	0	0	0	0	0	0	0
Performance-based Long-Term Incentive (LTI)[4]	1,856	1,119	0	1,491	902	714	841	658
Subtotal	**2,485**	**1,768**	**0**	**2,027**	**1,457**	**960**	**1,332**	**1,035**
Other remuneration								
One-time payment	0	0	1,578	0	0	0	0	0
Total	**3,254**	**2,574**	**2,180**	**2,600**	**2,065**	**1,258**	**1,920**	**1,503**
Payment of previous year's bonus	413	629	354	354	536	0	246	0
Payout LTI	5,543	1,856	3,936	4,472	1,491	0	714	0
Relative proportion of fixed components (in %)	24	31	28	22	29	24	31	31
Relative proportion of variable components (in %)	76	69	72	78	71	76	69	69
Total 2023/2024				**9,292/8,063**				

[1] **Base salary:** The base salary is indexed to the CPI.

[2] **Remuneration in kind:** The non-cash benefits shown relate to the company cars of the members of the Executive Board. These are made available to each member of the Executive Board irrespective of performance and can also be used privately. The values shown are based on a calculation which combines the leasing installments, the fully comprehensive motor vehicle insurance and the running costs for an underlying mileage to form a total cost rate. Furthermore, the costs of accident insurance (2023/2024: EUR 300) are included in the remuneration in kind for each of the Executive Board members.

[3] **Annual bonus (STI):** The target values for the STI's **financial performance criterion** in 2024 are derived from the 2024 budget and are as follows:

(Values in EUR million, unless otherwise stated)	Lower limit (0%)	Target (100%)	Upper limit (125%)	Actual	Target achieved (Cap: 125%)
EBIT margin (weighted 70%)	5%	7%	8%	7.87%	121.75%
Structural cost ratio (weighted 15%)	32.3%	29.3%	27.3%	30.42%	62.67%
Revenue (weighted 15%)	2,045.95	2,407	2,647.70	2,359.84	86.94%
Weighted overall target achievement					**107.67%**

According to the 2024 financial statements, the EBIT margin is 7.87 percent and the structural cost ratio is 30.42 percent. Revenue was reported at EUR 2,359.84 million. Linear interpolation between the target values and the upper and lower limits results in the target achievement levels shown in the table above. The overall target achievement of 107.67% percent is determined by the corresponding weighting of the target achievement levels.

The following payout amounts are calculated based on the overall target achievement level and target value bonuses.

(Values in EUR thousand, unless stated otherwise)	Target bonus	Target achieved 0% - 125%	STI 2024
Andreas Klauser	603	107.67%	649
Felix Strohbichler	516	107.67%	556
Alexander Susanek	456	107.67%	491
Maria Koller	350	107.67%	377

The annual STI target bonus is value adjusted in line with the CPI. The STI amounts will be paid out in 2025.

[4] **Long-Term Incentive (LTI):**

LTI program 2018-2022

The LTI contract period extended from 2018 to 2022. The following LTI targets were set (for 2018, 2019, 2020, 2021 and 2022):

	Lower limit	Target	Upper limit
ROCE	6.65%	9.15%	11.65%
Target achievement level	0%	100%	200%

This resulted in the following target achievement levels for the members of the Executive Board for the years of the LTI contract period:

	2018	2019	2020	2021	2022
ROCE	8.50%	9.86%	6.86%	11.2%	9.38%
Target achievement level	74%	128.40%	66.67%[1)]	182.0%	109.2%

1) partly as a special bonus

The target amount of the total payout was set at five times the annual remuneration for each individual Executive Board member. “Annual remuneration” stood for the annual fixed salary plus bonus (STI - Short Time Incentive), but excluding other remuneration components (e.g. company car or other remuneration in kind), where the average of the years 2020 to 2022 was used. The local gross annual remuneration was used for the calculation based on the individual employment contracts. For the purposes of the calculation, a notional target achievement of 100 percent of the bonus (STI - Short Time Incentive) was assumed. The LTI contract period ended at the end of fiscal year 2022. The overall fulfilment of the LTI was calculated on the basis of the averages of the target achievements in the years 2018 to 2022. Overall fulfillment was capped at 100 percent. Mathematically, this resulted in an overall level of fulfilment of 112 percent, which means that the cap of 100 percent applies.

For the purposes of this presentation for the years 2020 and 2021, IFRS provision logic is applied. The provision was based on the assumption of an average target achievement level of 100 percent (at the end of the LTI contract period). This was because over-achievement is possible in individual years (achievement level of up to 200 percent of target), and under-achievement (such as in 2018 and 2020) could thus be compensated for in subsequent years. The allocation of the provision was based on a forecast calculation relating to the increase in basic remuneration and non-wage costs. The forecast was made more precise in 2022 based on actual values.

(Value in EUR thousand)	Accumulated allocation LTI (2018 to 2020)	Accumulated allocation LTI (2018 to 2021)	Payout sum LTI (paid out in 2023)
Andreas Klauser	3,557	4,301	5,543
Martin Zehnder	2,559	3,087	3,936
Felix Strohbichler	2,739	3,333	4,472

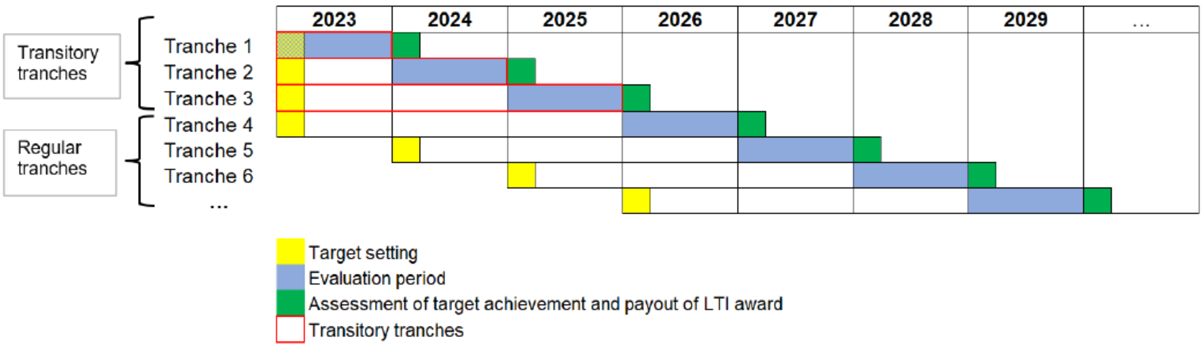
The accumulated allocation and the payout sum for Andreas Klauser took into account an agreement according to which, in view of his appointment to the Executive Board during the year, he was entitled to a pro rata amount of 7/12 of the LTI for the 2018 fiscal year in the first year of the LTI agreement period (starting June 1, 2018).

The accumulated allocation and the payout sum for Martin Zehnder took into account an agreement that he would not receive a quota-based LTI for 2018 because Martin Zehnder (who had been a member of the Executive Board since 2008) received a payout for 2018 from a previous program. Consequently, there is no allocation for 2018.

The LTI amounts from the 2018-2022 LTI program were paid out in 2023.

LTI program starting 2023 — tranche 2 for 2024

As part of the entry into the LTI program starting 2023, the Remuneration Committee provided for a cut-in scheme for the years 2023 to 2026 that has been agreed with the members of the Executive Board, which provides for three cut-in tranches. These first three LTI tranches have durations of one (1st tranche), two (2nd tranche) and three (3rd tranche) years. All other (regular) LTI tranches have a duration of four years.



In 2024, the payout amount had to be determined on the basis of the achievement of the first LTI tranche in the target achievement period 2023. Fiscal year 2024 was the target assessment period for tranche 2, which is to be paid out in 2025.

Financial target: The financial target for tranche 2 of the LTI program starting 2023 (target assessment period 2024) has been defined as follows in accordance with medium-term planning 2023-2027:

LTI program starting 2023 — financial target tranche 2	**Lower limit**	**Target**	**Upper limit**
ROCE	7.8%	10.8%	12.3%
Target achievement level	0%	100%	150%

The weighting of the financial target was set at 80 percent.

The ROCE for fiscal year 2024 is reported at 10.31 percent, which results in a target achievement rate of 83.67% percent using linear interpolation between target value (100 percent) and lower limit (0 percent).

Non-financial target: For tranche 2, the ESG targets in the LTI are being used for the first time. For tranche 2 and the target assessment period 2024, the Remuneration Committee specified an assessment of target achievement based on two sustainability indicators. From the KPIs relevant to company governance, two indicators have been selected according to strategic importance and impact, which cover the areas of environmental and social:

- Total Recordable Injury Rate (TRIR)
- Scope 1 and 2 emissions, in tons of CO2 (t CO2e)

The weighting of the non-financial target was set at 20 percent. Each of the non-financial target indicators is included in the LTI calculation in equal measure and therefore with a weighting of 10% each. The achievement of objectives must be determined for each key figure. The average of the target achievement of both indicators is then used to arrive at the non-financial performance criterion.

The target was set for tranches 2 to 5 along the target path defined in 2024.

The specific target for tranche 2 is as follows:

LTI program starting 2023 — non-financial target tranche 2	**Lower limit**	**Target**	**Upper limit**
CO2 per ton (10% weighting)	34,515	31,377	n/a
TRIR (10% weighting)	12.21	11.10	10.55
Target achievement level	0%	100%	150%

For fiscal year 2024, TRIR is reported at 8.43. This is significantly below the value set as an upper limit, so that a target achievement rate of 150 percent is to be applied.

For the CO_2 target, over fulfilment has been ruled out. CO_2 emissions of 30,250 t are reported for the fiscal year. This results in a target achievement level of 100 percent. The average target achievement level calculated from the two non-financial indicators is 125 percent.

Share price-based factor: The share price-based factor for tranche 2 is calculated from the change in the (a) average daily official closing price of PALFINGER shares on the Vienna Stock Exchange in the fiscal year before the start of the tranche (this is the year 2022 for tranche 2) compared to the (b) average daily official closing price of PALFINGER shares on the Vienna Stock Exchange in the fiscal year before the end of tranche (this is 2024 for tranche 2). The value determined using this method is 0.895.

Overall LTI target achievement level: The overall target achievement for LTI tranche 2 is calculated as follows:

Overall calculation:

$$(\underbrace{83.67\% \times 0.8}_{\text{Financial target}} + \underbrace{125\% \times 0.2)}_{\text{Non-financial target}} \times \underbrace{0.895}_{\text{Share price-based factor}} = \mathbf{82.28\%}\ \text{overall target achievement level LTI tranche 2 (2024)}$$

The LTI amounts for tranche 2 are calculated on the basis of the target value bonus and overall target achievement.

(Values in EUR thousand, unless stated otherwise)	Target bonus	Target achieved 0% - 125%	LTI program starting 2023 — tranche 2
Andreas Klauser	1,360	82.28%	1,119
Felix Strohbichler	1,096	82.28%	902
Alexander Susanek	1,022	82.28%	841
Maria Koller	800	82.28%	658

The LTI target value bonus is indexed using the reference indicators. The STI amounts will be paid out in 2025.

Insurance

The Executive Board members have health, accident, and retirement insurance under the Austrian social security system. The social security contributions are divided between the Executive Board members and the company in accordance with the applicable statutory key, and the company pays its statutory contribution to an employee pension fund. Accident insurance has also been taken out for members of the Executive Board.

In addition to the insurance policies reported under remuneration in kind, the members of PALFINGER AG's Executive Board are also covered by a Group-wide "Directors & Officers" (D&O) insurance policy taken out for a group of executives and managers.

Termination of contract and severance pay

The requirements set out in C Rule 27a of the Austrian Corporate Governance Code (ÖCGK) in the event of a premature termination of the contract have been taken into account.

If an Executive Board member is removed by the Supervisory Board early in accordance with Sec. 75 of the Stock Corporation Act and there is no ground for dismissal under Sec. 27 of the Austrian Salaried Employee Act (AngG), the company can dissolve the employment contract in compliance with a termination notice period. The termination notice period shall be 24 months (unless the employment contract expires sooner). In this case, the member of the Executive Board shall also be entitled to terminate the contract. Notice periods ranging between 6 and 24 months must be observed.

Former members of the Executive Board

Manfred Kreibich (member of the Executive Board from 1988 to 1997) received a company pension of EUR 15 thousand in 2024 (2023: EUR 15 thousand). This is based on a pension commitment from 1997.

III.2. SUPERVISORY BOARD

2023[1)] (Value in EUR thousand)	Hubert Palfinger	Hannes Palfinger	Gerhard Rauch	Hannes Bogner	Isabel Diaz Rohr	Sita Mazumder
Basic remuneration (incl. committees)	37	50	44	50	33	44
Attendance fee (incl. committees)	79	43	37	35	38	19
Total remuneration	116	93	81	85	71	63
Total				**510**		

2024[2)] (Value in EUR thousand)	Hubert Palfinger[3)]	Hannes Palfinger[4)]	Gerhard Rauch[5)]	Hannes Bogner[6)]	Isabel Diaz Rohr	Sita Mazumder[7)]
Basic remuneration (incl. committees)	82	49	46	52	31	45
Attendance fee (incl. committees)	24	27	22	24	18	19
Total remuneration	106	76	68	76	49	64
Total				**439**		

[1)] Remuneration for fiscal year 2023 was paid in 2024.

[2)] Remuneration for fiscal year 2024 will be paid in 2025.

[3)] Hubert Palfinger is Chair of the Supervisory Board, Chair of the Project Committee, Chair of the Remuneration Committee and Chair of the Nomination Committee.

[4)] Hannes Palfinger is 2nd Vice-Chair of the Supervisory Board.

[5)] Gerhard Rauch is 1st Vice-Chair of the Supervisory Board.

[6)] Hannes Bogner is Chair of the Audit Committee.

[7)] Sita Mazumder is Chair of the Digital Committee.

Insurance

The members of PALFINGER AG's Supervisory Board are also covered by a Group-wide "Directors & Officers" (D&O) insurance policy taken out for a group of executives and managers.

Former members of the Supervisory Board

Alexander Exner (member of the Supervisory Board from 1996 to 2010) receives a company pension of EUR 74 thousand (2023: EUR 71 thousand) per year. This is based on a pension commitment from 1997.

IV. INFORMATION ON SHARE-BASED REMUNERATION

No share-based remuneration is applied.

V. OTHER INFORMATION AND NOTES

The annual change in total remuneration, the company's economic performance and the average remuneration of the company's other employees are as follows:

Annual change in %		**2020 compared to 2019**		**2021 compared to 2020**		**2022 compared to 2021**		**2023 compared to 2022**		**2024 compared to 2023**
Remuneration of the Executive Board[1]	**with LTI**	**without LTI**	**with LTI**	**without LTI**	**with LTI**	**without LTI**	**with LTI**	**without LTI**	**with LTI**	**without LTI**
Andreas Klauser	-7.5%	-15.3%	5.06%	45.70%	20.45%	-2.29%	28.77%	5.59%	-20.89%	4.09%
Felix Strohbichler	-8.3%	-16.6%	-3.63%	24.96%	40.00%	6.46%	31.24%	26.88%	-20.56%	4.93%
Alexander Susanek	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	52.65%	98.33%
Maria Koller	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Martin Zehnder	-7.9%	-15.6%	-5.82%	25.36%	14.90%	-7.69%	28.46%	-31.28%	n/a	n/a
Total	**-7.9%**	**-15.8%**	**-0.89%**	**33.32%**	**24.29%**	**-1.63%**	**49.74%**	**18.83%**	**-7.76%**	**21.20%**
Company success[2]										
EBT		-36.1%		54.60%		-6.91%		29.69%		-18.11%
EBIT		n/a		n/a		n/a		39.76%		-11.69%
ROCE		-30.4%		76.8%		-16.10%		23.03%		-10.66%
Average remuneration Full-time equivalent[3]										
Employees of the PALFINGER Group worldwide		-11.9%		18.2%		5.78%		8.75%		3.24%
Employees of the PALFINGER Group, in Austria (taking into account the short-time work allowance)		16.2% (-7.5%)		29.85% (17.55%)		-0.99% (-)		12.35% (-)		4.06% (-)

[1] LTI 2018-2022: The actual LTI payout amount was determined at the end of the LTI contract period. This presentation of the LTI is based on the assumption of an average target achievement level of 100 percent at the end of the LTI contractual period. Fluctuations in the LTI target achievement level during individual years have been smoothed out in this method of presentation. Alternatively, applying the actual LTI allocation, with annual over-achievements and under-achievements, would have led to the presentation of disproportionate fluctuations, which may not have materialized at the end of the LTI contract period because of the overall cap of 100 percent. In order to ensure a better comparison and to adjust the presentation for the smoothing effect of the LTI component, the change without inclusion of the LTI is also shown as an alternative.

LTI starting 2023: In accordance with the rolling LTI tranches and the cut-in scheme, an LTI is taken into account here annually, in accordance with the target achievement for the respective tranche.

[2] For the purposes of this remuneration report, economic performance is reported on the basis of Group EBT (Earnings Before Tax), Group EBIT (Earnings Before Interest and Tax), and Group ROCE (Return on Capital Employed). These are also the financial indicators that apply in the context of the variable components (i.e. STI and LTI) of Executive Board remuneration (up until 2022: EBT, starting 2023: EBIT).

[3] The average remuneration relates to full-time employees in the PALFINGER Group worldwide (2019/2020/2021/2022/2023/2024: approx. 10,800/10,800/11,100/11,800/12,300/12,400 people) and in Austria (2019/2020/2021/2022/2023/2024: approx. 1,900/2,000/2,100/2,400/2,600/2,600 people), each without Executive Board. This is based on an average number of employees over the annual period. Short-time work (especially in Austria) has an affect here, in the form of a subsidy paid to the company to reduce personnel expenses and in turn the average values used as a basis. However, the wages and salaries paid to employees were higher. For comparison purposes, the figure adjusted for short-time work allowance is also presented separately for these years. From 2022, this presentation method is no longer applicable.

Bergheim, March 5, 2025

For the Supervisory Board

[signed]

Hubert Palfinger
Chair of the Supervisory Board

The Executive Board

[signed]	*[signed]*	*[signed]*	*[signed]*
Andreas Klauser Chairman	Maria Koller Board member	Felix Strohbichler Board member	Alexander Susanek Board member