



JOST WERKE AG

**REMUNERATION REPORT
2022**

REMUNERATION REPORT

The Executive and Supervisory Boards of JOST Werke AG 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 the 2022 fiscal year.

REMUNERATION SYSTEM FOR THE EXECUTIVE BOARD

Resolution on the approval of the remuneration report

On May 5, 2022, the General Meeting of JOST Werke AG approved the remuneration report for current and former members of the Executive Board and Supervisory Board of JOST Werke AG in the 2021 fiscal year prepared in accordance with Section 162 of the German Stock Corporation Act (AktG) with a majority of 91.4% 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 first applied in the previous year for the remuneration report for the 2022 fiscal year.

Application of the remuneration system in the 2022 fiscal year

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 the 2021 fiscal year (“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 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 April 28, 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 for the first time when extending the Executive Board contract of Dr. Christian Terlinde (CFO) and when concluding the new Executive Board contract of Dirk Hanenberg (COO) in 2022. The Executive Board employment contracts of Joachim Dürr (CEO) and Dr. Ralf Eichler were concluded in accordance with the remuneration system applicable in 2019 (“2019 remuneration system”) and are grandfathered. As a result, the remuneration granted to them in the 2022 fiscal year was based on the 2019 remuneration system and thus deviates from the 2021 remuneration system. Dr. Terlinde was also granted individual 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 contracts are being adjusted to reflect the 2021 remuneration system. Details of the 2019 remuneration system can be found 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 the 2022 fiscal year

Dirk Hanenberg was appointed as a member of the Executive Board of JOST Werke AG effective September 1, 2022. As COO, he has assumed responsibility for Quality, Logistics, Purchasing and Production.

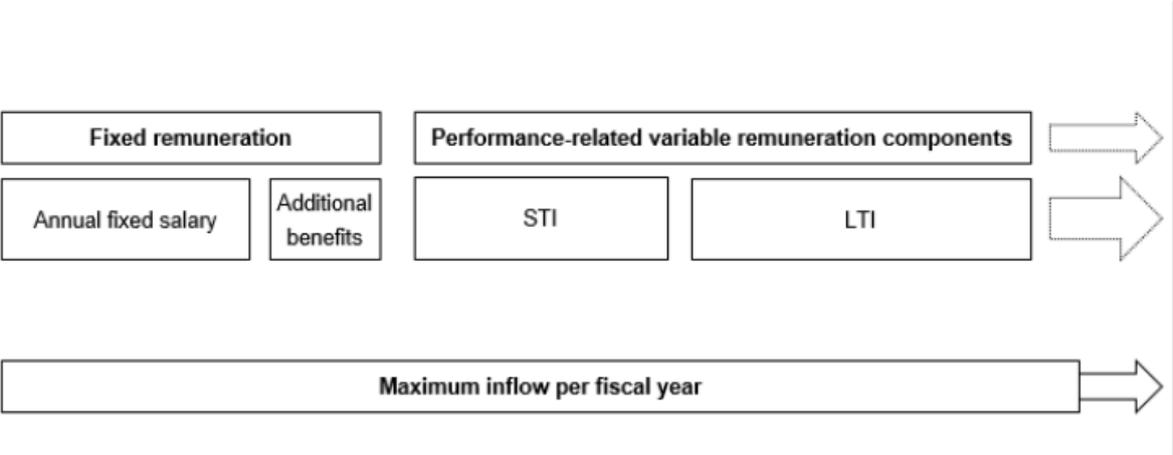
During the 2022 fiscal year, Dr. Ralf Eichler (former COO) asked the company’s Supervisory Board not to renew his Executive Board contract, which was scheduled to end on December 31, 2022. After handing over to Dirk Hanenberg as planned, Dr. Eichler resigned his Executive Board position at his own request effective October 31, 2022. Following the termination of his Executive Board activities,

Dr. Eichler is entitled to advance salary payments until December 31, 2022, as well as short and long-term bonuses already granted as a result of his Executive Board activities in the 2021 and 2022 fiscal years that will be paid out in 2023 and 2024 in accordance with the 2019 remuneration system. There are no further entitlements.

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).

Each Executive Board member’s overall remuneration consists of fixed, non-performance-related and variable, performance-related components. The fixed remuneration comprises the Executive Board member’s 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.



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 and former Executive Board members

In € thousands	Joachim Dürr (CEO)		Dirk Hanenberg (COO) Executive Board member since: 09/01/2022		Dr. Christian Terlinde (CFO)		Dr. Ralf Eichler (former COO) Executive Board member until: 10/31/2022	
	2021	2022	2021	2022	2021	2022	2021	2022*
Fixed remuneration	620	724	-	150	415	475	415	358
Deferred compensation for pension scheme	124	145	-	30	83	95	83	72
Fringe benefits	6	5	-	7	6	5	12	7
Total (fixed components)	750	874	-	187	504	575	510	437

* Proportionate amount until October 31, 2022. During the 2022 fiscal year, Dr. Ralf Eichler also continued to receive salary payments totaling €86 thousand and fringe benefits worth €1 thousand after the termination of his Executive Board activities.

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. The Chairman of the Executive Board receives as an overall bonus (sum total of all performance-related components) 0.60% of the adjusted EBITDA actually achieved, while all other Executive Board members receive as an overall bonus 0.40% of the adjusted EBITDA actually 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.

45% of this is paid as a short-term component (STI), 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.

The remaining 55% of the performance-related overall bonus will be converted into a long-term LTI component. Under the 2019 remuneration system, in accordance with their existing contracts the LTI component will be paid out in full to Joachim Dürr and Dr. Ralf Eichler if the adjusted group 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.

Target achievement and calculation of performance-related remuneration in 2022

The Executive Board remuneration “granted” and “owed” in the 2022 fiscal year pursuant to Section 162 (1) sentence 2 no. 1 AktG comprises the STI component payments for the 2021 fiscal year – which were made two weeks after the adoption of the audited consolidated financial statements for 2021, in April 2022 – as well as the LTI component payments for the 2020 fiscal year which were likewise paid out in April 2022 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 2022 and were actually received through the payment made in April 2022 and thus “granted” in the 2022 fiscal year.

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).

Based on this definition, the 2019 remuneration system is used for the following calculation of performance-related remuneration for all members of the Executive Board because Executive Board remuneration in the 2021 fiscal year was granted and owed in accordance with the contracts that were still applicable at the time.

Target achievement for financial key performance indicators

Fiscal year	Performance criterion	Threshold for granting (80% target achievement)	Target (100% target achievement)	Threshold for max. granting (200% target achievement)	Result	Target achievement
2020	Adjusted EBITDA	90 € million	112 € million	224 € million	103 € million	92%
2021	Adjusted EBITDA	91 € million	113 € million	227 € million	133 € million	118%

Calculation of payment of the STI component from the 2021 fiscal year

Executive Board	Target amount (STI) 100% STI 2021	Target achievement	Amount paid out in 2022 (STI)
Joachim Dürr (CEO)	€306 thousand	118%	€360 thousand
Dirk Hanenberg (COO) ¹⁾	-	-	-
Dr. Christian Terlinde (CFO)	€204 thousand	118%	€240 thousand
Dr. Ralf Eichler (former COO)	€204 thousand	118%	€240 thousand

1) Dirk Hanenberg was appointed to the Executive Board with effect from September 1, 2022. He is not entitled to any payouts from 2021.

Since the adjusted EBITDA achieved in the 2021 fiscal year exceeds the adjusted EBITDA in 2020, the Executive Board members were entitled to receive payment of the LTI component for the year 2020.

Calculation of payment of the LTI component from the 2020 fiscal year

Executive Board	Target amount (LTI) 100% LTI 2020	Target achievement	Amount paid out in 2022 (LTI 2020)
Joachim Dürr (CEO)	€369 thousand	92%	€339 thousand
Dirk Hanenberg (COO) ¹⁾	-	-	-
Dr. Christian Terlinde (CFO) ²⁾	€246 thousand	92%	-
Dr. Ralf Eichler (former COO)	€246 thousand	92%	€226 thousand

1) Dirk Hanenberg was appointed to the Executive Board with effect from September 1, 2022. He is not entitled to any payouts from 2020.

2) For Dr. Christian Terlinde, the LTI component from fiscal year 2020 will be paid out in fiscal year 2024. He was not entitled to any LTI payouts from fiscal year 2020 in fiscal year 2022.

STI/LTI for the 2023 (STI) or 2024/2027 (LTI) fiscal years, payable on the basis of the 2022 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 the 2022 fiscal year 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 the 2022 fiscal year 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 the 2023 fiscal year (STI) and the 2024 (LTI) and 2027 (LTI) fiscal years.

At its meeting on November 16, 2021, the Supervisory Board defined the performance criteria relevant to the performance-related remuneration components for each individual Executive Board member in the 2022 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)

Fiscal year	Performance criterion	Threshold for granting (80% target achievement)	Target (100% target achievement)	Threshold for max. granting (200% target achievement)	Result	Target achievement
2022	Adjusted EBITDA	105 € million	131 € million	262 € million	154 € million	118%

At its meeting on November 16, 2021, the Supervisory Board also defined non-financial performance criteria that influence the performance-related Executive Board remuneration for the 2022 fiscal year in accordance with the 2021 remuneration system.

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

Fiscal year	ESG target	Results achieved 2022	Target achievement
2022	Implementing a group-wide reporting system for recording monthly carbon emissions data within JOST	Developing, introducing and implementing a system for recording monthly carbon emissions as well as electricity, gas, oil, district heating and water consumption across the group. Incorporating non-financial performance indicators for carbon emissions, energy and water into the monthly management report to the Supervisory Board.	100%

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

In the 2022 fiscal year, the Executive Board employment contracts of Joachim Dürr and Dr. Ralf Eichler were grandfathered as they were concluded before the 2021 remuneration system was introduced and are therefore still aligned with the 2019 remuneration system.

The CEO Joachim Dürr receives as an overall bonus in fiscal year 2022 (sum total of all performance-related components) 0.64% of the adjusted EBITDA actually achieved, while Dr. Ralf Eichler receives as an overall bonus 0.40% 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 2022 under the 2019 remuneration system

Executive Board	Target amount (STI) 100% STI 2022	Target achievement	Amount paid out in 2023 (STI)
Joachim Dürr (CEO)	€377 thousand	118%	€445 thousand
Dr. Ralf Eichler (departed 10/31/2022)	€236 thousand	118%	€278 thousand

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

Executive Board	Target amount (LTI) 100% LTI 2022	Target achievement	Amount paid out in 2024 (LTI)
Joachim Dürr (CEO)	€461 thousand	118%	€544 thousand
Dr. Ralf Eichler (departed 10/31/2022)	€288 thousand	118%	€340 thousand

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

The employment contracts of Executive Board members Dr. Christian Terlinde and Dirk Hanenberg applicable in fiscal year 2022 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 Dr. Christian Terlinde and Dirk Hanenberg in fiscal year 2022 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 2022; (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 2022 under the 2021 remuneration system

Executive Board	Target amount (STI) 100% STI 2022	Target achievement for financial key performance indicators	Target achievement for non-financial key performance indicators	Amount paid out in 2023 (STI)
Dirk Hanenberg (COO)*	€79 thousand	118%	100%	€93 thousand
Dr. Christian Terlinde (CFO)	€236 thousand	118%	100%	€278 thousand

* 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.

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 2022 will be paid out in fiscal year 2027.

Calculation of the LTI component from fiscal year 2022 under the 2021 remuneration system

Executive Board	Target amount (LTI) 100% LTI 2022	Target achievement for financial key performance indicators	Target achievement for non-financial key performance indicators	Number of phantom stocks allocated	Allocation price	Fair value at grant date
Dirk Hanenberg (COO)	€96 thousand	118%	100%	2,345	€48.32	€114 thousand
Dr. Christian Terlinde (CFO)	€288 thousand	118%	100%	7,034	€48.32	€340 thousand

Remuneration of the Executive Board members granted and owed in fiscal year 2022

The following tables provide a breakdown of the remuneration components “granted” and “owed” in the 2022 fiscal year 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 the fiscal year, the fringe benefits accruing in the fiscal year and the pension allowance paid out in the fiscal year as elements of the non-performance-related component and, on the other, the STI based on the 2021 fiscal year and the LTI based on the 2020 fiscal year, which were paid out in the 2022 fiscal year.

Remuneration granted and owed to current members of the Executive Board

Executive Board remuneration according to Section 162 AktG	Joachim Dürr (CEO)				Dirk Hanenberg (COO)				Dr. Christian Terlinde ¹⁾ (CFO)				Dr. Ralf Eichler ²⁾ (former COO) Departed: 10/31/2022			
	Appointed: 2019				Appointed: 09/01/2022				Appointed: 2019				Appointed: 2000			
	2021	%	2022	%	2021	%	2022	%	2021	%	2022	%	2021	%	2022	%
in € thousands																
Fixed remuneration	620	49	724	46	-	-	150	80	415	60	475	58	415	45	358	40
Deferred compensation, pension scheme	124	10	145	9	-	-	30	16	83	12	95	12	83	9	72	8
Fringe benefits	6	0	5	0	-	-	7	4	6	1	5	1	12	2	7	1
Non-performance related component	750	59	874	56	-	-	187	100	504	73	575	71	510	56	437	49
One-year variable remuneration (STI)	277	22	360	23	-	-	-	-	185	27	240	29	185	20	240	26
Multi-year variable remuneration (LTI)	249	19	339	22	-	-	-	-	-	-	-	-	222	24	226	25
Performance related component	526	41	699	44	-	-	-	-	185	27	240	29	407	44	466	51
Total remuneration	1,276	100	1,573	100	-	-	187	100	689	100	815	100	917	100	903	100

- 1) For Dr. Christian Terlinde, the LTI component from fiscal year 2020 will be paid out in fiscal year 2024. He was not entitled to any LTI payouts from fiscal year 2020 in fiscal year 2022.
- 2) During the 2022 fiscal year, Dr. Ralf Eichler also continued to receive salary payments totaling €86 thousand and fringe benefits worth €1 thousand after the termination of his Executive Board activities.

The above table does not include the STI based on the 2022 fiscal year – which will only be owed in 2023 following the adoption of the 2022 consolidated financial statements and will be granted two weeks later – and the LTI for 2022, which will not be granted until 2024 or 2027. For further information, please see the voluntary disclosures made in the previous section “STI/LTI for the 2023 (STI) or 2024/2027 (LTI) fiscal years, payable on the basis of the 2022 fiscal year” and the section “Compliance with maximum remuneration.”

Compliance with maximum remuneration

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 2022 and the STI/LTI based on the 2022 fiscal year which the Executive Board will not receive until the 2023 (STI) or 2024/2027 (LTI) fiscal years.

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.

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 2022

Benefits granted	Joachim Dürr (CEO)		Dirk Hanenberg (COO)		Dr. Christian Terlinde (CFO)		Dr. Ralf Eichler (former COO) Departed: 10/31/2022	
	Appointed: 2019		Appointed: 09/01/2022		Appointed: 2019		Appointed: 2000	
in € thousands	2022	Max.	2022	Max.	2022	Max.	2022	Max.
Fixed remuneration	724	724	150	150	475	475	358	358
Deferred compensation, pension scheme	145	145	30	30	95	95	72	72
Fringe benefits	5	5	7	7	5	5	7	7
Non-performance related component	874	874	187	187	575	575	437	437
One-year variable remuneration (STI)	445	652	93	135	278	428	278	387
Multi-year variable remuneration (LTI)	544	796	113	165	340	422	340	473
Performance related component	989	1,448	206	300	618	950	618	860
Total remuneration	1,863	2,322	393	487	1,193	1,525	1,055	1,297

For the calculation of the STI and LTI components relevant in this context, please see the above section entitled “STI/LTI for the 2023 (STI) or 2024/2027 (LTI) fiscal years, payable on the basis of the 2022 fiscal year”

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 and performance clawbacks. The Supervisory Board did not make use of this option.

SUPERVISORY BOARD REMUNERATION

The remuneration system of the Supervisory Board, which is governed by Article 15 of the Articles of Association, was confirmed and approved without changes by the General Meeting on May 5, 2022.

In accordance with Article 15 of the Articles of Association, each Supervisory Board member receives fixed annual 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.

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 compensation.

Furthermore, JOST Werke AG 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 2022 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 in the section “Remuneration of the Executive Board members granted and owed in fiscal year 2022.”

Remuneration granted and owed to the members of the Supervisory Board

in € thousands	2021						2022					
	Fixed remuneration	%	Committee work	%	Total	%	Fixed remuneration	%	Committee work	%	Total	%
Manfred Wennemer (Chair: Supervisory Board and Nomination Committee)	146	88	19	12	165	100	150	88	20	12	170	100
Prof. Dr. Bernd Gottschalk (Deputy Chair)	73	88	10	12	83	100	75	88	10	12	85	100
Jürgen Schaubel (Audit Committee Chair)	49	72	19	28	68	100	50	71	20	29	70	100
Natalie Hayday	49	83	10	17	59	100	50	83	10	17	60	100
Rolf Lutz	49	83	10	17	59	100	50	83	10	17	60	100
Klaus Sulzbach	49	83	10	17	59	100	50	83	10	17	60	100
Total remuneration, Supervisory Board	415		78		493		425		80		505	

Like the Executive Board, all members of the Supervisory Board voluntarily forewent 5% of their contractually agreed fixed remuneration in fiscal year 2020 in order to ease the strain on the company during the coronavirus pandemic and help reduce costs. This agreement was in place for the period of seven months in which short-time work was introduced at the company's German plants in 2020. Since the Supervisory Board remuneration is only granted upon expiry of the fiscal year, the fact that the Supervisory Board members voluntarily forewent remuneration in the 2020 fiscal year affects the remuneration granted and owed in the 2021 comparative year.

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 adjusted EBITDA 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 AG as a single entity is also presented. However, it should be noted here that JOST Werke AG 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 remuneration received by employees has been calculated on the basis of the employees of the German company. Employees' remuneration comprises personnel expenses for wages and salaries, fringe benefits, the employer's share of insurance contributions and any variable remuneration components which were paid in the respective fiscal year. For technical reasons, the table only includes employees and trainees who were employed by JOST in the period from January 1 to December 31 in a given fiscal year, i.e. for the entire calendar year.

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

	2021 vs. 2020 (Change in %)	2022 vs. 2021 (Change in %)
Current Executive Board members		
Joachim Dürr (appointed 01/01/2019)	40%	23%
Dirk Hanenberg (appointed 09/01/2022)	-	100%
Dr. Christian Terlinde (appointed 01/01/2019)	5%	18%
Dr. Ralf Eichler (appointed in 2000 – departed 10/31/2022)	6%	-1%
Former Executive Board members		
Lars Brorsen (departed 09/30/2019)	-45%	-100%
Christoph Hobo (departed 12/31/2018)	-100%	0%
Current Supervisory Board members		
Manfred Wennemer (Chair; departed 05/05/2022)	-3%	3%
Dr. Stefan Sommer (Chair; appointed 05/05/2022)	-	-
Prof. Dr. Bernd Gottschalk (Deputy Chair)	-2%	2%
Jürgen Schaubel	-3%	3%
Natalie Hayday	-2%	2%
Rolf Lutz	-2%	2%
Klaus Sulzbach	-2%	2%
Earnings trend		
Adjusted EBITDA of the JOST Werke Group	30%	16%
Earnings after taxes of JOST Werke AG (single entity)	34%	-29%
Ø employee remuneration in Germany (full-time equivalents)	4%	3%

The Executive Board and the Supervisory Board of JOST Werke SE
(at the balance sheet date operating under the name JOST Werke AG)
Neu-Isenburg, March 22, 2023

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 (formerly JOST Werke AG), Neu-Isenburg, for the financial year from 1 January to 31 December 2022 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). 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 Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard - IDW QS 1]. 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 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, 22 March 2023

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Thomas Heck
Wirtschaftsprüfer
(German Public Auditor)

ppa. Samuel Artzt
Wirtschaftsprüfer
(German Public Auditor)