

Remuneration Report  
for Fiscal Year 2023



## Remuneration Report for Fiscal Year 2023



This Remuneration Report pursuant to Section 162 of the German Stock Corporation Act (AktG) presents and explains the remuneration granted and owed in fiscal year 2023 to each incumbent and former member of the Management Board and Supervisory Board of WashTec AG. Detailed information on the Management Board and Supervisory Board remuneration systems, the remuneration report in accordance with German stock corporation law and the auditor's report in accordance with Section 162 (3) sentence 3 AktG are available in the Investor Relations section of the Company website at <https://ir.washtec.de/en/corporate-governance/>, under "Remuneration of Board of Management and Supervisory Board."



The remuneration report for the preceding fiscal year 2022, prepared and audited in accordance with Section 162 AktG, was approved by resolution of the Annual General Meeting on May 15, 2023. The Management Board and Supervisory Board have taken due account of that resolution in preparing the remuneration report for fiscal year 2023, which they have prepared using the same presentation as in the previous remuneration reports approved by the Annual General Meeting. The remuneration reports are also available on the Company website at <https://ir.washtec.de/en/corporate-governance/>, under "Remuneration of Board of Management and Supervisory Board."

Due to rounding, individual figures in this report may not add up to the stated totals and percentages may not precisely correspond to the absolute figures they relate to.

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## 1. Remuneration of members of the Management Board

### 1.1 Application of the remuneration system

At its meeting on March 24, 2021, the Supervisory Board, after due deliberation, adopted the system for the remuneration of the members of the Management Board of WashTec AG (the "Company") in accordance with the requirements of the German Stock Corporation Act resulting from the German Act Implementing the Second Shareholder Rights Directive (ARUG II) and taking into account the German Corporate Governance Code dated December 16, 2019. The amended version of the German Corporate Governance Code dated April 28, 2022 (the 2022 Code) has no effect in this regard. With regard to the recommendations of the German Corporate Governance Code, reference is made to the Declaration of Conformity published on the Company website at <https://ir.washtec.de/en/corporate-governance/>, under "Declaration of Conformity."



This remuneration system (<https://ir.washtec.de/en/corporate-governance/>, under "Remuneration of Board of Management and Supervisory Board") was approved by the 2021 Annual General Meeting pursuant to Section 120a (1) AktG and applies to all Management Board contracts entered into or renewed after the Annual General Meeting on May 18, 2021. Those contracts are the Management Board contracts of CEO Dr. Ralf Koeppel, who was reappointed in fiscal year 2022, CFO Andreas Pabst, who was newly appointed in fiscal year 2022, and CSO Sebastian Kutz, who was newly appointed in fiscal year 2023. In accordance with the 2022 Code and Section 26j of the Introductory Act to the Stock Corporation Act (EGAktG), all Management Board contracts current at the time of the 2021 Annual General Meeting continued to be subject to the previous remuneration system (see also the Declaration of Conformity of December 19, 2023 submitted by the Management Board and Supervisory Board in accordance with Section 161 AktG). The long-term variable remuneration in the form of the Long Term Incentive Program (LTIP) 2021–2023 for the Management Board was adopted effective January 1, 2021 and applies to all members of the Management Board. With regard to the Management Board contracts current at the time of the 2021 Annual General Meeting, these have continued to apply under the conditions specified in the respective contract.



Stephan Weber, Chief Sales Officer (CSO) of WashTec AG with responsibility for Sales, Service and Marketing, left the Management Board by mutual agreement as of February 28, 2023. Sebastian Kutz, previously Executive Vice President, Head of Sales & Service DACH, was appointed as his successor from March 1, 2023. The Management Board membership of Dr. Koeppel was terminated by mutual agreement on February 29, 2024.

A regular review by the Supervisory Board of the appropriateness and structure of the remuneration system is prepared by the Personnel Committee. Where necessary, the Personnel Committee submits to the Supervisory Board proposals for modifications, on which the Supervisory Board may then proceed to pass a resolution.

With regard to Management Board contracts entered into after the Annual General Meeting on May 18, 2021, the remuneration system approved by the 2021 Annual General Meeting permits the Supervisory Board to temporarily derogate from the remuneration system if this is necessary to serve the long-term interests of the Company. Examples include alignment of the remuneration system in order to ensure that incentives remain adequate in the event of a significant change in corporate strategy or in the event of a severe economic crisis. No departures from the Management Board remuneration system were made in fiscal year 2023.

### 1.2 Overview of the remuneration system and structure of Management Board remuneration

The Company's remuneration system is geared to promoting the corporate strategy and the long-term development of the Company and its affiliates. This is achieved by means of a simple and clear incentive structure in Management Board remuneration. The remuneration system and the uniform remuneration structure for all Management Board functions are designed to prevent inappropriate incentives, both from outside and from within the Company. In particular, they aim to prevent Management Board decision-making that is calculated to maximize remuneration in the short term but is not conducive to the long-term success of the business.

The structure of the remuneration system takes into account the challenging responsibilities incumbent on Management Board members for implementing the Group strategy and leading a globally operating company with innovative, digital and flexible solutions in the face of global competition. At the same time, Management Board remuneration is intended to be in line with the market and be competitive so that the Company is able to attract capable and dynamic executive talent. Within specified bounds, the remuneration system is therefore also intended to give the Supervisory Board the latitude to respond flexibly to a changing market and competitive environment. The incentives are intended to be structured in a clear and comprehensible manner, not only for shareholders, but also of course most of all for the members of the Management Board and for employees, whose bonus systems are based on targets that are largely harmonized with Management Board remuneration.

Remuneration for the Management Board of WashTec AG consists of non-performance-based and performance-based remuneration components. The non-performance-based remuneration components comprise the basic annual salary (fixed remuneration) and incidental benefits. Performance-based remuneration consists of short-term variable remuneration and long-term variable remuneration. The variable remuneration components are calculated in essentially the same way for all members of the Management Board. An exceptional performance bonus may also be granted. No retirement provision is granted to members of the Management Board. The remuneration system and the current Management Board contracts also provide for customary benefits on termination of Management Board office. Any severance payments agreed on early termination of Management Board office other than for cause warranting termination of the Management Board contract may not exceed the remuneration entitlements for the remaining term of the contract and must be limited to a maximum of two years' remuneration (severance cap). In the event of death of a married member of the Management Board during the term of their Management Board contract, their spouse is entitled to receive the fixed annual salary for the month of death and the following six months, or up to the end of the contract term, whichever is earlier. This entitlement is heritable. Where members of the Management Board are subject to a post-contractual

non-compete covenant, they are entitled to remuneration amounting to 50% of the monthly pro rata portion of their fixed annual salary (compensation) for the duration of the non-compete covenant. For Management Board contracts entered into after the Annual General Meeting on May 18, 2021, the remuneration system approved by the Annual General Meeting on May 18, 2021 specifies that any severance payments are deducted from the non-compete compensation.

The **non-performance-based remuneration** consists of fixed remuneration and incidental benefits. Incidental benefits generally include contributions to insurance policies, company cars with private use and reimbursement of, for example, the cost of preventive medical checkups. The fixed remuneration is paid retroactively at the end of each month in twelve equal monthly installments with retention of statutory deductions.

The **short-term variable remuneration** is based in equal parts on Company targets and individual performance targets. The Company targets relate to the WashTec Group's financial key performance indicators. These are revenue, EBIT, free cash flow and return on capital employed (ROCE). The individual performance targets comprise operational or strategic targets, including non-financial targets, primarily from the areas of product innovation, sustainability, process optimization, digitalization and customer benefit. Specific strategic objectives can also be furthered by including them in the individual performance targets for each Management Board role. For example, individual performance targets are specified so that each Management Board role contributes to implementation of the sustainability strategy. The specific targets and their respective weightings within the short-term variable remuneration are set by the Supervisory Board in the annual target agreement.

For the short-term variable remuneration, an amount corresponding to 100% target achievement (target amount) is individually agreed with each Management Board member. The short-term variable remuneration may be reduced to as little as 0% of the agreed amount if the Company targets are not met and increased to up to 115% of the agreed target amount if they are exceeded. The payout amount for short-term variable remuneration

is therefore capped at 130% of the target amount for the Company targets and 100% of the target amount for the individual performance targets. If a Management Board member is appointed part-way through the year, the short-term variable remuneration may be granted in the first year of service pro rata temporis from the commencement of service.

#### Short-term variable remuneration for one fiscal year

Performance criterion	Weighting	Target achievement	
		Minimum	Maximum
Company targets	50%	0%	130%
Individual performance targets	50%	0%	100%
<b>Short-term variable remuneration</b>	<b>100%</b>	<b>0%</b>	<b>115%</b>

Target achievement for short-term variable remuneration is determined after approval of the consolidated financial statements for the respective fiscal year. The short-term variable remuneration falls due for payment in cash together with the next monthly salary payment.

The Company's long-term development is promoted in particular by supplementing the short-term variable remuneration with an additional variable remuneration component comprising **long-term variable remuneration** in the form of a Long Term Incentive Program (LTIP) with a one-time cash award. The program has a three-year term (incentive period). Target achievement is determined at the end of the incentive period. If the targets are met, payment is made in the fiscal year following adoption of the annual financial statements for the relevant year (due date). The LTIP applicable in the reporting period has an incentive period from January 1, 2021 to December 31, 2023 and was adopted by resolution of the Supervisory Board on March 2, 2021. It will be followed by the next LTIP 2024–2026. In addition to a ROCE and a TSR target, LTIP 2024–2026 includes a revenue growth target. The ROCE target has a weighting of 40%, the TSR target 20% and the revenue growth target 40%.

The LTIP includes a non-personal-investment component, under which a Management Board member can obtain a maximum cash award, at 100% target achievement, of 100% of their respective short-term variable annual target remuneration for each year of the LTIP.

An additional personal investment component provides a Management Board member with the opportunity to increase – up to a maximum of double (cash award multiplier equal to 2) – their cash award under the non-personal-investment component by personal investment in WashTec AG shares. Doubling the cash award requires a personal investment in the amount of 100% of the 2021 short-term variable target annual remuneration in euros by a specified cut-off date. If the personal investment is lower, the personal investment component is proportionately smaller (cash award multiplier less than 2). Personal investment for the purposes of LTIP 2021–2023 means (euro) amounts invested in shares in the Company held personally by the Management Board member on June 30, 2023 (the cut-off date). This includes any shares that the Management Board member acquired under previous LTIP programs and still holds. If a Management Board member is appointed after the start of the incentive period, the rule for the personal investment in shares of the Company required to double the entitlement under the non-personal-investment component is that the Management Board member must make a personal investment amounting to 100% of the variable target income in euros for the year in which the Management Board member takes office. A personal investment for the purposes of this program means (euro) amounts, amounting to up to 100% of the variable target income for the year in which the Management Board member takes office, invested in shares in the Company held personally by the Management Board member on June 30, 2023 (the cut-off date).

LTIP 2021–2023 accounts for long-term performance and sustainability under the corporate strategy with the two performance targets return on capital employed (ROCE) and total shareholder return (TSR). Subject to certain requirements and on a case-by-case basis, one-off items may be neutralized in the calculation of the profit figure relevant to the ROCE target.



**Long-term variable remuneration (LTIP) for the three-year incentive period 2021–2023**

	Component I without personal investment			Component II with personal investment		
		ROCE <sup>1</sup>	TSR <sup>2</sup>	Total target amount	Personal investment amount	Cash award multiplier on component I
Weighting		70%	30%	3 x annual short-term variable target remuneration	No personal investment	–
	<81%	0%	0%			
	81%–99%	5%–95%	5%–95%			
Target achievement	100%	100%	100%		Maximum personal investment in the amount of 100% of short-term variable target	x2

<sup>1</sup> Average return on capital employed (ROCE) of more than 25% during the incentive period (ROCE target).

<sup>2</sup> At least 75% total shareholder return (TSR) before taxes (TSR target)

The two performance targets must each reach the minimum threshold of 81% set by the Supervisory Board in order to count. The Supervisory Board determines the degree of target achievement for each target at the end of the incentive period. If both performance targets are fully met or exceeded, the cash award reaches its maximum amount and 100% is paid out. If target achievement on either target is less than 100% but at least equal to the threshold, proportionately less is paid out for that target for each percentage point below 100%. If target achievement on either target is less than the threshold, there is no payout for the target concerned. If target achievement on both performance targets is not at least equal to the threshold, no cash award is paid. The ROCE target has a weighting of 70% and the TSR target has a weighting of 30% in determination of the cash award.

Payment of the LTIP cash award falls due on the date on which the Supervisory Board adopts the annual financial statements for the final year of the incentive period (payout date).

Management Board members are only entitled to the full cash award if they have been members of the Management Board without interruption for the duration of the incentive period. Management Board members who make use of the personal investment component are only entitled to a cash award for the personal investment component if they continue to hold at least the number of shares invested at the cut-off date (June 30, 2023) through to the end of the incentive period. Any LTIP cash award entitlement lapses if the Management Board contract terminates before regular contractual term. The cash award is paid pro rata temporis in the event that the regular term of appointment or of the Management Board contract has begun after the start or been terminated before the end of the incentive period or in the event of death or permanent incapacity to work due to invalidity.

In addition, if the Management Board member makes use of the personal investment component, payment is subject to the resolutive condition that one-sixth of the cash award under the LTIP with personal investment is reinvested in shares in the Company by the Management Board member within three months of the cash award falling due and that the Management Board member remains invested with that quantity of shares for at least three years after acquiring them. There are exemptions to the reinvestment requirement and the holding period in the event of the Management Board member leaving office and in the event of death or permanent incapacity to work due to invalidity.

Additionally, in exceptional cases, the Supervisory Board may at its due discretion decide an **exceptional performance bonus** for individual or all members of the Management Board.

In future programs, the performance targets may be replaced or supplemented with other targets according to the strategic assessment at the time. The fact that the long-term variable remuneration (LTIP) – when use is made of the personal investment component – is overweighted relative to the short-term variable remuneration aligns the remuneration structure with the sustainable development and long-term growth in the value of the company.

### 1.3 Target remuneration

For Management Board contracts entered into after the Annual General Meeting on May 18, 2021, on the basis of the remuneration system approved by the 2021 Annual General Meeting and within maximum remuneration limits set by the Annual General Meeting, the Supervisory Board determines total target remuneration for each Management Board member at the beginning of the fiscal year, comprising fixed remuneration, incidental benefits and target amounts for the short-term and long-term variable remuneration assuming 100% target achievement.

The remuneration system enables the Supervisory Board to take into account the function and responsibilities of each individual Management Board member when setting the total target remuneration. At the Supervisory Board's due discretion, function-specific variation is permissible to take account of criteria such as experience, length of Management Board

service and Management Board role. The actual percentages therefore vary according to function and as a result of any adjustments made in regular remuneration reviews.

For Management Board contracts entered into after the Annual General Meeting on May 18, 2021, under the remuneration system approved by the 2021 Annual General Meeting, any exceptional performance bonus granted in individual instances is structured in such a way that the long-term variable remuneration continues to exceed the percentage accounted for by the short-term variable remuneration.

In determining the total target remuneration for fiscal year 2023, the Supervisory Board took into account the LTIP pro rata for the year with the portion of the target amount relating to 2023 and the maximum permissible personal investment.

Total target remuneration for the Management Board for fiscal year 2023 as determined by the Supervisory Board for the members of the Management Board incumbent in fiscal year 2023 is as follows:

Management Board member	Non-performance-based remuneration components (fixed remuneration)		Performance-based variable remuneration components (variable remuneration)		Total target remuneration	Ratio of the remuneration components to total target remuneration			
	Fixed remuneration	Incidental benefits <sup>1</sup>	Short-term variable remuneration	Long-term variable remuneration (LTIP) <sup>2</sup>		Fixed remuneration	Incidental benefits	Short-term variable remuneration	Long-term variable remuneration (LTIP)
Dr. Ralf Koeppel	€340,000	€53,000	€220,000	€440,000	€1,053,000	32%	5%	21%	42%
Sebastian Kutz (since March 1, 2023) <sup>3</sup>	€250,000	€37,000	€150,000	€300,000	€737,000	34%	5%	20%	41%
Andreas Pabst	€300,000	€44,000	€180,000	€360,000	€884,000	34%	5%	20%	41%
Stephan Weber (until February 28, 2023) <sup>4</sup>	€50,000	€7,000	€30,000	€60,000 <sup>5</sup>	€147,000	34%	5%	20%	41%
<b>Total</b>	<b>€940,000</b>	<b>€141,000</b>	<b>€580,000</b>	<b>€1,160,000</b>	<b>€2,821,000</b>	<b>33%</b>	<b>5%</b>	<b>21%</b>	<b>41%</b>

<sup>1</sup> The Management Board is granted incidental benefits of up to approximately 5% of the total target remuneration. This figure given here also corresponds to the maximum amount.

<sup>2</sup> LTIP 2021–2023 is taken into account pro rata for the year with the portion of the target amount relating to 2023 and the maximum permissible personal investment.

<sup>3</sup> Sebastian Kutz was appointed to the Management Board effective March 1, 2023; the figures therefore relate to the period from March 1, 2023 to December 31, 2023, inclusive.

<sup>4</sup> Stephan Weber left the Management Board as of February 28, 2023; the figures therefore relate to the period from January 1, 2023 to February 28, 2023, inclusive.

Regarding the payments to Stephan Weber following his early departure from the Management Board, please see below under the heading "Remuneration granted and owed to former members of the Management Board (Section 162 (1) and (2) AktG)".

<sup>5</sup> Stephan Weber's entitlement under LTIP 2021–2023 was forfeited in its entirety on his early departure from the Management Board.

The long-term variable remuneration (LTIP) falls due at the end of the incentive period on December 31, 2023 if and to the extent that the underlying performance targets for the three-year incentive period (2021–2023) have been met. If the performance targets are met, the determination of target achievement and payment of the LTIP take place in the fiscal year following the end of the incentive period.

The table below shows the LTIP target amounts for the three-year incentive period January 1, 2021 to December 31, 2023 and the portion of the target amount relating to 2023, at 100% achievement of the performance targets:

Management Board member	Performance criterion	Weighting	Portion of target amount relating to 2023 (at 100% target achievement)	Target amount for the three-year incentive period (at 100% target achievement)
Dr. Ralf Koeppel	Return on capital employed (ROCE)	70%	€154,000	€451,500
	Total shareholder return (TSR)	30%	€66,000	€193,500
	Component I without personal investment	100%	€220,000	€645,000
	Component II with personal investment	Double component I	€220,000	€645,000
	<b>LTIP total</b>		<b>€440,000</b>	<b>€1,290,000</b>
Sebastian Kutz (since March 1, 2023) <sup>1</sup>	Return on capital employed (ROCE)	70%	€105,000	€105,000
	Total shareholder return (TSR)	30%	€45,000	€45,000
	Component I without personal investment	100%	€150,000	€150,000
	Component II with personal investment	Double component I	€150,000	€150,000
	<b>LTIP total</b>		<b>€300,000</b>	<b>€300,000</b>
Andreas Pabst <sup>2</sup>	Return on capital employed (ROCE)	70%	€126,000	€157,500
	Total shareholder return (TSR)	30%	€54,000	€67,500
	Component I without personal investment	100%	€180,000	€225,000
	Component II with personal investment	Double component I	€180,000	€225,000
	<b>LTIP total</b>		<b>€360,000</b>	<b>€450,000</b>

<sup>1</sup> Sebastian Kutz was appointed to the Management Board effective March 1, 2023; the figures therefore relate to the period from March 1, 2023 to December 31, 2023, inclusive. A cash award will be granted pro rata temporis, as the regular term of his Management Board appointment began after the start of the incentive period.

<sup>2</sup> Andreas Pabst was appointed to the Management Board effective October 1, 2022; the figures therefore relate to the period from October 1, 2022 to December 31, 2023, inclusive. A cash award will be granted pro rata temporis, as the regular term of his Management Board appointment began after the start of the incentive period.



In accordance with the rules of the LTIP program, Stephan Weber no longer participates in the LTIP because of his early departure as of February 28, 2023. Stephan Weber's entitlement under LTIP 2021–2023 was consequently forfeited in its entirety.

The LTIP with the incentive period January 1, 2021 to December 31, 2023 described in section 1.2 comprises a non-personal-investment component and an additional personal investment component. If the Management Board member makes use of the personal investment component, payment is subject to the resolutive condition that one-sixth of the gross cash award under the LTIP with personal investment is reinvested in shares in the Company by the Management Board member within three months of the cash award falling due and that the Management Board member remains invested with that quantity of shares for at least three years after acquiring them. The reinvestment is granted as equity-settled share-based payment. The grant date fair value is measured in accordance with IFRS 2. The reinvestment target amounts shown in the table below are part of the total target amount of long-term variable remuneration (LTIP).

Management Board member	Long-term variable remuneration (LTIP) target amounts for the three-year incentive period 2021–2023 (at 100% target achievement)			
	Component I without personal investment	Component II with personal investment	Long-term variable remuneration (LTIP)	Of which reinvestment
Dr. Ralf Koeppel	€645,000	€645,000	€1,290,000	€107,500
Sebastian Kutz (since March 1, 2023) <sup>1</sup>	€150,000	€150,000	€300,000	€25,000
Andreas Pabst <sup>2</sup>	€225,000	€225,000	€450,000	€37,500
<b>Total</b>	<b>€1,020,000</b>	<b>€1,020,000</b>	<b>€2,040,000</b>	<b>€170,000</b>

<sup>1</sup> Sebastian Kutz was appointed to the Management Board effective March 1, 2023; the figures therefore relate to the period from March 1, 2023 to December 31, 2023, inclusive.

<sup>2</sup> Andreas Pabst was appointed to the Management Board effective October 1, 2022; the figures therefore relate to the period from October 1, 2022 to December 31, 2023, inclusive.

#### 1.4 Remuneration in fiscal year 2023

The tables and disclosures below relate to all amounts actually paid to the Management Board in the reporting period (remuneration granted) and all remuneration legally due but not yet paid (remuneration owed). It is assumed for this purpose that the disclosure of remuneration pursuant to Section 162 (1) sentence 2 no. 1 AktG in the Remuneration Report is made for the fiscal year in which performance of the (one-year or multiple-year) service on which the remuneration is based was completed. Short-term variable remuneration is therefore included in remuneration owed as performance of the service on which it is based was completed by the respective reporting date. Cash award payout amounts are therefore stated for each reporting year even if payment is not made until after the end of the reporting year. This ensures transparent and comprehensible reporting and maintains the link between performance and remuneration in the reporting period.

At the end of the incentive period on December 31, 2023, the remuneration under LTIP 2021–2023 constitutes remuneration owed and is therefore disclosed, as specified above, in this remuneration report pursuant to Section 162 AktG for fiscal year 2023. The LTIP in the two preceding fiscal years of the incentive period – 2022 and 2021 – does not constitute remuneration granted or owed as the cash award depends on achievement of the specified performance targets at the end of the incentive period.

## Remuneration granted and owed to members of the Management Board incumbent in fiscal year 2023:

Management Board member	Non-performance-based remuneration components (fixed remuneration)		Performance-based variable remuneration components (variable remuneration)		Other	Total remuneration granted and owed	Ratio of fixed and variable remuneration to total remuneration granted and owed			Other
	Fixed remuneration	Incidental benefits	Short-term variable remuneration	Long-term variable remuneration (LTIP) <sup>1</sup>			Fixed remuneration	Short-term variable remuneration	Long-term variable remuneration (LTIP) <sup>1</sup>	
Dr. Ralf Koeppel	€340,000	€16,000	€173,250	€812,700	–	<b>€1,341,950</b>	27%	13%	60%	–
Sebastian Kutz (since March 1, 2023) <sup>2</sup>	€250,000	€5,000	€118,125	€189,000	–	<b>€562,125</b>	45%	21%	34%	–
Andreas Pabst	€300,000	€13,000	€141,750	€240,975	–	<b>€695,725</b>	45%	20%	35%	–
Stephan Weber (until February 28, 2023) <sup>3</sup>	€50,000	€11,000	€23,625	–	–	<b>€84,625</b>	72%	28%	–	–
Total	€940,000	€45,000	€456,750	€1,242,675	–	<b>€2,684,425</b>	37%	17%	46%	–

<sup>1</sup> LTIP with incentive period 2021–2023

<sup>2</sup> Remuneration for the period from March 1, 2023 to December 31, 2023, inclusive.

<sup>3</sup> Remuneration for the period of active Management Board service up to and including February 28, 2023. Regarding the payments to Stephan Weber following his early departure from the Management Board as of February 28, 2023, please see below under the heading “Remuneration granted and owed to former members of the Management Board (Section 162 (1) and (2) AktG)”.

The remuneration granted and owed in fiscal year 2023 complies with the requirements of the remuneration system on which it is based. The percentage shares of fixed and variable remuneration components in the above table relate to remuneration granted and owed, including the cash award for the three-year incentive period of LTIP 2021–2023.

## Fulfillment of performance criteria for short-term variable remuneration in fiscal year 2023:

Management Board member	Performance criterion	Weighting	Target amount (at 100% target achievement)	Actual target achievement	Cash award
Dr. Ralf Koeppe	Company targets	50%	€110,000	58%	€63,250
	Individual performance targets	50%	€110,000	100%	€110,000
Sebastian Kutz (since March 1, 2023)	Company targets	50%	€75,000	58%	€43,125
	Individual performance targets	50%	€75,000	100%	€75,000
Andreas Pabst	Company targets	50%	€90,000	58%	€51,750
	Individual performance targets	50%	€90,000	100%	€90,000
Stephan Weber (until February 28, 2023) <sup>1</sup>	Company targets	50%	€15,000	58%	€8,625
	Individual performance targets	50%	€15,000	100%	€15,000

<sup>1</sup> Short-term variable remuneration for fiscal year 2023 is granted to Stephan Weber pro rata temporis for the period from January 1, 2023 to February 28, 2023, inclusive.

In fiscal year 2023, the WashTec Group generated revenue of €489,468k, an increase of 2% on the prior year. EBIT increased by 10% to €41,886k. The EBIT margin was 9%. Free cash flow amounted to €46,145k. ROCE was 21.5%.

The Supervisory Board set EBIT and free cash flow as the Company targets relevant to remuneration for fiscal year 2023. Of the Company targets, the free cash flow target was exceeded, while the EBIT target was not achieved.

## Fulfillment of performance criteria for long-term variable remuneration (LTIP 2021–2023):

The two performance targets for the LTIP are average ROCE of more than 25% during the incentive period (ROCE target) and a pre-tax TSR of at least 75% (TSR target).

With an average ROCE of 22.5% during the incentive period (ROCE target) and a TSR before taxes of –3.4% (TSR target), one of the two LTIP performance targets was partially achieved. Target achievement on the ROCE target was 90%, thus exceeding the 81% minimum threshold in order to count. After the end of the three-year incentive period on December 31, 2023, the LTIP 2021–2023 cash award is disclosed in this remuneration report, as specified above, as remuneration owed for fiscal year 2023. In fiscal year 2023, €1,243k was recognized in accordance with IFRS 2 for obligations under the LTIP.

By making use of the additional personal investment component of the LTIP, a Management Board member has the opportunity to increase – up to a maximum of double (cash award multiplier equal to 2) – their cash award under the non-personal-investment component by personal investment in WashTec AG shares in the amount of 100% of the short-term variable target remuneration for 2021. If a Management Board member is appointed after the start of the incentive period, the rule for the personal investment in shares of the Company required to double the entitlement under the non-personal investment LTIP component is that the Management Board member must make a personal investment amounting to 100% of the variable target income in euros for the year in which the Management Board member takes office.

The personal investment could be made up to or including the June 30, 2023 cut-off date and was as follows as of that date and as of the end of the incentive period on December 31, 2023:

Management Board member	Personal investment made	Maximum personal investment	Personal investment made/cash award multiplier
Dr. Ralf Koeppel	€217,593	€210,000	100% <sup>1</sup> / Cash award multiplier 2
Sebastian Kutz (since March 1, 2023)	€180,281	€180,000	100% <sup>1</sup> / Cash award multiplier 2
Andreas Pabst	€125,656	€180,000	70%/ Cash award multiplier 1.7

<sup>1</sup> Taking into account the maximum personal investment, which leads to a doubling of the non-personal-investment component (cash award multiplier of 2).

With regard to the personal investment LTIP component, payment of the personal investment component is subject to the resolutive condition that one-sixth of the cash award under the LTIP with personal investment is reinvested in shares in the Company by the Management Board member within three months of the cash award falling due and that the Management Board member remains invested with that quantity of shares for at least three years after acquiring them. Under the terms of the LTIP, the cash award falls due on the date on which the 2023 annual financial statements are adopted, i.e., March 25, 2024. The reinvestment must therefore be made by June 25, 2024. There are exemptions to the reinvestment requirement and the holding period in the event of the Management Board member leaving office and in the event of death or permanent incapacity to work due to invalidity.

## Fulfillment of performance criteria for LTIP 2021–2023:

Management Board member	Performance criterion	Weighting	Target amount for the three-year incentive period (at 100% target achievement) (for component II with maximum personal investment)	Actual target achievement/ actual personal investment in component II	Cash award	Reinvestment by the Management Board member required for component II with personal investment (resolutive condition for cash award)
Dr. Ralf Koeppel	Return on capital employed (ROCE)	70%	€451,500	90%	€406,350	–
	Total shareholder return (TSR)	30%	€193,500	0%	€0	–
	Component I without personal investment, in total	100%	€645,000	63%	€406,350	–
	Component II with personal investment	up to maximum of twice component I	€645,000	100%	€406,350	€67,725
	<b>LTIP total</b>		<b>€1,290,000</b>	<b>63%</b>	<b>€812,700</b>	<b>€67,725</b>
Sebastian Kutz (since March 1, 2023) <sup>1</sup>	Return on capital employed (ROCE)	70%	€105,000	90%	€94,500	–
	Total shareholder return (TSR)	30%	€45,000	0%	€0	–
	Component I without personal investment, in total	100%	€150,000	63%	€94,500	–
	Component II with personal investment	up to maximum of twice component I	€150,000	100%	€94,500	€15,750
	<b>LTIP total</b>		<b>€300,000</b>	<b>63%</b>	<b>€189,000</b>	<b>€15,750</b>
Andreas Pabst <sup>2</sup>	Return on capital employed (ROCE)	70%	€157,500	90%	€141,750	–
	Total shareholder return (TSR)	30%	€67,500	0%	€0	–
	Component I without personal investment, in total	100%	€225,000	63%	€141,750	–
	Component II with personal investment	up to maximum of twice component I	€225,000	70%	€99,225	€16,538
	<b>LTIP total</b>		<b>€450,000</b>	<b>54%</b>	<b>€240,975</b>	<b>€16,538</b>

<sup>1</sup> Sebastian Kutz was appointed to the Management Board effective March 1, 2023; the figures therefore relate to the period from March 1, 2023 to December 31, 2023, inclusive. The cash award will be granted pro rata temporis, as the regular term of his Management Board appointment began after the start of the incentive period.

<sup>2</sup> Andreas Pabst was appointed to the Management Board effective October 1, 2022; the figures therefore relate to the period from October 1, 2022 to December 31, 2023, inclusive. The cash award will be granted pro rata temporis, as the regular term of his Management Board appointment began after the start of the incentive period.

Remuneration granted and owed to former members of the Management Board (Section 162 (1) and (2) AktG):

Stephan Weber left the Management Board of WashTec AG early as of February 28, 2023. His Management Board contract ended on December 31, 2023. He was released from his Management Board duties effective March 1, 2023 until December 31, 2023 with continued payment of his basic remuneration. Stephan Weber was granted his short-term variable remuneration pro rata temporis for his period of service, i.e., up to the date on which he was released from his duties (see above). The agreed performance criteria and due dates remained unchanged; the short-term variable remuneration was not paid out early. In accordance with the rules of the LTIP program, Stephan Weber no longer participates in the LTIP because of his early departure from the Management Board.

Stephan Weber received payments of €255,545 during the remaining term of his Management Board contract following termination of office (March 1, 2023 to December 31, 2023). This amount relates in its entirety to fixed remuneration and is made up of the basic remuneration (€250,000) and incidental benefits (€5,545). His total remuneration therefore amounts to €340,170, of which 93% is fixed remuneration and 7% is short-term variable remuneration.

Stephan Weber's Management Board contract is subject to a post-contractual non-compete covenant for a period of two years after contract termination, under which he is entitled to remuneration amounting to 50% of the monthly pro rata portion of his fixed annual salary for the duration of the non-compete covenant.

### 1.5 Maximum remuneration

For Management Board contracts entered into after the Annual General Meeting on May 18, 2021, under the remuneration system adopted by the 2021 Annual General Meeting and pursuant to Section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board has set a maximum amount for the total of all remuneration components for members of the Management Board. This maximum remuneration relates in each case to the total of all payments that could result from the remuneration arrangements for one fiscal year. The maximum remuneration is €2,000,000 for the Chief Executive Officer and €1,500,000 for ordinary members of the Management Board (taking into account the LTIP pro rata for the year at the maximum permissible personal investment).

As remuneration under LTIP 2021–2023 is not paid out until after the end of the incentive period, the total amount of the payments for fiscal years 2021 and 2022, taking into account the LTIP pro rata for each year, could only be finally determined after the end of fiscal year 2023. This showed that the maximum remuneration as specified in the remuneration system approved by the 2021 Annual General Meeting was not exceeded in any of the three fiscal years of the incentive period. Please refer to section 1.3 for total target remuneration and to section 1.4 for remuneration granted and owed in fiscal year 2023.



Payments for fiscal year 2023 and maximum remuneration as specified in the remuneration system approved by the 2021 Annual General Meeting:

Management Board member	Non-performance-based remuneration components (fixed remuneration)		Performance-based variable remuneration components (variable remuneration)		Other	Payments for fiscal year 2023	Maximum remuneration for one fiscal year in accordance with the remuneration system
	Fixed remuneration	Incidental benefits	Short-term variable remuneration	Long-term variable remuneration (LTIP) <sup>1</sup>			
Dr. Ralf Koeppel	€340,000	€16,000	€173,250	€277,200	—	<b>€806,450</b>	€2,000,000
Sebastian Kutz (since March 1, 2023)	€250,000	€5,000	€118,125	€189,000	—	<b>€562,125</b>	€1,500,000
Andreas Pabst	€300,000	€13,000	€141,750	€192,780	—	<b>€647,530</b>	€1,500,000
Stephan Weber (until February 28, 2023) <sup>2</sup>	€50,000	€11,000	€23,625	—	—	<b>€84,625</b>	€1,500,000
<b>Total</b>	<b>€940,000</b>	<b>€45,000</b>	<b>€456,750</b>	<b>€658,980</b>	<b>—</b>	<b>€2,100,730</b>	<b>€6,500,000</b>

<sup>1</sup> Amount paid out pro rata for fiscal year 2023 under the LTIP with incentive period 2021–2023.

<sup>2</sup> Remuneration for the period of active Management Board service up to and including February 28, 2023. Regarding the payments to Stephan Weber following his early departure from the Management Board as of February 28, 2023, please see section 1.4, “Remuneration granted and owed to former members of the Management Board (Section 162 (1) and (2) AktG)”. Stephan Weber’s entitlement under LTIP 2021–2023 was forfeited in its entirety on his early departure from the Management Board.

## 1.6 Negative bonus and clawback arrangements

Negative bonus/clawback arrangements are implemented in the LTIP conditions. Under these arrangements, a serious breach of duty by a Management Board member during the incentive period can result in a total or partial reduction in the LTIP payout amount. Amounts already paid out under the LTIP may be clawed back for up to one year after the end of the incentive period. The Supervisory Board decides on any reduction or clawback at its due discretion. On the basis of the remuneration system approved by the 2021 Annual General Meeting, Management Board contracts entered into after the Annual General Meeting on May 18, 2021 feature a corresponding arrangement for short-term variable remuneration. The Supervisory Board did not determine any circumstances in fiscal year 2023 to which the above-mentioned negative bonus or clawback arrangements apply and did not make use of the possibility of reducing or reclaiming variable remuneration.

## 1.7 Peer group comparison

In order to assess whether the specific total remuneration of Management Board members is appropriate and in line with usual levels compared to other enterprises, the Supervisory Board selects a peer group of other third-party entities that is suitable with regard to the WashTec Group’s market position (see Recommendation G.3 of the German Corporate Governance Code as amended April 28, 2022). The peer group comparison is a horizontal benchmarking assessment to ensure that Management Board remuneration is appropriate and in line with usual levels.

The peer group comprises companies that are comparable with the WashTec Group in terms of being listed in the SDAX index or Frankfurt Stock Exchange Prime Standard, mechanical engineering sector classification, international activities, revenue and size of workforce.

Benchmarking is performed on the basis of fixed and variable remuneration components excluding pension expenses (this is not identical with remuneration received).

The benchmarking is applied in relation to both the absolute amount of Management Board remuneration and the development of Management Board remuneration relative to revenue and personnel expenses at peer entities.

The peer group has been adjusted relative to the prior year to reflect changes in the composition of the SDAX and the Prime Standard. The following companies meet the specified characteristics and were used as peers for the peer group comparison:

- GESCO SE
- MAX Automation SE
- MBB SE
- Pfeiffer Vacuum Technology AG
- Vossloh AG

The peer group comparison showed that Management Board remuneration at WashTec AG is appropriate and in line with usual levels in relation to both the absolute amount and the development of Management Board remuneration relative to revenue and personnel expenses.

## 2. Remuneration of members of the Supervisory Board

### 2.1 Application of the remuneration system

Under Section 113 (3) AktG, as amended by the German Act Implementing the Second Shareholder Rights Directive (ARUG II), the annual general meeting of a listed company must adopt a resolution on the remuneration of Supervisory Board members at least once every four years and when changes to the remuneration rules are proposed. The resolution relates both to the system of remuneration for Supervisory Board members presented to the Annual General Meeting and to the setting of the remuneration for Supervisory Board members.



The 2021 Annual General Meeting on May 18, 2021 adopted the remuneration system (<https://ir.washtec.de/en/corporate-governance/>, under "Remuneration of Board of Management and Supervisory Board") for the Supervisory Board and confirmed the remuneration for the Supervisory Board as set out in Section 8.16 of the Articles of Association. The Annual General Meeting 2021 also adopted a Long Term Incentive Program (LTIP) for the Supervisory Board with an incentive period running from January 1, 2022 to December 31, 2024.

The remuneration system for the Supervisory Board was applied in full in fiscal year 2023 in the form resolved by the Annual General Meeting.

### 2.2 Overview of the remuneration system and structure of Supervisory Board remuneration

The remuneration of members of the Supervisory Board is required to be commensurate with the responsibilities and tasks of Supervisory Board members and the situation of the Company. At the same time, Supervisory Board remuneration is intended to be appropriate with a view to competing for suitable candidates for future appointments to the Supervisory Board.

As recommended in the German Corporate Governance Code, remuneration for Supervisory Board membership takes appropriate account, with commensurate function-related remuneration, of the larger time commitment of the Chairperson and the Deputy Chairperson of the Supervisory Board and of the chairpersons and the members of committees. In addition, with a view of the Supervisory Board's supervisory and advisory responsibilities, the Supervisory Board's remuneration contributes to the successful implementation of the business strategy and to the Company's long-term success.

Long-term performance and sustainability under the corporate strategy were also taken into account when determining the performance targets for the long-term variable remuneration in the form of an LTIP with a three-year term.

Under Section 8.16 of the Articles of Association, the remuneration of members of the Supervisory Board comprises fixed remuneration, attendance fees and performance-based remuneration, together with reimbursement of expenses and of value added tax payable on Supervisory Board remuneration. The remuneration system also provides for a long-term variable remuneration component in the form of an LTIP for the Supervisory Board, which is provided in addition to the remuneration under the Articles of Association. The LTIP for the Supervisory Board was adopted by resolution of the Annual General Meeting in 2021 with a term from January 1, 2022 to December 31, 2024. In variable remuneration for any one fiscal year, the maximum possible cash award (pro rata temporis) from the LTIP generally exceeds the maximum possible performance-based remuneration under the Articles of Association.

The current **remuneration arrangements under Section 8.16 of the Articles of Association** read as follows:

"Beginning in fiscal year 2015 and for subsequent fiscal years, in addition to reimbursement for expenses, each member of the Supervisory Board is paid fixed remuneration in the amount of EUR 35,000.00 for each full fiscal year of membership of the Supervisory Board. The fixed remuneration is EUR 70,000.00 for the Deputy Chairperson of the Supervisory Board and EUR 100,000.00 for the Chairperson of the Supervisory Board.

Each member of a committee (with the exception of the Audit Committee) receives additional fixed remuneration of EUR 2,500.00. The chairperson of a committee (with the exception of the Audit Committee) receives additional fixed remuneration of EUR 5,000.00. Each member of the Audit Committee receives an additional fixed remuneration of EUR 5,000.00 and the Chairperson receives such remuneration of EUR 10,000.00.

In addition, each member of the Supervisory Board receives an attendance fee of EUR 1,500.00 for each meeting of the Supervisory Board and its committees that they attend. Only one attendance fee is paid for multiple meetings held on a single day. The Chairperson of the Supervisory Board receives double the attendance fee stipulated in this subsection.

The fixed remuneration and the attendance fee are payable following completion of the fiscal year.

In addition, for membership of the Supervisory Board during the preceding fiscal year, each member of the Supervisory Board receives, after adoption of the resolution on the appropriation of profit, performance-based remuneration of EUR 500.00 for each cent by which IFRS-basis consolidated profit per share exceeds the equivalent amount for the prior fiscal year.

Total annual remuneration under the Articles of Association (fixed and performance-based remuneration plus attendance fees) is limited to a maximum of EUR 75,000.00 for an ordinary member of the Supervisory Board, EUR 100,000.00 for the Chairperson of the Audit Committee, EUR 150,000.00 for the Deputy Chairperson of the Supervisory Board and EUR 200,000.00 for the Chairperson of the Supervisory Board. Where offices coincide, the maximum relates to the greater amount.

Any Supervisory Board members who have served on the Supervisory Board or a Supervisory Board committee for only part of a fiscal year receive proportionately reduced fixed and performance-based remuneration. The Company reimburses each Supervisory Board member the value added tax payable on their remuneration.

The General Meeting may resolve to establish one or more long-term variable remuneration components for the Supervisory Board that are added to the remuneration under the Articles of Association.”

The **Long Term Incentive Program (LTIP)** for the Supervisory Board was adopted by resolution of the Annual General Meeting in 2021 with a term from January 1, 2022 to December 31, 2024.

The LTIP for the Supervisory Board has a three-year term (incentive period) and provides for a one-time cash award at the end of the incentive period. As a condition for participation in the LTIP, the program stipulates that Supervisory Board members must make a personal investment in WashTec shares on or before July 31, 2022. The Chairperson may participate with a personal investment of up to 4,000 shares and the remaining Supervisory Board members with a personal investment of up to 2,000 shares. A Supervisory Board member can also participate in the LTIP with shares already purchased by the member prior to the Company's Annual General Meeting in fiscal year 2021. In that case, invested shares can also be shares with which the Supervisory Board member participated in the preceding LTIP 2018.

The cash award is calculated by multiplying the number of invested shares by the reference share price and a multiplier determined on the basis of target achievement. For calculation of the cash award, the maximum possible reference share price is limited to EUR 100.00 (cap).

Performance targets are set for earnings per share (EPS), ROCE and free cash flow. The performance targets are geared to long-term performance and sustainability under the corporate strategy. The reference base for the LTIP targets comprises the key performance indicators for fiscal year 2021 as of December 31, 2021. Depending on whether one, several or all of the targets are fulfilled, a different multiplier applies for the cash award. If the EPS target is exceeded, the multiplier can increase up to a maximum of 1.2.

The cash award is paid out on the day following the Annual General Meeting in fiscal year 2025. Supervisory Board members are only entitled to the full amount if they have been members of the Supervisory Board for the whole of the incentive period and still hold the invested shares in the Company at the end of the incentive period.

Entitlement to payment is subject to the resolutive condition that one-sixth of the cash award received under the LTIP is reinvested in shares in the Company by the eligible Supervisory Board member within three months subsequent to the Company's Annual General Meeting in fiscal year 2025 and the Supervisory Board member holds those shares for at least three years after acquiring them. The requirement to hold the shares ends if the eligible Supervisory Board member leaves the Supervisory Board during the three-year holding period.

In exceptional circumstances, a pro-rata cash award is granted. Such circumstances comprise departure from the Supervisory Board due to termination of the period of office before the end of the incentive period, death of the Supervisory Board member, resignation or removal subsequent to a change of control, termination of office on merger, division or transformation, or delisting of the Company's shares. A pro-rata cash award is conditional on the invested shares still being held on termination and on the member of the Supervisory Board remaining a member of the Supervisory Board for at least twelve months during the incentive period.

In the case of newly appointed Supervisory Board members, the cash award is reduced pro rata and is only granted for the duration of actual membership of the Supervisory Board. 1/36th of the cash award is granted for each month of membership. A personal investment in shares in the Company is required no later than three months after the effective date of appointment.

For details of the LTIP for the period January 1, 2022 to December 31, 2024, reference is made to the LTIP for the Supervisory Board adopted by resolution of the Annual General Meeting on May 18, 2021, which is additionally reproduced in the invitation to the Annual General Meeting of May 18, 2021 under Agenda Item 8 and available on the Company website at <https://ir.washtec.de/en/annual-general-meeting/> under "Annual General Meeting 2021."



### 2.3 Remuneration in fiscal year 2023

The fixed remuneration, attendance fees and short-term variable remuneration are included in remuneration owed as performance of the service on which they are based was completed by the respective reporting date. The table below therefore shows remuneration for the reporting year even if payment is not made until after the end of the reporting year. This ensures transparent and comprehensible reporting and maintains the link between performance and remuneration in the reporting period.

The LTIP, on the other hand, does not constitute remuneration granted or owed as the cash award depends on achievement of the specified performance targets at the end of the incentive period. As the incentive period runs to December 31, 2024, any remuneration under LTIP 2022–2024 will be disclosed, as specified above, in the remuneration report pursuant to Section 162 AktG for fiscal year 2024.

The remuneration owed in fiscal year 2023 complies with the requirements of the remuneration system adopted by the Annual General Meeting.

## Remuneration owed to members of the Supervisory Board incumbent in fiscal year 2023:

Supervisory Board member	Non-performance-based remuneration components		Performance-based remuneration components		Total remuneration owed	Ratio of non-performance-based and performance-based remuneration to total remuneration owed		
	Fixed remuneration <sup>1</sup>	Attendance fee <sup>2</sup>	Short-term variable remuneration <sup>2</sup>	Long-term variable remuneration (LTIP) <sup>3</sup>		Fixed remuneration and attendance fees	Short-term variable remuneration	Long-term variable remuneration (LTIP) <sup>3</sup>
Dr. Günter Blaschke (until December 31, 2023)	€119,342	€80,658	€0	–	€200,000	100%	0%	–
Ulrich Bellgardt	€83,158	€52,500	€6,000	–	€141,658	96%	4%	–
Dr. Hans Liebler	€42,500	€28,500	€4,000	–	€75,000	95%	5%	–
Heinrich von Portatius	€41,575	€28,500	€4,925	–	€75,000	93%	7%	–
Dr. Alexander Selent	€50,000	€50,000	€0	–	€100,000	100%	0%	–
Peter Wiedemann	€42,500	€32,500	€0	–	€75,000	100%	0%	–
<b>Total</b>	<b>€379,075</b>	<b>€272,658</b>	<b>€14,925</b>	<b>–</b>	<b>€666,658</b>	<b>98%</b>	<b>2%</b>	<b>–</b>

<sup>1</sup> Fixed remuneration comprises the remuneration under the Articles of Association plus the remuneration for committee membership or chairpersonship.

<sup>2</sup> Cap applied to annual remuneration in the case of short-term variable remuneration, and if applicable in the case of attendance fee, in accordance with Section 8.16 of the Articles of Association.

<sup>3</sup> LTIP with incentive period 2022–2024

## Fulfillment of performance criteria for short-term variable remuneration in fiscal year 2023:

The short-term variable remuneration target for fiscal year 2023 was achieved because the IFRS-basis consolidated profit per share for fiscal year 2023 exceeded the corresponding prior-year figure. Consolidated profit per share was €2.09 for fiscal year 2023 and €1.97 for the prior year. This generally results in short-term variable remuneration of €6,000 for each member of the Supervisory Board. For some members of the Supervisory Board, however, that amount is reduced proportionately due to the cap, however, with the final figure shown in the table above.

## Development of long-term variable remuneration performance targets (LTIP 2022–2024):

The three LTIP performance targets are average an annual growth rate of at least 22% for normalized earnings per share (EPS) and of at least 15% for free cash flow during the incentive period and average ROCE of more than 27% during the incentive period.

As a condition for participation in the LTIP, the program stipulates that Supervisory Board members must make a personal investment in WashTec shares on or before July 31, 2022. The new members elected to the Supervisory Board by the Annual General Meeting 2022, Heinrich von Portatius and Peter Wiedemann, were able to make a personal investment in WashTec shares by August 16, 2022 (the cut-off date).

The Chairperson may participate with a personal investment of up to 4,000 shares and the remaining Supervisory Board members with a personal investment of up to 2,000 shares.



The personal investment held by each of the members of the Supervisory Board as of the cut-off date and December 31, 2023 was as follows:

Supervisory Board member	Personal investment made as of cut-off date	Maximum personal investment	Personal investment made as of cut-off date	Shareholding as of December 31, 2023
Dr. Günter Blaschke (until December 31, 2023)	52,060 shares	4,000 shares	100%	52,060 shares
Ulrich Bellgardt	31,000 shares	2,000 shares	100%	31,000 shares
Dr. Hans Liebler	5,500 shares	2,000 shares	100%	5,500 shares
Heinrich von Portatius	0 shares	2,000 shares	0%	0 shares
Dr. Alexander Selent	2,000 shares	2,000 Aktien	100%	2,000 shares
Peter Wiedemann	2,000 shares	2,000 shares	100%	2,000 shares

As of December 31, 2023, EPS stood at €2.09, free cash flow came to €46,145k and ROCE was 21.5%. In 2022, EPS amounted to €1.97, free cash flow to €16,228k and ROCE to 20.2%. The three performance targets consequently remained below the specified targets at the end of the second year of the three-year incentive period. In reporting year 2023, €42k was recognized in accordance with IFRS 2 for obligations under the LTIP.

As target achievement is determined in 2024 at the end of the incentive period, the LTIP currently constitutes remuneration awarded. If the targets are met, the LTIP in this report will, in accordance with the requirements set out above, constitute remuneration owed in the third year of the incentive period.

### 3. Comparative presentation of development in remuneration and financial performance

In accordance with Section 162 (1) sentence 2 no. 2 AktG, the table below presents the financial performance of WashTec, the annual change in the remuneration of the members of the Management Board and Supervisory Board and the annual change in average employee remuneration on a full-time equivalent basis.

Financial performance is represented by the financial key performance indicators revenue and EBIT for the WashTec Group and net income for the period for WashTec AG. Remuneration granted and owed is shown for each fiscal year for the members of the Management Board and Supervisory Board. The annual change in average employee remuneration on a full-time equivalent basis is based on the WashTec Group's workforce in Germany.

Fiscal year	2020	2021	Change in %	2022	Change in %	2023	Change in %
<b>Members of the Management Board incumbent in fiscal year 2023</b>							
Dr. Ralf Koeppel	€409,057	€545,972	34%	€437,248	-20%	€1,341,950	207%
Sebastian Kutz (since March 1, 2023)	-	-	-	-	-	€562,125 <sup>1</sup>	-
Andreas Pabst	-	-	-	€122,938 <sup>1</sup>	-	€695,725	466%
Stephan Weber (until February 28, 2023)	€398,017	€525,323	32%	€363,563	-31%	€340,170 <sup>1,2</sup>	-
<b>Members of the Supervisory Board incumbent in fiscal year 2023</b>							
Dr. Günter Blaschke (until December 31, 2023)	€181,500	€200,000	10%	€200,000	0%	€200,000	0%
Ulrich Bellgardt	€119,000	€150,000	26%	€130,048	-13%	€141,658	9%
Dr. Hans Liebler	€66,500	€75,000	13%	€64,072	-15%	€75,000	17%
Heinrich von Portatius	-	-	-	€43,151 <sup>3</sup>	-	€75,000	74%
Dr. Alexander Selent	€88,000	€100,000	14%	€90,096	-10%	€100,000	11%
Peter Wiedemann	-	-	-	€47,158 <sup>3</sup>	-	€75,000	59%
<b>Financial performance</b>							
WashTec Group revenue	€378,672,014	€430,532,025	14%	€482,238,726	12%	€489,467,679	2%
WashTec Group EBIT	€20,067,587	€45,690,940	127%	€38,008,812	-17%	€41,885,753	10%
WashTec AG net income for the period (German GAAP)	€8,593,488	€39,911,171	364%	€28,306,503	-29%	€29,710,657	5%
<b>Average employee remuneration</b>							
Workforce and senior management in Germany <sup>4</sup>	€60,027 <sup>5</sup>	€61,862 <sup>5</sup>	3% <sup>5</sup>	€62,802	2%	€65,415	4%
<b>Former members of the Management Board</b>							
Axel Jaeger (until May 31, 2020)	€129,844	-	-	-	-	-	-
Dr. Kerstin Reden (until August 31, 2022)	€205,647 <sup>1</sup>	€518,009	-	€377,675 <sup>1,2</sup>	-	-	-
Dr. Volker Zimmermann (until February 28, 2019) <sup>6</sup>	€170,004	€28,326	-83%	-	-	-	-
<b>Former members of the Supervisory Board</b>							
Jens Große-Allermann (until May 16, 2022)	€69,000	€75,000	9%	€24,777 <sup>3</sup>	-	-	-
Dr. Sören Hein (until May 16, 2022)	€67,000	€75,000	12%	€21,421 <sup>3</sup>	-	-	-

<sup>1</sup> Pro rata temporis remuneration, as not a member of the Management Board for the entire fiscal year.

<sup>2</sup> Remuneration for active Management Board service and subsequent payments.

<sup>3</sup> Pro rata temporis remuneration, as not a member of the Supervisory Board for the entire fiscal year.

<sup>4</sup> The overall workforce comprises the entire workforce employed by all German companies of the WashTec Group, including senior management.

Senior management comprises all employees who hold a management position in Germany and report in that capacity directly to the Management Board.

<sup>5</sup> A modified calculation methodology was used from 2022. The figures for the prior years have been restated to maintain comparability.

<sup>6</sup> Dr. Volker Zimmermann was granted non-compete compensation for a post-contractual non-compete covenant that expired in fiscal year 2021.

This remuneration report was prepared by the Management Board and Supervisory Board pursuant to Section 162 AktG.

WashTec AG

For the Management Board

Sebastian Kutz  
CSO/Member of the  
Management Board

Andreas Pabst  
CFO/Member of the  
Management Board

For the Supervisory Board

Ulrich Bellgardt  
Chairman of the  
Supervisory Board

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

To WashTec AG, Augsburg

### *Opinion*

We have formally audited the remuneration report of the WashTec AG, Augsburg, for the financial year from January 1 to December 31, 2023 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 mis-statement, 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.

Munich, March 22, 2024

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

Jürgen Schumann  
Wirtschaftsprüfer  
(German Public Auditor)

ppa. Stefan Postenrieder  
Wirtschaftsprüfer  
(German Public Auditor)

## Glossary

AktG	Aktiengesetz (German Stock Corporation Act)	HGB	Handelsgesetzbuch (German Commercial Code)
Capital employed	NOWC + fixed assets, calculated as an average over five quarters	IFRS	International Financial Reporting Standards; internationally harmonized and applied financial reporting standards compiled by the International Accounting Standards Board (IASB)
Corporate governance	Framework for responsible corporate management and control geared to sustainability.	LTIP	Long Term Incentive Program
Code	German Corporate Governance Code	NOWC	Net operating working capital (NOWC) is calculated as follows: Trade receivables + inventories – trade payables + prepayments on orders
EBIT	Earnings before interest and taxes	ROCE	Return on capital employed is the ratio of EBIT to capital employed and is calculated as follows: EBIT/capital employed
EBIT margin	EBIT/revenue	Total shareholder return (TSR)	Total shareholder return (TSR) is the total return achieved by a shareholder on an investment in a share over a specified period of time and is expressed as a percentage of the invested capital. It is calculated as follows: [(final share price – initial share price) + dividend]/initial share price
Earnings per share (EPS)	Consolidated net income/weighted average shares outstanding		
Free cash flow	Free cash flow available for dividend distributions, debt repayment or reinvestment; free cash flow is calculated as follows: Net cash inflow from operating activities – net cash outflow from investing activities		



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