

Remuneration report 2024

The Executive and Supervisory Boards of JOST Werke SE hereby report pursuant to Section 162 AktG on the remuneration granted and owed to the current and former members of the Executive and Supervisory Boards in fiscal year 2024.

Remuneration System for the Executive Board

Resolution on the approval of the remuneration report

On May 8, 2024, the Annual General Meeting of JOST Werke SE approved the remuneration report for current and former members of the Executive Board and Supervisory Board of JOST Werke SE in fiscal year 2023 prepared in accordance with Section 162 of the German Stock Corporation Act (AktG) with a majority of 91.7% of the share capital represented, in accordance with Section 120a (4) AktG. Based on this positive result, the Executive Board and Supervisory Board decided to retain the presentation format for the remuneration report for fiscal year 2024 as well.

Application of the remuneration system in fiscal year 2024

Following its preparation by the Executive and Nomination Committee, pursuant to Sections 87 (1), 87a (1) AktG the Supervisory Board resolved a new remuneration system for the Executive Board in fiscal year 2021 ("2021 remuneration system"). This was approved by the General Meeting on May 6, 2021.  <https://ir.jost-world.com/remuneration>

The 2021 remuneration system approved by the Annual General Meeting complies with the requirements of the German Act Transposing the Second Shareholder Rights Directive (ARUG II). It is likewise based on the recommendations of the German Corporate Governance Code, as amended on June 27, 2022, and complies with these recommendations except for certain exceptions which are explained in the company's declaration of compliance.  [Declaration of compliance](#)

The 2021 remuneration system was applied when concluding the new Executive Board employment contract of Oliver Gantzert (CFO) in 2023 and the new Executive Board employment contract of Dirk Hanenberg (COO) in 2022 and when the new Executive Board contract of Joachim Dürr (CEO) was concluded with effect from October 1, 2024. The Executive Board service contract of former CFO Dr. Christian Terlinde was also concluded using the 2021 remuneration system. Joachim Dürr's (CEO) former Executive Board employment contract – valid until September 30, 2024 – was concluded in accordance with the remuneration system applicable in 2019 ("2019 Remuneration System") and was grandfathered. As a result, a portion of the remuneration granted to him in fiscal year 2024 was based on the 2019 remuneration system and thus deviates from the 2021 remuneration system.

The former Executive Board member Dr. Christian Terlinde was also granted remuneration and/or remuneration components that were promised to him in previous fiscal years under the 2019 remuneration system applicable at the time.

Any contract extensions or new Executive Board employment contracts are being adjusted to reflect the 2021 remuneration system. Details of the 2019 remuneration system are explained in the 2020 Annual Report.  [Main features of the Executive Board remuneration system; 2020 Annual Report, p. 54 et seq.](#)

Changes to the Executive Board in fiscal year 2024

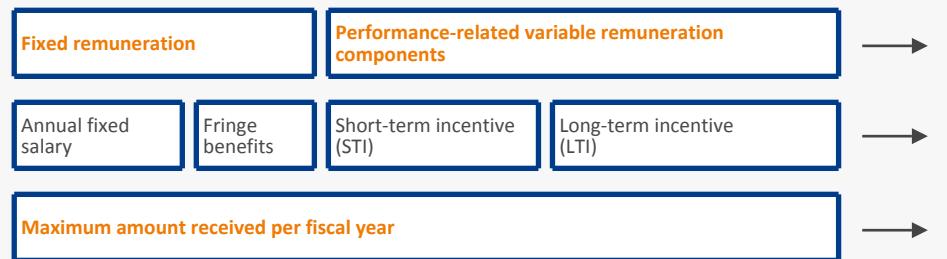
There were no changes to the Executive Board in fiscal year 2024.

Summary of the structure of the 2021 remuneration system

The 2021 remuneration system is intended to support the implementation of JOST's corporate strategy. Both in overall terms and in terms of their individual aspects, they provide a significant contribution to the promotion and implementation of the company's corporate strategy, by establishing incentives for sustainable and value-driven corporate development while reflecting the needs of JOST's shareholders, customers, employees, business partners, the environment and society at large (stakeholders).

The total remuneration of each Executive Board member consists of fixed, non-performance-related and variable, performance-related components. The fixed remuneration comprises the fixed annual salary as well as fringe benefits (fixed remuneration). The variable, performance-related remuneration consists of a one-year component (short-term incentive – STI) and a multi-year component (long-term incentive – LTI). In order to strengthen the performance incentive aspect of the remuneration system, the target remuneration mainly consists of performance-related components. The long-term incentive component of the performance-related LTI component exceeds the short-term performance-related STI component. This more strongly rewards the achievement of the group's long-term strategic goals.

Remuneration components



The Supervisory Board reviews the appropriateness of the remuneration components every year. For the purpose of an external comparison, the remuneration received by Executive Board members of similar companies is considered in order to assess the appropriateness of the remuneration provided and whether this is consistent with normal remuneration levels. In addition to the company's size and geographical position, this comparative context is influenced, in particular, by the industry in question. The Supervisory Board made a deliberate decision not to define a fixed and static peer group, as the Supervisory Board is of the opinion that making such a link with a specifically defined peer group may lead to inappropriate outcomes.

When assessing whether the remuneration is appropriate, the Supervisory Board also takes account of the circumstances within the company itself. In view of the significant differences within the group in terms of the remuneration structure, it has not undertaken a formal internal comparison of remuneration with a management group firmly defined for this purpose, but it has given consideration to the general remuneration practices within the company. The Supervisory Board's assessment of the appropriateness of the remuneration provided also considers the trend for the remuneration received by the workforce, defined as the average remuneration received by the group's employees in Germany.

Non-performance-related fixed remuneration

In accordance with the 2019 remuneration system and the 2021 remuneration system, each Executive Board member receives a fixed annual salary which is paid out in twelve equal installments at the end of each calendar month.

Fringe benefits are additional components of this fixed remuneration. They include, for instance, a company car, enrollment in an accident insurance policy and a contribution to the Executive Board member's health and nursing insurance. Moreover, in addition to their fixed annual salary Executive Board members have the option for each full fiscal year of utilizing 20% of their fixed annual salary for a private pension scheme, by converting salary entitlements into pension entitlements. No other person entitlements exist.

The company also takes out an appropriate D&O insurance policy for the Executive Board members, to provide cover for a Executive Board member against risks arising from his work on behalf of the company. In accordance with Section 93 (2) AktG, the deductible agreed in this context is 10% of the loss up to at least the amount of one and a half times the fixed annual remuneration of the Executive Board member in question.

This fixed remuneration is intended to be competitive in the market environment in which JOST operates to enable it to recruit suitable and competent Executive Board candidates who will develop and successfully implement the group's strategy. It corresponds to 100% of the target remuneration for the non-performance-related components.

Individualized fixed remuneration of current Executive Board members

	Joachim Dürr (CEO)		Dirk Hanenberg (COO)		Oliver Gantzert (CFO)	
	Executive Board member since: Jan 1, 2019		Executive Board member since: Sept 1, 2022		Executive Board member since: Sept 1, 2023	
In € thousands	2023	2024	2023	2024	2023	2024
Fixed remuneration	724	746	450	444	150	444
Deferred compensation for pension scheme	145	149	90	89	30	89
Fringe benefits	6	6	6	6	3	9
Non-performance related component	875	901	546	539	183	542

To further support JOST during the cyclical market downturn and contribute to cost reduction, all three incumbent members of the Executive Board voluntarily waived 5% of their contractually agreed fixed monthly remuneration and deferred remuneration for retirement benefits starting October 1, 2024.

Individualized fixed remuneration of former Executive Board members

	Dr. Christian Terlinde	
	Executive Board member until: June 30, 2023	
In € thousands	2023 ¹⁾	2024
Fixed remuneration	238	0
Deferred compensation for pension scheme	48	0
Fringe benefits	3	0
Non-performance related component	289	0

1) Proportionate amount until June 30, 2023.

Performance-related variable remuneration

The variable, performance-related remuneration components consist of a short-term incentive (STI) and a long-term incentive (LTI).

In the 2019 remuneration system, the performance-related component is based on the group's adjusted EBITDA. The adjusted EBITDA target to be achieved is set annually by the Supervisory Board. According to the 2019 remuneration system, the financial component can be 0.25% to 0.65% of the EBITDA actually achieved. The total performance-related component (total bonus) for CEO Joachim Dürr was set at 0.64% (2021: 0.60%). For former Management Board member Dr. Christian Terlinde, the total bonus under the 2019 compensation system amounted to 0.40% of the actual adjusted EBITDA achieved. If adjusted EBITDA in any given fiscal year does not amount to at least 80% of the target set by the Supervisory Board, Executive Board members are not entitled to variable remuneration. Even if the agreed targets are met, the overall bonus is not disbursed in full in a single payment.

In the 2021 remuneration system, the performance-related components are based on adjusted EBITDA and non-financial ESG targets set by the Supervisory Board. The financial element of the performance-related component can be 0.25% to 0.65% of the adjusted EBITDA actually achieved, provided that the adjusted EBITDA is at least 80% of the targets set by the Supervisory Board. The non-financial element can be 0.03% to 0.28% of the adjusted EBITDA actually achieved, provided that a target level of at least 80% is achieved for the non-financial ESG targets set by the Supervisory Board. Even if the agreed targets are met, the overall bonus is not disbursed in full in a single payment. For Executive Board members Dirk Hanenberg and Oliver Gantzert, the financial element was set at 0.36% of adjusted EBITDA, while the non-financial element was set at 0.04% of adjusted EBITDA. With the adjustment of Joachim Dürr's (CEO) Executive Board service contract to the remuneration system, the following values have applied to him since October 1, 2024: the financial element was set at 0.646% of adjusted EBITDA, while the non-financial element was set at 0.114% of adjusted EBITDA.

In both the 2019 and 2021 remuneration systems, 45% of the overall bonus is paid as a short-term (STI) component with a term of one year. The STI is intended to provide an incentive for the successful fulfillment of the group's annual operational goals which underpin its long-term success. It will be paid out two weeks after the adoption of the audited consolidated financial statements for the past fiscal year.

In the 2019 remuneration system, the remaining 55% of the performance-related overall bonus will be converted into a long-term (LTI) component and paid out in full if the adjusted EBITDA in the following fiscal year at least matches the adjusted EBITDA in the assessment period. The 2019 remuneration system was not linked to the share price trend.

In the 2021 remuneration system, the remaining 55% of the performance-related overall bonus will be converted into a long-term (LTI) component and fully invested in phantom shares in JOST Werke SE. These stock awards are sold virtually four fiscal years after the base year, with the LTI component only paid out and owed after this point.

Target achievement and calculation of performance-related remuneration in 2024

The Executive Board remuneration “granted” and “owed” in fiscal year 2024 pursuant to Section 162 (1) sentence 2 no. 1 AktG comprises the STI component payments for the 2023 fiscal year – which were made two weeks after the adoption of the audited consolidated financial statements for 2023, in April 2024 – as well as the LTI component payments for the 2022 fiscal year which were likewise paid out in April 2024 under the 2019 remuneration system. On the basis of the definition applied here, these amounts are “owed” to the members of the Executive Board following the adoption of the audited consolidated financial statements in March 2024 and were actually received through the payment made in April 2024 and thus “granted” in fiscal year 2024.

According to the definition provided in Section 162 (1) sentence 2 no. 1 AktG, remuneration is

- **granted** once it has actually been received (i.e. paid out);
- **owed** once it has fallen due but has not yet been received (i.e. paid out).

At its meeting on December 1, 2022, the Supervisory Board defined the performance criteria relevant to the performance-related remuneration components for each individual Executive Board member in the 2023 fiscal year.

The targets for the financial performance criteria are the same in both the 2019 and 2021 remuneration systems.

Target achievement for financial key performance indicators (according to the 2019 and 2021 remuneration systems)

Performance criterion	2022	2023
	Adjusted EBITDA	Adjusted EBITDA
Threshold for granting (80% target achievement)	€105m	€117m
Target (100% target achievement)	€131m	€146m
Threshold for max. granting (200% target achievement)	€262m	€292m
Result	€154m	€173m
Target achievement	118 %	119 %

At its meeting on December 1, 2022, the Supervisory Board also defined non-financial performance criteria that influence the performance-related Executive Board remuneration for the 2023 fiscal year in accordance with the 2021 remuneration system.

Target achievement for non-financial key performance indicators (according to the 2021 remuneration system)

	2023
ESG target	Reduction of carbon emissions per production hour (Scope 1 and Scope 2) by 40% compared to the 2020 base year (2020: 6.3 kg CO ₂ /prod. hr.)
Result achieved	Reduction of -2.52 kg CO ₂ /prod. hr. in 2023. This represents a reduction of -2.9 kg CO ₂ /prod. hr. vs. 2020 base year
Target achievement	115 %

Calculation of performance-related components in accordance with the 2019 remuneration system

In fiscal year 2023, the Executive Board employment contract of Joachim Dürr was grandfathered, as it was concluded before the introduction of the 2021 remuneration system and is therefore still aligned with the 2019 remuneration system.

The CEO Joachim Dürr received as an overall bonus in fiscal year 2023 (sum total of all performance-related components) 0.64% of the adjusted EBITDA actually achieved. According to the 2019 remuneration system, performance-related remuneration solely depends on the achievement of financial performance criteria.

**Calculation of the STI component from fiscal year 2023
under the 2019 remuneration system**

	Joachim Dürr (CEO)
Target amount 100% STI 2023	€421 thousand
Target achievement	119 %
Amount paid out in 2024 (STI)	€499 thousand

**Calculation of the LTI component from fiscal year 2022
under the 2019 remuneration system**

	Joachim Dürr (CEO)
Target amount 100% LTI 2022	€461 thousand
Target achievement	118 %
Amount paid out in 2024 (LTI)	€544 thousand

An LTI component from fiscal year 2020 was also paid out to former CFO Dr. Christian Terlinde in fiscal year 2024 that was only owed to him in 2024 in accordance with the Executive Board employment contract valid at that time (2019 remuneration system). The adjusted EBITDA target set by the Supervisory Board in 2020 was €112 million. JOST recorded adjusted EBITDA of €103 million in 2020, resulting in a target achievement of 92%. The LTI accounted for 55% of the performance-related component (total bonus) of 0.40% of the actual adjusted EBITDA achieved in 2020.

**Calculation of the LTI component from fiscal year 2020
under the 2019 remuneration system**

	Dr. Christian Terlinde (Departed: June 30, 2023)
Target amount 100% LTI 2020	€246 thousand
Target achievement	92 %
Amount paid out in 2024 (LTI)	€226 thousand

**Calculation of performance-related components in accordance with the 2021
remuneration system**

The employment contracts of Executive Board members Dirk Hanenberg (COO), Oliver Gantzert (CFO) and Dr. Christian Terlinde (former CFO) valid in fiscal year 2023 were concluded under the 2021 remuneration system. Performance-related remuneration therefore depends on the achievement of financial and non-financial performance criteria.

The performance-related components of the remuneration of Dirk Hanenberg, Oliver Gantzert and Dr. Christian Terlinde in fiscal year 2023 are as follows: (i) 0.36% of the adjusted EBITDA actually achieved, provided that the adjusted EBITDA is at least 80% of the target set by the Supervisory Board for 2023; (ii) 0.04% of the adjusted EBITDA actually achieved, provided that a target level of at least 80% is achieved for the ESG targets (non-financial targets) set by the Supervisory Board.

**Calculation of the STI component from fiscal year 2023
under the 2021 remuneration system**

	Dirk Hanenberg (COO)	Oliver Gantzert (CFO) ¹⁾	Dr. Christian Terlinde ²⁾
Target amount 100% STI 2023	€263 thousand	€88 thousand	€131 thousand
Target achievement for financial key performance indicators	119 %	119 %	119 %
Target achievement for non- financial key performance indicators	115 %	115 %	115 %
Amount paid out in 2024 (STI)	€312 thousand	€104 thousand	€156 thousand

1) Oliver Gantzert was appointed to the Executive Board with effect from September 1, 2023, which is why he is entitled only to a proportionate amount of the STI component

2) Dr. Christian Terlinde left the Executive Board with effect from June 30, 2023. He is entitled to a proportionate amount until June 30, 2023.

In accordance with the 2021 remuneration system, the LTI will be invested in phantom shares of the company. The volume-weighted average price of the shares of the company in Xetra trading on the Frankfurt Stock Exchange in the final 60 trading days of the base year serves as the purchase price for the investment. The LTI component from fiscal year 2023 will be paid out in fiscal year 2028 and be owed at that time.

Remuneration of the Executive Board members granted and owed in fiscal year 2024

The following tables provide a breakdown of the remuneration components “granted” and “owed” in fiscal year 2024 and in each case their relative proportion under Section 162 (1) no. 1 AktG for current and former members of the Executive Board. This table thus includes

- all of the amounts which the individual Executive Board members have actually received (i.e. which have been paid out to them) in the year under review (the “remuneration granted”), and

- all of the remuneration which is already due but has not yet been received (i.e. has not yet been paid out) (“remuneration owed”).

Specifically this comprises, on the one hand, the fixed annual remuneration paid out in fiscal year 2024, the fringe benefits accruing in fiscal year 2024 and the pension allowance paid out in fiscal year 2024 as elements of the non-performance-related component and, on the other, the STI based on the 2023 fiscal year and the LTI based on the 2020 or 2022 fiscal year, which were paid out in the 2024 fiscal year.

Remuneration granted and owed to current members of the Executive Board

	Executive Board member since: Jan 1, 2019		Joachim Dürr (CEO)		Executive Board member since: Sept 1, 2022		Dirk Hanenberg (COO) ¹⁾		Executive Board member since: Sept 1, 2023		Oliver Gantzert (CFO) ²⁾	
	2023	in %	2024	in %	2023	in %	2024	in %	2023	in %	2024	in %
In € thousands												
Fixed remuneration	724	46	746	38	450	70	444	52	150	82	444	69
Deferred compensation for pension scheme	145	9	149	8	90	14	89	10	30	16	89	14
Fringe benefits	6	0	6	0	6	1	6	1	3	—	9	1
Non-performance related component	875	56	901	46	546	85	539	63	183	100	542	84
One-year variable remuneration (STI)	445	23	499	26	93	15	312	37	—	—	104	16
Multi-year variable remuneration (LTI)	440	22	544	28	—	—	—	—	—	—	—	—
Performance related component	885	44	1,043	54	93	15	312	37	—	—	104	16
Total remuneration	1,760	100	1,944	100	639	100	851	100	183	100	646	100

1) Dirk Hanenberg was appointed to the Executive Board with effect from September 1, 2022, which is why he is entitled only to a proportionate amount of the STI component for fiscal year 2022.

2) Oliver Gantzert was appointed to the Executive Board with effect from September 1, 2023. He is not entitled to any performance-related LTI payouts from previous years.

Remuneration granted and owed to former members of the Executive Board

In € thousands	Dr. Christian Terlinde		Dr. Ralf Eichler			
	Executive Board member until: June 30, 2023	2023 ¹⁾ in %	Executive Board member until: Oct 31, 2022	2023 in %	2024 in %	
Fixed remuneration	238	30	—	0	—	—
Deferred compensation for pension scheme	48	6	—	0	—	—
Fringe benefits	3	0	—	0	—	—
Non-performance related component	0	37	—	0	—	—
One-year variable remuneration (STI)	278	35	156	41	—	0
Multi-year variable remuneration (LTI)	222	28	226	59	340	100
Performance related component	500	63	382	100	340	100
Total remuneration	789	100	382	100	340	100

1) Proportionate amount until June 30, 2023.

The above table does not include the STI based on fiscal year 2024 – which will only be owed in 2025 following the adoption of the 2024 consolidated financial statements and will be granted two weeks later – and the LTI for 2024, which will not be granted until 2026 or 2029. For further information, please see the voluntary disclosures made in the following section “STI/LTI for fiscal years 2025 (STI) or 2026/2029 (LTI), payable on the basis of fiscal year 2024” and the section “Compliance with maximum remuneration.”

STI/LTI for the 2025 (STI) or 2026/2029 (LTI) fiscal years, payable on the basis of the 2024 fiscal year

According to the interpretation of Section 162 (1) sentence 2 no. 1 AktG applied here, neither the STI nor the LTI which result from the achievement of the targets defined in the financial performance criteria in fiscal year 2024 has been “granted,” and nor is it “owed.”

The STI and LTI resulting from the achievement of the targets defined in the performance criteria in fiscal year 2024 have exclusively been presented in this remuneration report in order to voluntarily provide the greatest possible level of transparency. The remuneration components presented here are only granted and owed during fiscal year 2025 (STI) and fiscal years 2026 (LTI) and 2029 (LTI).

At its meeting on December 7, 2023, the Supervisory Board defined the performance criteria relevant to the performance-related remuneration components for each individual Executive Board member in fiscal year 2024. The targets for the financial performance criteria are the same in both the 2019 and 2021 remuneration systems.

Target achievement for financial key performance indicators (according to the 2019 and 2021 remuneration systems)

Performance criterion	2024
Threshold for granting (80% target achievement)	€128m
Target (100% target achievement)	€159m
Threshold for max. granting (200% target achievement)	€319m
Result achieved	€148m
Target achievement	93 %

At its meeting on December 7, 2023, the Supervisory Board also defined non-financial performance criteria that influence the performance-related Executive Board remuneration for fiscal year 2024 in accordance with the 2021 remuneration system.

**Target achievement for non-financial key performance indicators
(according to the 2021 remuneration system)**

2024	
Reduction of carbon emissions per production hour (Scope 1 and Scope 2) by 47% compared to the 2020 base year (2020: 6.3 kg CO ₂ /prod. hr.)	
ESG target	Reduction of -2.96 kg CO ₂ /prod. hr. in 2024
Result achieved	2.62 kg CO ₂ /prod. hr. in 2024. This represents a reduction of -3.68 kg CO ₂ /prod. hr. vs. 2020 base year
Target achievement	124 %

Calculation of performance-related components in accordance with the 2019 remuneration system

In fiscal year 2024, the Executive Board employment contract of Joachim Dürr was grandfathered until September 30, 2024, as it was concluded before the 2021 remuneration system was introduced and is therefore still aligned with the 2019 remuneration system. The CEO Joachim Dürr received as an overall bonus in fiscal year 2024 (sum total of all performance-related components) 0.64% of the adjusted EBITDA actually achieved. According to the 2019 remuneration system, the performance-related remuneration solely depends on the achievement of financial performance criteria on a pro rata basis until September 30, 2024.

**Calculation of the STI component from fiscal year 2024
under the 2019 remuneration system**

Joachim Dürr (CEO)	
Target amount 100% STI 2024*	€344 thousand
Target achievement	93 %
Amount paid out in 2025 (STI)	€319 thousand

*Pro rata until September 30, 2024

**Calculation of the LTI component from fiscal year 2024
under the 2019 remuneration system**

Joachim Dürr (CEO)	
Targent amount 100% LTI 2024*	€421 thousand
Target achievement	93 %
Amount paid out in 2026 (LTI)	€389 thousand

*Pro rata until September 30, 2024

Calculation of performance-related components in accordance with the 2021 remuneration system

The employment contracts of Executive Board members Dirk Hanenberg and Oliver Gantzert applicable in fiscal year 2024 were concluded under the 2021 remuneration system. Following its extension, Joachim Dürr's contract has also been subject to the 2024 remuneration system on a pro-rata basis since October 1, 2024. Performance-related remuneration therefore depends on the achievement of financial and non-financial performance criteria.

The performance-related components of the remuneration of Dirk Hanenberg and Oliver Gantzert in fiscal year 2024 are as follows: (i) 0.36% of the adjusted EBITDA actually achieved, provided that the adjusted EBITDA is at least 80% of the target set by the Supervisory Board for 2024; (ii) 0.04% of the adjusted EBITDA actually achieved, provided that a target level of at least 80% is achieved for the ESG targets (non-financial targets) set by the Supervisory Board. The following components apply to Joachim Dürr in the new contract under the 2021 remuneration system: (i) 0.646% of the adjusted EBITDA actually achieved if the adjusted EBITDA is at least 80% of the target value set by the Supervisory Board for 2024; (ii) 0.114% of the adjusted EBITDA actually achieved if the ESG targets (non-financial targets) set by the Supervisory Board achieve a target achievement level of at least 80%.

**Calculation of the STI component from fiscal year 2024
under the 2021 remuneration system**

	Joachim Dürr (CEO)	Dirk Hanenberg (COO)	Oliver Gantzert (CFO)
Target amount 100% STI 2024	€136 thousand	€287 thousand	€287 thousand
Target achievement for financial key performance indicators	93 %	93 %	93 %
Target achievement for non-financial key performance	124 %	124 %	124 %
Amount paid out in 2025 (STI)	€126 thousand	€265 thousand	€265 thousand

In accordance with the 2021 remuneration system, the LTI will be invested in phantom shares of the company. The volume-weighted average price of the shares of the company in Xetra trading on the Frankfurt Stock Exchange in the final 60 trading days of the base year serves as the purchase price for the investment. The LTI component from fiscal year 2024 will be paid out in fiscal year 2029.

**Calculation of the LTI component from fiscal year 2024
under the 2021 remuneration**

	Joachim Dürr (CEO)	Dirk Hanenberg (COO)	Oliver Gantzert (CFO)
Target amount 100% LTI 2024	€165 thousand	€351 thousand	€351 thousand
Target achievement for financial key performance indicators	93 %	93 %	93 %
Target achievement for non-financial key performance	124 %	124 %	124 %
Number of phantom stocks allocated	3,600	7,578	7,578
Allocation price	€42.81	€42.81	€42.81
Fair value at grant date	€154 thousand	€324 thousand	€324 thousand

Compliance with maximum remuneration in fiscal year 2024

In the 2019 and 2021 remuneration systems, the overall bonus granted (sum total of the performance-related remuneration components) in the fiscal year in question may not exceed twice the fixed annual remuneration (cap). The timing of the related expense is relevant for this purpose, i.e. the fixed annual remuneration in 2024 and the STI/LTI based on fiscal year 2024 which the Executive Board will not receive until fiscal year 2025 (STI) or 2026/2029 (LTI).

For the 2021 remuneration system, the Supervisory Board has also stipulated according to Section 87a (1) sentence 2 no. 1 AktG that the total remuneration components provided in any one fiscal year, for a given fiscal year, may not exceed €2.5m for the CEO and €1.7m for the other members of the Executive Board and – in view of the extended term of the LTI in the 2021 remuneration system and its link to the share price trend – has introduced a cap in terms of the benefits received.

For the calculation of the STI and LTI components relevant in this context, please see the above section entitled “STI/LTI for fiscal years 2025 (STI) or 2026/2029 (LTI), payable on the basis of fiscal year 2024.”

The following table shows the maximum possible remuneration for current and former members of the Executive Board and compliance with it.

Compliance with maximum Executive Board remuneration in fiscal year 2024

	Joachim Dürr (CEO) Appointed: Jan 1, 2019	Dirk Hanenberg (COO) Appointed: Sept 1, 2022	Oliver Gantzer (CFO) Appointed: Sept 1, 2023
In € thousands			
Fixed remuneration	746	746	444
Deferred compensation for pension scheme	149	149	89
Fringe benefits	6	6	6
Non-performance related component	901	901	539
One-year variable remuneration (STI)	445	671	265
Multi-year variable remuneration (LTI)	543	821	324
Performance related component	988	1,492	589
Total remuneration	1,889	2,393	1,128

Further information

In the past fiscal year, no member of the Executive Board was promised or granted benefits from third parties in relation to their service as an Executive Board member.

Executive Board members do not receive any remuneration for seats which they hold on supervisory boards within the JOST Werke Group.

The 2021 remuneration system includes provisions that grant the Supervisory Board the right to compliance or performance clawbacks. The Supervisory Board did not make use of this option.

Supervisory Board remuneration

The Supervisory Board remuneration system governed by Article 16 of the Articles of Association of JOST Werke SE was approved by the General Meeting on May 11, 2023. The members of the Supervisory Board receive annual fixed remuneration of €50 thousand, payable after the end of the fiscal year. The company thus follows the suggestion contained in G.18 GCGC 2022. Pursuant to recommendation G.17 GCGC 2022, the remuneration system also takes into account a member's status as Chair or Deputy Chair of the Supervisory Board as well as membership of a committee: The Chair of the Supervisory Board receives three times the fixed remuneration and therefore €150 thousand, and his or her Deputy receives one and a half times and therefore €75 thousand.

For service on a committee, the Chair of the committee in question receives an additional €20 thousand and every other member of the committee an additional €10 thousand. Members are not entitled to a separate attendance allowance.

For their role on the Audit Committee, a regular member receives €15 thousand. The Chair of the Audit Committee receives €30 thousand. Members are not entitled to a separate attendance allowance.

Supervisory Board members who only have a seat on the Supervisory Board or serve as Chair for part of a fiscal year receive appropriate pro-rated remuneration.

Furthermore, JOST Werke SE reimburses Supervisory Board members the expenses incurred in performing their duties as required by Section 670 BGB.

The following table provides a breakdown of the remuneration “granted” and “owed” in the 2024 fiscal year and in each case its relative proportions under Section 162 (1) no. 1 AktG for current members of the Supervisory Board. The same definition of remuneration “granted” and “owed” is applied here as was explained and applied in the section “Remuneration of the Executive Board members granted and owed in fiscal year 2024.”

Remuneration granted and owed to current members of the Supervisory Board

Members of the Supervisory Board ¹	2023						2024					
	Fixed remuneration	in %	Committees	in %	Total	in %	Fixed remuneration	in %	Committees	in %	Total	in %
Dr. Stefan Sommer (Chair of the Supervisory Board since May 5, 2022) (Chair of the Executive and Nomination Committee since May 5, 2022)	99	88	13	12	112	100	150	88	20	12	170	100
Manfred Wennemer (Chair of the Supervisory Board until May 5, 2022) (Chair of the Executive and Nomination Committee until May 5, 2022)	51	88	7	12	58	100	—	—	—	—	—	—
Prof. Dr. Bernd Gottschalk (Deputy Chair until May 11, 2023) (Member of the Executive and Nomination Committee until May 11, 2023)	75	88	10	12	85	100	27	87	4	13	31	100
Jürgen Schaubel (Deputy Chair from May 11, 2023) (Chair of the Audit Committee)	50	71	20	29	70	100	66	72	26	28	92	100
Natalie Hayday (Member of the Audit Committee)	50	83	10	17	60	100	50	79	13	21	63	100
Rolf Lutz (Member of the Executive and Nomination Committee)	50	83	10	17	60	100	50	83	10	17	60	100
Diana Rauhut (Member of the Executive and Nomination Committee since May 11, 2023)	—	—	—	—	—	—	32	84	6	16	38	100
Karsten Kühl (Member of the Audit Committee since May 11, 2023)	—	—	—	—	—	—	32	76	10	24	42	100
Klaus Sulzbach (Member of the Audit Committee since May 11, 2023)	50	83	10	17	60	100	18	82	4	18	22	100
Total remuneration	425		80		505		425		93		518	

1) Diana Rauhut and Karsten Kühl were appointed to the Supervisory Board of JOST Werke SE by the Annual General Meeting with effect from May 11, 2023. However, as Supervisory Board remuneration is only due after the end of a fiscal year, no remuneration was granted or owed to them in fiscal year 2023.

Comparison of the respective remuneration and earnings trends

The following table compares the annual rate of change in the remuneration granted and owed to the current and former Executive and Supervisory Board members, within the meaning of Section 162 AktG, with the company's annual earnings trend and the annual trend for its employees' remuneration. A transitional arrangement provided for in ARUG II has been applied. The table below therefore presents the trend by comparison with the previous year; over the next few fiscal years, the period will thus gradually be extended until a five-year comparison period is reached.

The company's earnings trend has been calculated on the basis of the group's adjusted EBITDA, since the Supervisory Board has specified this as a key performance indicator for the Executive Board and this therefore has a significant impact on the amount of remuneration received by the Executive Board. In addition, as required by law the trend in earnings after tax for the parent company JOST Werke SE as a single entity is also presented. However, it should be noted here that JOST Werke SE is purely a holding company without its own operations. For this reason, the single entity's earnings trend is not a suitable indicator by which to measure the group's results of operations.

The average employee compensation is based on the employees of the German company. Employee compensation includes personnel expenses for salaries, fringe benefits, employer contributions to social security contributions, and any variable compensation components paid in the respective fiscal year. For technical reasons, only employees who have been employed by JOST for two consecutive full calendar years can be considered. Employees who were fully or partially without continued salary payments in one of the two comparison calendar years, for example, due to parental leave or illness, are not included.

The Executive Board and the Supervisory Board of JOST Werke SE

Neu-Isenburg, March 18, 2025

Comparison of the annual change in the respective remuneration and earnings trends

Change in %	2021 vs. 2020	2022 vs. 2021	2023 vs. 2022	2024 vs. 2023
Current Executive Board members				
Joachim Dürr (appointed Jan 1, 2019)	40%	23 %	12 %	7 %
Dirk Hanenberg (appointed Sept 1, 2022)	—	100 %	242 %	34 %
Oliver Gantzert (appointed Sept 1, 2023)	—	—	100 %	254 %
Former Executive Board members				
Dr. Christian Terlinde (appointed Jan 1, 2019 – departed June 30, 2023)	5%	18 %	-3 %	-52 %
Dr. Ralf Eichler (appointed 2000 – departed Oct 31, 2022)	6%	-1 %	-37 %	-40 %
Lars Brorsen (departed Sept 30, 2019)	-45%	-100 %	0 %	0 %
Christoph Hobo (departed Dec 31, 2018)	-100%	0 %	0 %	0 %
Current Supervisory Board members				
Dr. Stefan Sommer (Chair; appointed May 5, 2022)	—	—	100 %	52 %
Jürgen (Deputy Chair since March 11, 2023)	-3%	3 %	0 %	31 %
Natalie Hayday	-2%	2 %	0 %	5 %
Rolf Lutz	-2%	2 %	0 %	0 %
Diana Rauhut (appointed May 11, 2023)	—	—	—	100 %
Karsten Kühl (appointed May 11, 2023)	—	—	—	100 %
Former Supervisory Board members				
Prof. Dr. Bernd Gottschalk (Deputy Chair; departed May 11, 2023)	-2%	2 %	0 %	-64 %
Klaus Sulzbach (departed May 11, 2023)	-2%	2 %	0 %	-64 %
Manfred Wennemer (Chair, departed May 5, 2022)	-3%	3 %	-66 %	-100 %
Earnings trend				
Adjusted EBITDA of the JOST Werke Group	30%	16 %	12 %	-14 %
Earnings after taxes of JOST Werke SE (single entity)	34%	-29 %	4 %	-128 %
Ø employee remuneration in Germany (full-time equivalents)	4%	3 %	5 %	7 %

Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG

To JOST Werke SE, Neu-Isenburg

Opinion

We have formally audited the remuneration report of the JOST Werke SE, Neu-Isenburg, for the financial year from 1 January to 31 December 2024 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870 (09.2023)). Our responsibility under that provision and that standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have complied with the requirements of the IDW Quality Management Standard: Requirements to quality management for audit firms [IDW Qualitätsmanagementstandard - IDW QMS 1 (09.2022)]. We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Frankfurt am Main, 18 March 2025

PricewaterhouseCoopers GmbH

Wirtschaftsprüfungsgesellschaft

Christiane Lawrenz
Wirtschaftsprüferin
(German Public Auditor)

ppa. Samuel Artzt
Wirtschaftsprüfer
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