

Invitation to the  
Annual General  
Meeting of  
WashTec AG  
15 May 2023



## Information pursuant to Section 125 of the German Stock Corporation Act (AktG) in conjunction with Table 3 of Implementing Regulation (EU) 2018/1212 (the “EU IR”)

### A. Specification of the message

- |                                   |   |
|-----------------------------------|---|
| 1. Unique identifier of the event | Annual General Meeting of WashTec AG 2023<br><i>In the format specified in the EU IR:</i><br>c4f8be4c7ac1ed118143005056888925 |
| 2. Type of message                | Convocation of the General Meeting<br><i>In the format specified in the EU IR: NEWM</i>                                       |

### B. Specification of the issuer

- |                   |              |
|-------------------|--------------|
| 1. ISIN:          | DE0007507501 |
| 2. Name of issuer | WashTec AG   |

### C. Specification of the meeting

- |  |   |
|--|---|
| 1. Date of the General Meeting                                     | May 15, 2023<br><i>In the format specified in the EU IR: 20230515</i>   |
| 2. Time of the General Meeting (com-mencement):                    | 10:00 hrs CEST<br><i>In the format specified in the EU IR: 08:00 hrs UTC</i>                                    |
| 3. Type of General Meeting   | Annual General Meeting<br><i>In the format specified in the EU IR: GMET</i>                                     |
| 4. Location of the General Meeting                                 | IHK for Augsburg and Schwaben,<br>Stettenstrasse 1+3, 86150 Augsburg, Germany                                   |
| 5. Record date   | April 24, 2023, 0:00 hrs (CEST)<br><i>In the format specified in the EU IR: 20230423, 22:00 Uhr UTC</i>         |
| 6. Annual General Meeting website / uniform resource locator (URL) | <a href="https://ir.washtec.de/en/annual-general-meeting/">https://ir.washtec.de/en/annual-general-meeting/</a> |



## **WashTec AG**

Augsburg

German securities identification number (WKN) 750 750

ISIN: DE 000 750 750 1

Unique identifier: c4f8be4c7ac1ed118143005056888925

## **Invitation to the Annual General Meeting of WashTec AG**

We hereby invite our shareholders to the 2023 Annual General Meeting of WashTec AG, Augsburg, on Monday, May 15, 2023, at 10:00 hrs Central European Summer Time (CEST) (doors open approximately 09:00 hrs CEST), at the Chamber of Industry and Commerce (IHK) for Augsburg and Swabia, Stettenstrasse 1–3, 86150 Augsburg.

## I. Agenda

### 1. Presentation of the adopted annual and approved consolidated financial statements as of and for the year ended December 31, 2022; presentation of the combined management report of WashTec AG and the Group for fiscal year 2022, including the explanatory report of the Management Board under sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch – HGB); presentation of the proposal of the Management Board on the appropriation of the distributable profit and of the report of the Supervisory Board for fiscal year 2022

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board; the annual financial statements have thus been adopted in accordance with Section 172 sentence 1 of the German Stock Corporation Act (Aktengesetz – AktG). In accordance with the statutory provisions, agenda item 1 is not subject to resolution by the Annual General Meeting. Section 175 (1) sentence 1 AktG merely stipulates that the Management Board must convene the Annual General Meeting to accept the adopted annual financial statements and management report and to resolve on the appropriation of any distributable profit and, in the case of a parent company, to accept the consolidated financial statements and Group management report approved by the Supervisory Board and the Group management report. Under Sections 176 (1) sentence 1 and 175 (2) AktG, the Management Board must make available to the Annual General Meeting the annual financial statements, the management report, the report of the Supervisory Board, the proposal of the Management Board on the appropriation of distributable profit and – in the case of publicly listed companies – an explanatory report on the disclosures pursuant to Section 289a and 315a HGB and, in the case of a parent company, the consolidated financial statements, the Group management report and the Supervisory Board's report thereon.

The foregoing documents will be explained in greater detail at the Annual General Meeting. They will be available for inspection by shareholders from the date of convocation of the Annual General Meeting onwards at the offices of WashTec AG, Argonstrasse 7, 86153 Augsburg, Germany and at the Annual General Meeting itself, and can be accessed from the date of convocation of the Annual General Meeting onwards on the Company's website at <https://ir.washtec.de/en/annual-general-meeting/>. On request, copies of the documents made available will be promptly sent out to shareholders free of charge.



### 2. Resolution on the appropriation of distributable profit

The Management Board and Supervisory Board propose that the distributable profit of €29,804,169.57 shown in the Company's annual financial statements for fiscal year 2022 be appropriated as follows:

- a) Distribution of a dividend in the amount of €2.20 per eligible share, totaling €29,441,112.80.
- b) The remaining distributable profit of €363,056.77 to be carried forward.

The dividend is payable on the third business day following the Annual General Meeting resolution, i.e., May 18, 2023.

### **3. Resolution on ratification of the actions of the Management Board in fiscal year 2022**

The Management Board and Supervisory Board propose the ratification of the actions of the members of the Management Board in office in fiscal year 2022 (Dr. Kerstin Reden, Dr. Ralf Koeppel, Andreas Pabst and Stephan Weber) for this period.

### **4. Resolution on ratification of the actions of the Supervisory Board in fiscal year 2022**

The Management Board and Supervisory Board propose the ratification of the actions of the Supervisory Board in office in fiscal year 2022 (Dr. Günter Blaschke, Ulrich Bellgardt, Jens Große-Allermann, Dr. Sören Hein, Dr. Hans Liebler, Heinrich von Portatius, Dr. Alexander Selent and Peter Wiedemann) for this period.

### **5. Election of the auditor of the annual and consolidated financial statements for fiscal year 2023 and of the auditor for the audit review of the interim financial reports for fiscal year 2023**

At the recommendation of the Audit Committee, the Supervisory Board proposes the following resolution:

To appoint PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Munich as auditor of the annual and consolidated financial statements for fiscal year 2023 and as auditor for any audit review of interim financial reports for fiscal year 2023.

The Audit Committee has stated that its recommendation is free of undue influence by any third party and, in particular, that no clause of the kind referred to in Article 16(6) of Regulation (EU) No 537/2014 has been imposed upon it.

### **6. Resolution on the approval of the Remuneration Report**

The Management Board and Supervisory Board are required under Section 162 AktG to prepare a remuneration report and under Section 120a (4) AktG to submit it to the Annual General Meeting for approval.

The Supervisory Board and Management Board have prepared a remuneration report on the remuneration granted and owed to the members of the Management Board and Supervisory Board in fiscal year 2022.

In accordance with Section 162 (3) AktG, the remuneration report has been examined by the auditor to determine whether the legally required disclosures under Section 162 (1) AktG have been made. The report on the audit of the remuneration report is annexed to the remuneration report.

The Management Board and the Supervisory Board propose that the remuneration report for fiscal year 2022, prepared and audited in accordance with Section 162 AktG, be approved.

The remuneration report is reprinted after the agenda in section II, "Reports, annexes and further information on items on the agenda". It is available online at <https://ir.washtec.de/en/annual-general-meeting/> from the date of convocation of the Annual General Meeting onwards and will continue to be available there during the Annual General Meeting.



## 7. Election of Supervisory Board members

The term of office of the current Supervisory Board members Dr. Günter Blaschke and Ulrich Bellgardt is due to end at the close of the Annual General Meeting on May 15, 2023. It is therefore necessary to hold an election to the Supervisory Board. In accordance with Sections 95, 96 (1) and 101 (1) AktG and Section 8.1 of the Company's Articles of Association, the Supervisory Board is composed of six members to be elected by the Annual General Meeting. In order to ensure that the composition of the Supervisory Board continues to be in accordance with the Articles of Association following the 2023 Annual General Meeting, it is therefore necessary to elect two new members of the Supervisory Board.

The following nominations are based on the recommendation of the Supervisory Board's Nomination Committee. In particular, they take into account the objectives set by the Supervisory Board of WashTec AG with regard to its composition and are aimed at fulfilling the overall profile of skills and expertise for the entire Supervisory Board as prepared by the Supervisory Board.

### 7.1 Nomination of Dr. Günter Blaschke

The Supervisory Board nominates Dr. Günter Blaschke, Buchloe, businessman, Chairman of the Supervisory Board of WashTec AG, Augsburg, and Chairman of the Supervisory Board of Leifheit AG, Nassau, for election as member of the Supervisory Board for a term of office running from the close of the Annual General Meeting on May 15, 2023 to the close of the Annual General Meeting that resolves on ratification of the actions of the members of the Supervisory Board for the fourth fiscal year after commencement of the term of office, not counting the fiscal year in which the term of office commences.

Membership by Dr. Günter Blaschke in other statutory supervisory boards:

- Leifheit AG, Nassau, Deutschland (Chairman of the Supervisory Board)

Membership by Dr. Günter Blaschke in comparable domestic and international supervisory bodies of business enterprises:

- None

### 7.2 Nomination of Ulrich Bellgardt

The Supervisory Board nominates Dr. Ulrich Bellgardt, Hubersdorf, Switzerland, Dipl.-Ingenieur, Deputy Chairman of the Supervisory Board of WashTec AG, Augsburg, and Chairman of the Supervisory Board of KROMI Logistik AG, Hamburg, for election as member of the Supervisory Board for a term of office running from the close of the Annual General Meeting on May 15, 2023 to the close of the Annual General Meeting that resolves on ratification of the actions of the members of the Supervisory Board for the fourth fiscal year after commencement of the term of office, not counting the fiscal year in which the term of office commences.

Membership by Mr. Ulrich Bellgardt in other statutory supervisory boards:

- KROMI Logistik AG, Hamburg, Germany (Chairman of the Supervisory Board)

Membership by Mr. Ulrich Bellgardt in comparable domestic and international supervisory bodies of business enterprises:

- None

In accordance with Recommendation C.15 of the German Corporate Governance Code, it is intended for the election of Supervisory Board members to be held on an individual basis. It is intended that Dr. Günter Blaschke, in the event of his

re-election, will be re-elected as Chairman of the Supervisory Board, and that Mr. Ulrich Bellgardt, in the event of his re-election, will be re-elected as Deputy Chairman of the Supervisory Board.

Pursuant to Recommendation C.13 of the German Corporate Governance Code, in the assessment of the Supervisory Board, there are no personal or business relations between the nominated candidates and WashTec AG, its Group companies, the governing bodies of WashTec AG or any shareholder holding a material interest in WashTec AG that a shareholder exercising objective judgment would consider to be decisive for the shareholder's election decision.

The curricula vitae of the nominated candidates are reprinted after the agenda in section II, "Reports, annexes and further information on items on the agenda", and can be viewed on our website at <https://ir.washtec.de/en/annual-general-meeting/>. The objectives adopted by the Supervisory Board for its composition, including the profile of skills and expertise and diversity policy for the Supervisory Board and the status of implementation including a qualification matrix, are presented in the Corporate Governance Statement for fiscal year 2022, which is available on our website at <https://ir.washtec.de/en/annual-general-meeting/> and will continue to be available there during the Annual General Meeting.



## 8. Resolution on amendment of Section 9 of the Articles of Association

### 8.1. Resolution on amendment of Section 9 of the Articles of Association adding an authorization for the Management Board to provide for the holding of a virtual general meeting

The German Act Introducing Virtual General Meetings of Stock Corporations and Amending Provision of Cooperative, Insolvency and Restructuring Law (Bundesgesetzblatt [Federal Law Gazette] I No. 27 2022, p. 1166 et seq.) has made permanent provision for virtual general meetings in the German Stock Corporation Act. Under Section 118a (1) sentence 1 AktG, the Articles of Association may provide, or authorize the Management Board to provide, that a general meeting is to be held as a virtual general meeting, without the physical presence of shareholders or their proxy holders at the venue of the general meeting. The proposed resolution grants such authorization to the Management Board. However, it does not make use of the five-year maximum term permitted by the Act. Instead, provision is initially made for an authorization to hold virtual general meetings for a period of two years following registration of the amendment to the Articles of Association. Shareholders will thus have a timely opportunity to decide whether to renew the Management Board's authorization to hold virtual general meetings. For future general meetings, the decision whether to make use of the authorization and hold a general meeting as a virtual general meeting is to be made separately in each case and taking into account the particular circumstances at the time. In its decisions, the Management Board will take into account the Company's interests and those of the shareholders, having particular regard to safeguarding shareholders' rights, to protecting the health of all involved, to effort and expense and to sustainability considerations.

The current Articles of Association are available online at <https://ir.washtec.de/en/corporate-governance/> and <https://ir.washtec.de/en/annual-general-meeting/> and will continue to be available there during the Annual General Meeting.



The Management Board and Supervisory Board propose that the following resolution be adopted:



The following new Section 9.9 is inserted into Section 9 of the Articles of Association of WashTec AG:

“9.9 The Management Board is authorized to provide that the General Meeting is held without the physical presence of the shareholders or their proxy holders (virtual General Meeting). This authorization applies for the holding of virtual general meetings for a period of two years following registration, in the commercial register for the Company, of this provision of the Articles of Association resolved by the Annual General Meeting on May 15, 2023. All provisions of these Articles of Association for general meetings, including Section 9.12, apply to the virtual General Meeting unless otherwise required by law or unless expressly otherwise stipulated in these Articles of Association.”

The previous Articles 9.9 to 9.13 are renumbered as Articles 9.11 to 9.15 of the Articles of Association without any change to their wording.

## **8.2. Resolution on an amendment of Section 9 of the Articles of Association enabling members of the Supervisory Board to participate in a general meeting by means of video and audio transmission**

The members of the Supervisory Board normally participate in general meetings in person. However, under Section 118 (3) sentence 2 AktG, the Articles of Association may provide for certain instances in which members of the Supervisory Board may participate in general meetings by means of video and audio transmission. This possibility is to be used to enable participation in situations where physical presence at the venue of a general meeting is impossible or would involve considerable effort and expense, and also to enable the holding of general meetings as virtual general meetings.

The current Articles of Association are available online at <https://ir.washtec.de/en/corporate-governance/> and <https://ir.washtec.de/en/annual-general-meeting/> and will continue to be available there during the Annual General Meeting.

The Management Board and Supervisory Board propose that the following resolution be adopted:

The following new Section 9.10 is inserted into Section 9 of the Articles of Association of WashTec AG:

“9.10 In consultation with the Chairperson of the Supervisory Board, members of the Supervisory Board are permitted to participate in the General Meeting by means of video and audio transmission in cases where, due to legal restrictions, a stay abroad, necessary presence at another location in Germany or unreasonable travel time, their physical presence at the venue of the General Meeting would be impossible or would involve considerable effort and expense, and in cases where the General Meeting is held as a virtual General Meeting without the physical presence of the shareholders or their proxy holders at the venue of the General Meeting.”

The previous Articles 9.9 to 9.13 are renumbered as Articles 9.11 to 9.15 of the Articles of Association without any change to their wording.





## Remuneration Report for Fiscal Year 2022



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 2022 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 fiscal year 2021, prepared and audited in accordance with Section 162 AktG, was approved by resolution of the Annual General Meeting on May 16, 2022. The Management Board and Supervisory Board have taken due account of that resolution in preparing the remuneration report for fiscal year 2022, which they have prepared using the same presentation as in the remuneration report for 2021 approved by the Annual General Meeting. The remuneration report for fiscal year 2021 is 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. This relates to the Management Board contracts of the reappointed CEO, Dr. Ralf Koeppel, and the newly appointed CFO, Andreas Pabst. 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 continue to be subject to the previous remuneration system (see also the Declaration of Conformity of December 15, 2022 submitted by the Management Board and Supervisory Board in accordance with Section 161 AktG). The current 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 or will continue to apply under the conditions there specified. After the end of fiscal year 2022, Stephan Weber, Chief Sales Officer (CSO) of WashTec AG with responsibility for Sales, Service and Marketing, left the Company by mutual agreement as of February 28, 2023. Sebastian Kutz, previously Executive Vice President, Head of Sales & Service DACH, has been appointed as his successor from March 1, 2023.

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 2022.

### 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. In addition, 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 (or LTIP) with a one-time cash award. The program has a three-year term (incentive period). The current LTIP 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. 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 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 = 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 < 2). Personal investment for the purposes of the LTIP means (euro) amounts invested in shares in the Company held personally by the Management Board member on the June 30, 2023 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).

The LTIP 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**

	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%		
	<81%	0%	0%	No personal investment	–
	81%–99%	5%–95%	5%–95%		
Target achievement	100%	100%	100%	3 x annual short-term variable target remuneration	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 position. 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 2022, the Supervisory Board took into account the LTIP on a pro rata basis for the year with the portion of the target amount relating to 2022 and the maximum permissible personal investment.

Total target remuneration for the Management Board for fiscal year 2022 as determined by the Supervisory Board for the members of the Management Board incumbent in fiscal year 2022 is as follows:

Management Board member	Non-performance-based remuneration components (fixed remuneration)		Performance-based 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	€ 315,000	€ 51,000	€ 215,000	€ 430,000	€ 1,011,000	31.2%	5.0%	21.3%	42.5%
Andreas Pabst (since October 1, 2022) <sup>3</sup>	€ 75,000	€ 11,000	€ 45,000	€ 90,000	€ 221,000	33.9%	5.0%	20.4%	40.7%
Dr. Kerstin Reden (until August 31, 2022) <sup>4</sup>	€ 200,000	€ 29,000	€ 120,000	€ 240,000 <sup>5</sup>	€ 589,000	34.0%	5.0%	20.3%	40.7%
Stephan Weber	€ 300,000	€ 44,000	€ 180,000	€ 360,000	€ 884,000	33.9%	5.0%	20.4%	40.7%
Total	€ 890,000	€ 135,000	€ 560,000	€ 1,120,000	€ 2,705,000	32.9%	5.0%	20.7%	41.4%

<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> The LTIP 2021–2023 is taken into account on a pro rata basis for the year with the portion of the target amount relating to 2022 and the maximum permissible personal investment.

<sup>3</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, 2022, inclusive.

<sup>4</sup> Dr. Kerstin Reden left the Management Board as of August 31, 2022; the figures therefore relate to the period from January 1, 2022 to August 31, 2022, inclusive.

<sup>5</sup> Dr. Kerstin Reden's entitlement under the LTIP 2021–2023 was forfeited in its entirety on her early departure from the Management Board.

The long-term variable remuneration (LTIP) not payable unless the underlying performance targets for the three-year incentive period (2021-2023) have been met in full. 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. Because target achievement is determined and payment made after the end of the incentive period, the above-stated total target remuneration is a guideline figure only.

The table below shows the LTIP target amounts expected as of December 31, 2022 for the three-year incentive period January 1, 2021 to December 31, 2023 and the portion of the target amount relating to 2022, at 100% target achievement:

Management Board member	Performance criterion	Weighting	Portion of target amount relating to 2022 (at 100% target achievement) <sup>2</sup>	Expected target amount for the three-year incentive period (at 100% target achievement) <sup>2</sup>
Dr. Ralf Koeppel	Return on capital employed (ROCE)	70%	€ 150,500	€ 451,500
	Total shareholder return (TSR)	30%	€ 64,500	€ 193,500
	Component I without personal investment	100%	€ 215,000	€ 645,000
	Component II with personal investment	Double component I	€ 215,000	€ 645,000
	<b>LTIP total</b>		<b>€ 430,000</b>	<b>€ 1,290,000</b>
Andreas Pabst (since October 1, 2022) <sup>1</sup>	Return on capital employed (ROCE)	70%	€ 31,500	€ 157,500
	Total shareholder return (TSR)	30%	€ 13,500	€ 67,500
	Component I without personal investment	100%	€ 45,000	€ 225,000
	Component II with personal investment	Double component I	€ 45,000	€ 225,000
	<b>LTIP total</b>		<b>€ 90,000</b>	<b>€ 450,000</b>
Stephan Weber	Return on capital employed (ROCE)	70%	€ 126,000	€ 378,000
	Total shareholder return (TSR)	30%	€ 54,000	€ 162,000
	Component I without personal investment	100%	€ 180,000	€ 540,000
	Component II with personal investment	Double component I	€ 180,000	€ 540,000
	<b>LTIP total</b>		<b>€ 360,000</b>	<b>€ 1,080,000</b>

<sup>1</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. Any cash award for Andreas Pabst 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> As of December 31, 2022



In accordance with the rules of the LTIP program, Dr. Kerstin Reden no longer participates in the LTIP because of her early departure as of August 31, 2022. Dr. Kerstin Reden's entitlement under the 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	Expected long-term variable remuneration (LTIP) target amounts for the three-year incentive period (at 100% target achievement) <sup>2</sup>			
	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
Andreas Pabst (since October 1, 2022) <sup>1</sup>	€ 225,000	€ 225,000	€ 450,000	€ 37,500
Stephan Weber	€ 540,000	€ 540,000	€ 1,080,000	€ 90,000
<b>Total</b>	<b>€ 1,410,000</b>	<b>€ 1,410,000</b>	<b>€ 2,820,000</b>	<b>€ 235,000</b>

<sup>1</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.

<sup>2</sup> As of December 31, 2022

#### 1.4 Remuneration in fiscal year 2022

The tables below show 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.

During the incentive period, on the other hand, the LTIP 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. At the end of the incentive period on December 31, 2023, any remuneration under LTIP 2021-2023 will be owed and will then be disclosed, as specified above, in the remuneration report pursuant to Section 162 AktG for fiscal year 2023.

## Remuneration granted and owed to members of the Management Board incumbent in fiscal year 2022:

Management Board member	Non-performance-based remuneration components (fixed remuneration)		Performance-based 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	€ 315,000	€ 14,748	€ 107,500	–	–	€ 437,248	75.4%	24.6%	–	–
Andreas Pabst (since October 1, 2022) <sup>2</sup>	€ 75,000	€ 2,938	€ 45,000	–	–	€ 122,938	63.4%	36.6%	–	–
Dr. Kerstin Reden (until August 31, 2022) <sup>3</sup>	€ 200,000	€ 10,175	€ 30,000	–	€ 137,500 <sup>4</sup>	€ 377,675	55.6%	7.9%	–	36.5% <sup>4</sup>
Stephan Weber	€ 300,000	€ 18,563	€ 45,000	–	–	€ 363,563	87.6%	12.4%	–	–
Total	€ 890,000	€ 46,424	€ 227,500	–	€ 137,500	€ 1,301,424	72.0%	17.5%	–	10.5%

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

<sup>2</sup> Remuneration for the period from October 1, 2022 to December 31, 2022, inclusive. Short-term variable remuneration was guaranteed pro rata temporis in the year of appointment.

<sup>3</sup> Remuneration for the period of active Management Board service from January 1, 2022 to August 31, 2022, inclusive, and severance payment following early departure from the Management Board as of August 31, 2022 (see also "Remuneration granted and owed to former members of the Management Board (Section 162 (1) and (2) AktG)," below).

<sup>4</sup> Severance payment settling entitlements under Management Board contract terminated early as of August 31, 2022.

The remuneration granted and owed in fiscal year 2022 complies with the requirements of the remuneration system on which it is based. Fixed remuneration and short-term variable remuneration account for a larger percentage than they do in total target remuneration because the LTIP is not included in remuneration granted and owed in 2022.

## Fulfillment of performance criteria for short-term variable remuneration in fiscal year 2022:

Management Board member	Performance criterion	Weighting	Target amount (at 100% target achievement)	Actual target achievement	Cash award
Dr. Ralf Koepppe	Company targets	50%	€ 107,500	0%	€ 0
	Individual performance targets	50%	€ 107,500	100%	€ 107,500
Andreas Pabst (since October 1, 2022) <sup>1</sup>	Company targets	50%	€ 22,500	100% <sup>1</sup>	€ 22,500
	Individual performance targets	50%	€ 22,500	100% <sup>1</sup>	€ 22,500
Dr. Kerstin Reden (until August 31, 2022) <sup>2</sup>	Company targets	50%	€ 60,000	0%	€ 0
	Individual performance targets	50%	€ 60,000	50%	€ 30,000
Stephan Weber	Company targets	50%	€ 90,000	0%	€ 0
	Individual performance targets	50%	€ 90,000	50%	€ 45,000

<sup>1</sup> Andreas Pabst was appointed to the Management Board of WashTec AG effective October 1, 2022. Short-term variable remuneration was guaranteed pro rata temporis in the year of appointment.

<sup>2</sup> Short-term variable remuneration for fiscal year 2022 is granted to Dr. Kerstin Reden pro rata temporis for the period from January 1, 2022 to August 31, 2022, inclusive.

In fiscal year 2022, the WashTec Group generated revenue of €482,238,726, an increase of 12.0% on the prior year. The difficult economic environment impacted EBIT, which at €38,008,812 was 16.8% down on the prior year. The EBIT margin was 7.9%. Free cash flow amounted to €16,228,106. ROCE was 20.2%.

The Supervisory Board set EBIT and free cash flow as the Company targets relevant to remuneration for fiscal year 2022. These two Company targets relevant to remuneration were not met.

Development of long-term variable remuneration performance targets (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).

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 = 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 can be made up to or including June 30, 2023. The Management Board's personal investment was as follows as of December 31, 2022:

Management Board member	Personal investment made	Maximum personal investment	Personal investment made
Dr. Ralf Koeppel	€ 188,318	€ 210,000	89.7%
Andreas Pabst (since October 1, 2022)	€ 3,519	€ 180,000	2.0%
Stephan Weber	€ 164,020	€ 180,000	91.1%

After the second year of the three-year incentive period, the ROCE performance target was 20.2% and the TSR performance target –1.6%. In 2021, ROCE was 25.8% and TSR was 31.4%. In reporting year 2022, €1,550,124 was recognized in accordance with IFRS 2 for obligations under the LTIP.

As the Supervisory Board determines target achievement in 2023 at the end of the incentive period, the LTIP currently constitutes remuneration awarded. If the targets are met, the LTIP in this report will constitute remuneration owed in the third year of the incentive period.

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

Dr. Kerstin Reden left the Management Board of WashTec AG early as of August 31, 2022. Her Management Board contract was also terminated early as of August 31, 2022. A one-time severance payment of €137,500 was agreed as compensation for the contractual entitlements no longer accrued as a result of the early termination of the Management Board contract. In accordance with the rules of the LTIP program, Dr. Kerstin Reden no longer participates in the LTIP because of her early departure from the Management Board.

### 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 on a pro rata basis 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 year 2022 will not be finally known until the end of fiscal year 2023. Notwithstanding this, the maximum remuneration for 2022 under the remuneration system adopted by the 2021 Annual General Meeting will not be exceeded on the basis of the pro rata LTIP target amount for the year and the maximum permissible personal investment for each member of the Management Board. Please refer to section 1.3 for total target remuneration and to section 1.4 for remuneration granted and owed.

Remuneration granted and owed in fiscal year 2022 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 remuneration components (variable remuneration)		Other	Total remuneration granted and owed	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	€ 315,000	€ 14,748	€ 107,500	–	–	€ 437,248	€ 2,000,000
Andreas Pabst (since October 1, 2022)	€ 75,000	€ 2,938	€ 45,000	–	–	€ 122,938	€ 1,500,000
Dr. Kerstin Reden (until August 31, 2022)	€ 200,000	€ 10,175	€ 30,000	–	€ 137,500 <sup>2</sup>	€ 377,675	€ 1,500,000
Stephan Weber	€ 300,000	€ 18,563	€ 45,000	–	–	€ 363,563	€ 1,500,000
Total	€ 890,000	€ 46,424	€ 227,500	–	€ 137,500	€ 1,301,424	€ 6,500,000

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

<sup>2</sup> A severance payment of €137,500 was agreed in settlement of Dr. Kerstin Reden's entitlements under the Management Board contract terminated early as of August 31, 2022 (see section 1.4).

## 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 2022 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 AG
- Jenoptik AG
- 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 previous LTIP 2019–2021 adopted by resolution of the Annual General Meeting 2018 and confirmed by the Annual General Meeting 2021 expired on December 31, 2021.

The remuneration system for the Supervisory Board was applied in full in fiscal year 2022 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 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 Long Term Incentive Program for the period January 1, 2022 to December 31, 2024, reference is made to the Long Term Incentive Program 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 2022

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 2022 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 2022:

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 fees <sup>2</sup>	Short-term variable remuneration	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	€ 119,596	€ 80,404	€ 0	–	€ 200,000	100.0%	0.0%	–
Ulrich Bellgardt	€ 83,548	€ 46,500	€ 0	–	€ 130,048	100.0%	0.0%	–
Jens Große-Allermann (until May 16, 2022)	€ 15,777	€ 9,000	€ 0	–	€ 24,777	100.0%	0.0%	–
Dr. Hans Liebler	€ 41,572	€ 22,500	€ 0	–	€ 64,072	100.0%	0.0%	–
Dr. Sören Hein (until May 16, 2022)	€ 13,921	€ 7,500	€ 0	–	€ 21,421	100.0%	0.0%	–
Heinrich von Portatius (since May 16, 2022)	€ 25,151	€ 18,000	€ 0	–	€ 43,151	100.0%	0.0%	–
Dr. Alexander Selent	€ 49,596	€ 40,500	€ 0	–	€ 90,096	100.0%	0.0%	–
Peter Wiedemann (since May 16, 2022)	€ 26,723	€ 20,435	€ 0	–	€ 47,158	100.0%	0.0%	–
<b>Total</b>	<b>€ 375,884</b>	<b>€ 244,839</b>	<b>€ 0</b>	<b>–</b>	<b>€ 620,723</b>	<b>100.0%</b>	<b>0.0%</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 attendance fees 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 2022:

The short-term variable remuneration target for fiscal year 2022 was not achieved because the IFRS-basis consolidated profit per share for fiscal year 2022 did not exceed the corresponding prior-year figure. Consolidated profit per share was €1.97 for fiscal year 2022 and €2.32 for the prior year.

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 the August 16, 2022 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, 2022 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, 2022
Dr. Günter Blaschke	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 (since May 16, 2022)	0 shares	2,000 shares	0%	0 shares
Dr. Alexander Selent	2,000 shares	2,000 shares	100%	2,000 shares
Peter Wiedemann (since May 16, 2022)	2,000 shares	2,000 shares	100%	2,000 shares

In accordance with the rules of the LTIP program, Supervisory Board members Jens Große-Allermann and Dr. Sören Hein, who left the Supervisory Board on May 16, 2022, do not participate in the LTIP 2022–2024.

As of December 31, 2022, EPS stood at €1.97, free cash flow came to €16,228,106 and ROCE was 20.2%. As a result of the challenging economic environment, the three performance targets consequently remained below the specified targets at the end of the first year of the three-year incentive period. In fiscal year 2022, €31,592 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.

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

<sup>2</sup> The 2022 figure comprises the remuneration for active Management Board service and the agreed severance payment settling entitlements under the Management Board contract terminated as of August 31, 2022 (see section 1.4).

<sup>3</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>4</sup> A modified calculation methodology was used for 2022. The figures for the prior years have been restated to maintain comparability.

<sup>5</sup> Dr. Volker Zimmermann was granted non-compete compensation for a post-contractual non-compete covenant that expired in fiscal year 2021.

Fiscal year	2020	2021	Change in %	2022	Change in %
<b>Members of the Management Board incumbent in fiscal year 2022</b>					
Dr. Ralf Koeppe	€ 409,057	€ 545,972	33.5%	€ 437,248	-19.9%
Andreas Pabst (since October 1, 2022)	-	-	-	€ 122,938 <sup>1</sup>	-
Dr. Kerstin Reden (until August 31, 2022)	€ 205,647 <sup>1</sup>	€ 518,009	-	€ 377,675 <sup>2</sup>	-
Stephan Weber	€ 398,017	€ 525,323	32.0%	€ 363,563	-30.8%
<b>Members of the Supervisory Board incumbent in fiscal year 2022</b>					
Dr. Günter Blaschke	€ 181,500	€ 200,000	10.2%	€ 200,000	0.0%
Ulrich Bellgardt	€ 119,000	€ 150,000	26.1%	€ 130,048	-13.3%
Jens Große-Allermann (until May 16, 2022)	€ 69,000	€ 75,000	8.7%	€ 24,777	-
Dr. Hans Liebler	€ 66,500	€ 75,000	12.8%	€ 64,072	-14.6%
Dr. Sören Hein (until May 16, 2022)	€ 67,000	€ 75,000	11.9%	€ 21,421	-
Heinrich von Portatius (since May 16, 2022)	-	-	-	€ 43,151	-
Dr. Alexander Selent	€ 88,000	€ 100,000	13.6%	€ 90,096	-9.9%
Peter Wiedemann (since May 16, 2022)	-	-	-	€ 47,158	-
<b>Financial performance</b>					
WashTec Group revenue	€ 378,672,014	€ 430,532,025	13.7%	€ 482,238,726	12.0%
WashTec Group EBIT	€ 20,067,587	€ 45,690,940	127.4%	€ 38,008,812	-16.8%
WashTec AG net income for the period (German GAAP)	€ 8,593,488	€ 39,911,171	364.4%	€ 28,306,503	-29.1%
<b>Average employee remuneration</b>					
Workforce and senior management in Germany <sup>3</sup>	€ 60,027 <sup>4</sup>	€ 61,862 <sup>4</sup>	3.1% <sup>4</sup>	€ 62,802	1.5%
<b>Former members of the Management Board</b>					
Axel Jaeger (until May 31, 2020)	€ 129,844	-	-	-	-
Dr. Volker Zimmermann (until February 28, 2019) <sup>5</sup>	€ 170,004	€ 28,326	-83.3%	-	-

## 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, 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.

Munich, March 24, 2023

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

Jürgen Schumann  
Wirtschaftsprüfer  
(German Public Auditor)

ppa. Ralph Jakobi  
Wirtschaftsprüfer  
(German Public Auditor)

## Glossary

AktG	Aktiengesetz (German Stock Corporation Act)
CAGR	Compound annual growth rate
Capital employed	NOWC + fixed assets, calculated as an average over five quarters
Corporate governance	Framework for responsible corporate management and control geared to sustainability.
Code	German Corporate Governance Code
EBIT	Earnings before interest and taxes.
EBIT margin	EBIT/revenue
Earnings per share (EPS)	Consolidated net income/weighted average shares outstanding
Free cash flow	Free cash flow available for dividend distributions, debt repayment or rein-vestment; free cash flow is calculated as follows: Net cash inflow from operating activities – net cash outflow from investing activities

HGB	Handelsgesetzbuch (German Commercial Code)
IFRS	International Financial Reporting Standards; internationally harmonized and applied financial reporting standards compiled by the International Accounting Standards Board (IASB)
LTIP	Long-term incentive program
NOWC	Net operating working capital (NOWC) is calculated as follows: Trade receivables + inventories – trade payables + prepayments on orders
ROCE	Return on capital employed is the ratio of EBIT to capital employed and is calculated as follows: EBIT/capital employed
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
WashTec	WashTec refers to the WashTec Group unless it is expressly indicated that it refers to a specific company.



## Information on the Supervisory Board candidates nominated for election in item 7 of the agenda

### Dr. Günter Blaschke, Buchloe

Businessman, Chairman of the Supervisory Board of WashTec AG and Chairman of the Supervisory Board of Leifheit AG

Born 1949

Nationality: German

#### Education:

Dr. Günter Blaschke completed his doctorate in industrial management following a business degree at the University of Cologne, Germany.

#### Professional career:

He started his professional career 1978 as Assistant Manager for Marketing with Procter & Gamble GmbH, Schwalbach, Germany. From 1981 to 1990, he headed Marketing, Product Management and Sales of video products at 3M Deutschland and later at 3M Europe in Brussels, Belgium.

Starting in 1990, Dr. Blaschke was variously responsible for Sales, Marketing, Production and Development for Germany and abroad at Joh. Vaillant GmbH & Co. KG, Remscheid, Germany. He switched, initially as Managing Director, to Rational GmbH, Landsberg am Lech, Germany, in March 1997 and was appointed CEO of Rational AG following the IPO in September 1999, a position he held until his retirement on December 31, 2013.

Dr. Blaschke has been Chairman of the Supervisory Board of WashTec AG since June 4, 2014. Dr. Blaschke was seconded to the Management Board of WashTec AG (as Chief Executive Officer) in accordance with Section 105 (2) AktG from July 15, 2019 to December 31, 2019.

#### Memberships in other statutory supervisory boards:

- Leifheit AG, Nassau, Germany (Chairman of the Supervisory Board)

#### Memberships in comparable domestic and international supervisory bodies of business enterprises:

- None

### Ulrich Bellgardt, Hubersdorf, Switzerland

Dipl.-Ingenieur, Deputy Chairman of the Supervisory Board of WashTec AG and Chairman of the Supervisory Board of KROMI Logistik AG

Born 1957

Nationality: German/Swiss

#### Education:

Mr. Ulrich Bellgardt studied at Technische Universität Clausthal, Germany, and obtained a Diplom-Ingenieur degree majoring in mining.

#### Professional career:

Mr. Bellgardt started his career in 1983 as sales engineer for capital goods with Gewerkschaft Eisenhütte Westfalia, Lünen, Germany. Starting in 1991, he was Managing Director of Maschinenfabrik Scharf GmbH, Hamm, Germany for seven years. From 1998 to 2003, he was CEO in charge of the Surface Technology Division of Saurer AG, Olten, Switzerland.

In 2003, Mr. Bellgardt founded ubc GmbH, Solothurn, Switzerland, a management consultancy in which he was Managing Partner until 2017, focusing on strategy and performance management.

Mr. Bellgardt has been Deputy Chairman of the Supervisory Board of WashTec AG since June 4, 2014. Mr. Bellgardt was Chairman of the Supervisory Board from July 15, 2019 to December 31, 2019.

**Memberships in other statutory supervisory boards:**

- KROMI Logistik AG, Hamburg, Germany (Chairman of the Supervisory Board)

**Memberships in comparable domestic and international supervisory bodies of business enterprises:**

- None

### III. Further information on convocation

#### 1. Total number of shares and voting rights

On convocation of the Annual General Meeting, WashTec AG has issued a total of 13,976,970 no-par-value shares granting a total of 13,976,970 voting rights. On convocation of the Annual General Meeting, the Company holds 594,646 treasury shares in respect of which the Company has no rights.

#### 2. Requirements for participating and voting in the Annual General Meeting

Shareholders who wish to participate and vote in the Annual General Meeting must register before the meeting. Shareholders must also present proof of the right to participate and vote in the Annual General Meeting. This requires proof of their share ownership in text form from the last intermediary in German or English relating to the beginning of the 21st day prior to the General Meeting, meaning 0:00 hrs CEST on Monday, April 24, 2023 (the record date). It is sufficient to provide proof of ownership from the last intermediary in accordance with the requirements of Section 67c (3) AktG.

Registration and proof of ownership must reach the Company by no later than 24:00 hrs CEST on Monday, May 8, 2023, at the following address:

WashTec AG  
c/o Computershare Operations Center  
80249 München  
Germany  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

For the purposes of the Company, only those who have submitted proof of share ownership have the right to participate and vote in the meeting. The right to participate and the number of voting rights are determined solely by the shares held by a shareholder at the record date. There is no restriction on the right to sell shares after the record date. Even if all or part of a shareholding is sold after the record date, the right to participate and the number of voting rights continue to be determined solely by the shares held by the shareholder at the record date; i.e. sales of shares after the record date have no effect on the right to participate or the number of voting rights. The same applies to purchases of shares after the record date. Anyone who does not own shares at the record date and only become a shareholder afterwards has no right to participate or vote unless they have obtained proxy or power of attorney to exercise the rights in this regard. The record date is not a relevant date for dividend eligibility.

### 3. Proxy voting

Shareholders who do not participate in the Annual General Meeting in person can exercise their voting rights through a proxy holder such as an intermediary (a credit institution or other financial services institution, including a foreign financial services institution), shareholders' association, Company-designated proxy holder or other third

party. Timely registration and proof of share ownership in accordance with the foregoing stipulations are also necessary in the event of proxy voting.

Under Section 134 (3) sentence 3 AktG, the granting and revocation of proxy and proof of proxy towards the Company must be in text form; this is without prejudice to Section 135 AktG. Notifications of appointment of proxy holders may alternatively be sent by email to the following address:

[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

If an intermediary, a shareholders' association, a proxy adviser or another person for whom Section 135 (8) AktG stipulates that the provisions of Section 135 (1) to (7) AktG apply with the necessary modifications is appointed as a proxy holder, the proxy holder must keep the notification of appointment for verification; the notification of appointment must also be completed in full and may only contain representations related to voting. In these cases, shareholders should agree the form of proxy with the proxy holder.

We offer shareholders the opportunity to appoint a Company-designated proxy holder to act on their instructions. Here, too, the shareholders must meet the above requirements for participating and voting in the Annual General Meeting. Appointed Company-designated proxy holders must be issued with instructions in text form for voting in each case. Without such instructions, the proxy is invalid. The granting of proxy (with instructions), its revocation and proof of proxy towards the Company must be in text form. To grant proxy and give instructions (and for any modification or revocation of granted proxies and instructions) before the Annual General Meeting, the proxy, together with the instructions (or their modification or revocation), must be received by the Company by 18:00 hrs CEST on May 12, 2023 at the following address:

WashTec AG  
c/o Computershare Operations Center  
80249 München, Germany  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

On the day of the Annual General Meeting until the end of the general debate, proxies and instructions to Company-designated proxy holders may be granted, modified or revoked, in text form, at the entrance and exit to the Annual General Meeting.

The Company-designated proxy holders are required to vote in accordance with instructions. Any instructions to the Company-designated proxy holders on agenda item 2 (Resolution on the appropriation of distributable profit) also apply to any proposal for the appropriation of distributable profit that is adjusted to take into account the number of treasury shares on the day of the Annual General Meeting with the dividend per eligible share unchanged. If parts of an agenda item are voted on separately instead of together in a single vote as planned, the instructions previously issued to proxy holders for that item apply the same for each separate vote. Please note that the Company-designated proxy holders do not accept instructions or orders to speak, to file objections against resolutions of the Annual General Meeting or to ask questions or propose motions.

Further information on proxy voting and a proxy and instruction form for the appointment of a Company-designated proxy voting in accordance with instructions are available to shareholders online at <https://ir.washtec.de/en/annual-general-meeting/> or can be requested Mondays to Fridays, except public holidays, between 9:00 hrs and 17:00 hrs CEST using the contact details for the registration office given above.



Shareholders who wish to appoint a proxy holder other than a Company-designated proxy holder to participate and vote will find a form in accordance with Section 48 (1) no. 5 of the Securities Trading Act (WpHG) on the back of the entrance card sent out to shareholders after proper and timely registration.

#### 4. Further information on the exercise of voting rights

If conflicting communications for the exercise of voting rights are received by different channels and it is not apparent which was received last, they will be considered in the following order: (1) by email; (2) in paper form.

After timely registration and proof of ownership, shareholders may also decide at short notice to exercise their rights in the Annual General Meeting in person or through a proxy holder other than the Company-designated proxy holder. Participation in the Annual General Meeting in person will be deemed as revoking a previously granted proxy.

In the event that communications comprising more than one form of exercising voting rights are received simultaneously by the same channel, the following applies: Proxies granted and any instructions given to the Company-designated proxy holders take precedence over proxies granted and instructions given to an intermediary, a shareholders' association, a proxy adviser under Section 134a AktG or an equivalent person or entity under Section 135 (8) AktG.

Should an intermediary, a shareholders' association, a proxy adviser under Section 134a AktG or an equivalent person or entity under Section 135 (8) AktG not be prepared to serve as proxy holder, the Company-designated proxy holders will be authorized to serve as proxy holder in accordance with the instructions.

## 5. Further information on voting in accordance with Table 3 of Implementing Regulation (EU) 2018/1212

Items 2 to 5, 7 and 8 are subject to a binding vote. Item 6 is subject to an advisory vote.

On agenda items 2 to 8, it is possible to vote “yes” (in favor) or “no” (against) or to abstain.

## 6. Publication on the Company website; documents relating to the Annual General Meeting

This convocation notice for the Annual General Meeting together with the information and explanatory notes required by law and the documents to be made available can be viewed and downloaded online at <https://ir.washtec.de/en/annual-general-meeting/> (see Section 124a AktG). The documents to be made available at the Annual General Meeting will also be available for inspection by shareholders from the date of convocation of the Annual General Meeting onwards at the offices of WashTec AG, Argonstrasse 7, 86153 Augsburg, Germany. Any shareholder will be sent a copy of the documents without delay and free of charge on request. All documents to be made available for the Annual General Meeting will also continue to be available during the Annual General Meeting. Voting results will be published online at <https://ir.washtec.de/en/annual-general-meeting/> after the Annual General Meeting.

Under Article 129 (5) AktG in conjunction with Article 7(2) and Article 9(5)(2) of Implementing Regulation (EU) 2018/1212, the persons casting votes may request confirmation from the Company within one month of the day of the Annual General Meeting as to whether and how their vote was counted.

## 7. Notes on shareholders’ rights

### 7.1. Right to have items put on the agenda under Section 122 (2) AktG

Shareholders whose shares together make up one-twentieth of the registered share capital or a pro rata amount of €500,000.00 (this pro rata amount being equivalent to 174,713 no-par-value shares) may have items put on the agenda and published. Under Section 87 (4) AktG, this also applies to the maximum remuneration for members of the Management Board specified in accordance with Section 87a (1) sentence 2 no. 1 AktG. Each new item of business must be accompanied by reasons or a proposal for a resolution. Requests must be directed in writing to the Management Board of the Company and must reach the Company no later than midnight (24:00 hrs CEST) on April 14, 2023. Please submit requests to the following address:

WashTec AG  
Vorstand – Abteilung Investor Relations  
Argonstraße 7  
86153 Augsburg, Germany

Requesters are required to prove that they have owned the shares since at least 90 days before the date of receipt of the request by the Company and that they continue to hold the shares until the request is decided upon by the Management Board, not including the day of receipt. Confirmation from the custodian institution will suffice as proof. The shareholding period is computed in accordance with Section 70 AktG.

Items put on the agenda that require publishing – unless already published with the convocation – will, without delay following receipt of the request, be published in the German Federal Gazette and released for publication by media for which it can be assumed that the information will be disseminated throughout the entire European Union.



They will also be published online at <https://ir.washtec.de/en/annual-general-meeting/> and communicated to shareholders.

## 7.2. Countermotions and nominations under Sections 126 (1) and 127 AktG

Any shareholder has the right to send in countermotions to proposals of the Management Board and/or Supervisory Board on specific items of the agenda and to send in nominations for election of Supervisory Board members or auditors. Any such countermotions and nominations must be sent exclusively to this address:

WashTec AG  
Investor Relations Department  
Argonstrasse 7  
86153 Augsburg, Germany  
Email: [hauptversammlung@washtec.de](mailto:hauptversammlung@washtec.de)

Countermotions and nominations addressed differently will be disregarded.



Orderly countermotions and nominations received from shareholders at the foregoing address by no later than midnight (24:00 hrs CEST) on April 30, 2023 will, following receipt, be published without delay online at <https://ir.washtec.de/en/annual-general-meeting/> (including the name of the shareholder and – in the case of motions – the reasons). Any position taken by management on motions and nominations received will likewise be published online at the above address.

The foregoing does not prejudice the right of any shareholder to table countermotions and nominations relating to the various items of the agenda during the Annual General Meeting without previously sending them in to the Company. Please note that countermotions and nominations sent in to the Company by the deadline will only be considered in the Annual General Meeting if introduced there orally.

## 7.3. Right to information under Section 131 (1) AktG

Any shareholder or shareholders' representative may demand that the Management Board provide information on the Company's affairs, the Company's legal and business relations with affiliates and the situation of the Group and the companies included in the consolidated financial statements to the extent that the information is necessary to permit a proper evaluation of an agenda item (see Section 131 (1) AktG). The Management Board may refuse to provide information in the circumstances referred to in Section 131 (3) AktG.

In accordance with Section 9.10 of the Articles of Association, the chairperson of the meeting may limit the number of questions and the speaking time for shareholders as appropriate; in particular, at the commencement of or during the Annual General Meeting, the chairperson may specifically stipulate the time schedule for the entire Annual General Meeting, for individual items on the agenda or for individual speakers or persons posing questions.

## 7.4. Further information

Further information on the rights of shareholders under Sections 122 (2), 126 (1), 127 and 131 (1) AktG is provided online at <https://ir.washtec.de/en/annual-general-meeting/>.



## 8. Times

All times stated in this notice convening the Annual General Meeting are in Central European Summer Time (CEST), the time zone applicable to Germany. Coordinated Universal Time (UTC) corresponds to Central European Summer Time (CEST) minus two hours.

## IV. Data protection

### 1. General information

#### a) Introduction

WashTec AG attaches great importance to data protection and the protection of privacy. In the data protection information that follows, we would like to inform our shareholders about the processing of their personal data and their rights in accordance with applicable data protection law, notably Regulation (EU) No 2016/679 (the General Data Protection Regulation/GDPR), in connection with the preparation, conduct and follow-up of the Annual General Meeting.

#### b) Controller within the meaning of Article 4(7) GDPR

WashTec AG, Argonstrasse 7, 86153 Augsburg, Germany

#### c) Contact details of the Data Protection Officer

WashTec AG  
Data Protection Officer  
Argonstrasse 7, 86153 Augsburg, Germany  
Phone: +49 821 5584-1111  
Email: [datenschutzbeauftragter@washtec.com](mailto:datenschutzbeauftragter@washtec.com)

### 2. Information regarding processing

#### a) Categories of data

We process, in particular, the following categories of personal data:

- Forename and surname
- Address
- Number of shares
- Class of shares
- Type of share ownership
- Admission card number

In addition, we may also process the personal data (in particular, the name and place residence) of any proxy holder nominated by a shareholder. If shareholders or their proxy holders contact us, we also process the personal data necessary to respond to any requests (such as contact details – e.g., email address or telephone number – provided by the shareholder or proxy holder). Where applicable, we also process information on motions, questions, nominations for election and shareholders' requests in the Annual General Meeting.

#### b) Purpose and legal basis of the processing

We use personal data in order to enable shareholders to participate in and exercise their rights at the Annual General Meeting. The processing of personal data is essential to the proper preparation, conduct and follow-up of the Annual General Meeting and to enable shareholders to participate in the Annual General Meeting pursuant to Sections 118 et seq. AktG. The legal basis for the processing of



personal data is Article 6(1)c GDPR read in conjunction with Sections 118 et seq. AktG. In addition, we also process personal data as necessary to fulfill other legal obligations, such as regulatory requirements and retention obligations under stock corporation law, securities law, commercial law and tax law. The legal basis for this processing is Article 6(1)c GDPR read in conjunction with the applicable statutory provisions. In addition, data processing necessary for the organization of the Annual General Meeting may be performed on the basis of overriding interests (Article 6(1)(f) GDPR).

All shares in WashTec AG are bearer shares. In contrast to registered shares, WashTec AG does not maintain a share register stating the family name, date of birth, address and the number of shares held, as stipulated in Section 67 AktG.

#### c) Categories of recipients of personal data

We make use of external service providers for the preparation, conduct and follow-up of the Annual General Meeting (in particular for registrations for and for the conduct of the Annual General Meeting). Service providers contracted for the purpose of the preparation, conduct and follow-up of the Annual General Meeting receive from us only the personal data needed to perform the contracted service and process the data exclusively in accordance with WashTec AG's instructions. All of our employees and all employees of external service providers who have access to and/or process personal data are under obligation to treat the data confidentially.

In addition, it may be possible for personal data of shareholders and proxy holders exercising rights in connection with the Annual General Meeting to be inspected by other shareholders and proxy holders as required by law. The Company will make shareholders' counter motions and nominations available on the Company website if

the requirements under the provisions of German stock corporation law (Section 126 (1) and Section 127 AktG) are met, stating the name of the shareholder. The Company is required under Section 129 AktG to keep a list of attendees of the Annual General Meeting. Under Section 129 (4) AktG, the listed personal data can be inspected by participants in the Annual General Meeting during the meeting and by shareholders for up to two years after the meeting.

#### d) Data sources

As a rule, we and our contracted service providers obtain shareholders' personal data via our registration office from the credit institutions used by shareholders for the custody of their shares ("custodian banks").

#### e) Retention period

The retention period for data stored in connection with the Annual General Meeting is generally up to three years. We anonymize or erase personal data unless statutory verification and retention obligations require us to retain it for a longer period or unless longer retention is necessary in connection with legal proceedings. Information on shareholders' questions and spoken contributions in the coming Annual General Meeting will be anonymized after one month unless longer retention is necessary for the aforementioned reasons.

### 3. Rights of data subjects

As data subjects, shareholders may contact our Data Protection Officer, using the contact data provided above under 1 (c), with a non-formal request in order to exercise their rights under the GDPR, the requirements for which are subject to individual appraisal. In particular, these rights comprise:

- The right to obtain information about the processing and a copy of the processed data (right of access, Article 15 GDPR);
- The right to obtain the rectification of inaccurate data and the completion of incomplete data (right of rectification, Article 16 GDPR);
- The right to obtain erasure of personal data and, if personal data has been published, to have other controllers notified of the request for erasure (right to erasure, Article 17 GDPR);
- The right to obtain the restriction of processing (right to restriction of processing, Article 18 GDPR).

If personal data is processed on the basis of Article 6(1)(f) GDPR, shareholders and shareholder representatives also have a right of objection subject to the statutory requirements (Article 21 GDPR).

Data subjects also have the right to lodge a complaint with a supervisory authority. The competent supervisory authority in Bavaria is as follows:

Bayerisches Landesamt für Datenschutzaufsicht  
(Bavarian Data Protection Authority/BayLDA)

Promenade 18

91522 Ansbach, Germany

Phone: +49 981 180093-0

Fax: +49 981 180093-800

Email: [poststelle@lda.bayern.de](mailto:poststelle@lda.bayern.de)

Augsburg, April 2023

WashTec AG

The Management Board



WashTec AG  
Argonstrasse 7  
86153 Augsburg  
Germany  
Phone +49 821 5584-0  
[www.washtec.de](http://www.washtec.de)  
[washtec@washtec.com](mailto:washtec@washtec.com)

 **WashTec**