Remuneration report

Pursuant to Article 162 German Stock Corporation Act (AktG), this report discloses the remuneration owed and granted by the company to all current and former members of the Executive and Supervisory Board in the 2024 fiscal year.

Executive Board remuneration

Remuneration system and principles of remuneration

The remuneration owed and granted to the members of the Executive Board in the reporting year is based on the remuneration system applicable for the 2024 fiscal year and approved by the Annual General Meeting on May 15, 2024 (the "Remuneration System"). The remuneration system was applied to the remuneration of all Executive Board members in the 2024 fiscal year without exception. The remuneration system does not apply in part to the employment contract of the current CEO, which was concluded in 2019 and therefore before the remuneration system came into effect.

The remuneration for Executive Board members of Vossloh AG consists of fixed and variable components.

The fixed, non-performance-related remuneration comprises the **basic remuneration**, as well as **fringe benefits** (in particular, the provision of a company car and allowances for health, accident and luggage insurance) and – only for the incumbent CEO – pension commitments in the form of pension payments.

The performance-related component includes short-term variable remuneration ("single-year bonus") and long-term variable remuneration ("multi-year bonus"). The **single-year bonus** paid is dependent on the extent to which short-term performance targets are achieved. The relevant performance targets in the 2024 fiscal year were Group EBIT, Group sales and the average working capital. The **multi-year bonus** is contingent on long-term performance targets being achieved over an assessment period of three years (or two years for the incumbent CEO due to the previous contract which is not subject to the current remuneration system). The performance targets for the multi-year bonus for the 2024 fiscal year are the return on capital employed (ROCE) and the absolute and relative performance of the Vossloh share compared to the weighted average performance of the DAX, MDAX and SDAX in the assessment period of the 2024 to 2026 fiscal years (or 2024 to 2025 for the incumbent CEO). The performance criteria for the remuneration owed and granted in the 2024 fiscal year are broken down into performance targets, target values, weightings and target achievement levels and disclosed below for each Executive Board member in the "Executive Board remuneration in the 2024 fiscal year" section.

In the event that the employment contract of an Executive Board member is subject to the remuneration system, the total remuneration of that Executive Board member will be limited to the **maximum remuneration** stipulated in their individual contract. The maximum remuneration set by the Supervisory Board for the 2024 fiscal year is €4,000,000 gross per year for the incumbent CEO and €2,250,000 gross per year for each of the other members of the Executive Board.

During the 2024 fiscal year, the Supervisory Board had no reason to make use of its power to withhold or reclaim variable remuneration components in certain justified cases ("malus and clawback provisions"), in particular, in the case of certain material breaches of duty or in the event of the consolidated financial statements containing incorrect information.

In the 2024 fiscal year, the Supervisory Board made use of the option provided for in the remuneration system to grant special benefits to members of the Executive Board. This is intended to adequately reflect the performance of the Executive Board in the past fiscal year, including the agreement to acquire the Sateba Group. In doing so, the Supervisory Board took into account the fact that the transaction costs for the acquisition of the Sateba Group were expensed as incurred in the past fiscal year.

However, the targets set for the 2024 fiscal year could not have been taken these expenses into account. As completion will not take place until the 2025 fiscal year, there were no positive effects on earnings in the 2024 fiscal year to compensate for the extraordinary charges.

The Supervisory Board regularly reviews whether the remuneration of the members of the Executive Board provides sufficient incentives for the long-term and sustainable growth of the company. Following an intensive review, in particular taking into account the feedback from shareholders on the remuneration system and the 2023 remuneration report, the Supervisory Board resolved on December 13, 2024 to revise the remuneration system with effect from January 1, 2025. The remuneration system is to be submitted to the company's Annual General Meeting on May 7, 2025 for approval. The main adjustments in the revised remuneration system can be summarized as follows:

- The structure of the single-year bonus has been adjusted in key points; in future, sustainability targets will also be included as a nonfinancial performance criterion in the single-year bonus. The possibility of increasing the target bonus of the single-year bonus at the discretion of the Supervisory Board is limited to 20 % (instead of the previous 30 %) and is based on a general performance assessment. In addition, individual qualitative targets can be set. The cap on the single-year bonus is set at the market-customary value of 200 % (instead of 170 % previously) of the target amount.
- The multi-year bonus is structured as a virtual performance share plan with a three-year performance period, whereby the number of virtual shares is determined by the achievement of the return on capital employed (ROCE) and relative total shareholder return (TSR) performance targets; the multi-year bonus is also capped at 200 % of the target amount.
- The possibility of granting special allowances is abolished.
- In addition to the performance share plan, Executive Board members are obliged to invest at least one gross fixed salary in Vossloh shares and hold them for the duration of their Executive Board activity, with a five-year build-up phase for the purchase.
- For pension purposes, the members of the Executive Board receive a non-earmarked annual pension payment, which can be used for the company pension scheme in the form of deferred compensation at the discretion of the Executive Board members; the pension obligation from Mr. Oliver Schuster's old contract remains in place instead of the pension payment.

The feedback from shareholders was also taken into account in the preparation of this report.

Remuneration of the Executive Board in the 2024 fiscal year

The table below is based on the Draft Guidelines on the Standardized Presentation of the Remuneration Report and provides information about the remuneration owed and granted to the members of the Executive Board in the 2024 fiscal year within the meaning of Section 162 (1) Sentence 1 German Stock Corporation Act (AktG).

In the remuneration report, in addition to the basic remuneration for the respective reporting year, the remuneration owed and granted for the single-year and multi-year bonuses is shown as the remuneration for which the assessment period has expired at the end of the reporting year and which will be paid out in spring 2025 after the annual financial statements have been adopted on the basis of the respective target achievement.

In accordance with this understanding of the term, the single-year bonus 2024 of all members of the Management Board and the multi-year bonus 2023 of the current CEO (whose old contract provides for a two-year assessment period for the multi-year bonus), as well as the multi-year bonus 2022 of the other members of the Executive Board, are allocated to the 2024 fiscal year as remuneration owed and granted.

Provisions for entitlements to defined retirement benefits are shown separately in "Pension expenses" rather than as owed and granted as no payments were made and none came due.

€		Fixed remuneration[1]	Fringe benefits	**Total basic remuneration**	Single-year bonus[2]	Multi-year bonus	**Total variable remuneration**	Total remuneration	Relation to total Remuneration	
Remuneration owed and granted									Proportion basic remuneration	Proportion variable remuneration
Oliver Schuster (CEO) since October 1, 2019, member of the Executive Board since March 1, 2014	2023	579,167	26,248	**605,415**	816,000	471,736	**1,287,736**	**1,893,151**	32 %	68 %
	2024	600,000	26,611	**626,611**	814,178	619,753	**1,433,931**	**2,060,542**	30 %	70 %
Dr. Thomas Triska Member of the Executive Board since November 1, 2020	2023	366,667	17,909	**384,576**	571,200	333,565	**904,765**	**1,289,341**	30 %	70 %
	2024	450,000	17,366	**467,366**	503,952	544,000	**1,047,952**	**1,515,318**	31 %	69 %
Jan Furnivall Member of the Executive Board since November 1, 2020	2023	366,667	6,079	**372,746**	571,200	333,565	**904,765**	**1,277,511**	29 %	71 %
	2024	450,000	6,375	**456,375**	503,952	544,000	**1,047,952**	**1,504,327**	30 %	70 %

[1] The fixed remuneration for Dr. Triska also includes the contributions of €137.4 thousand (previous year: €22.9 thousand) made by him to a provident fund for his pension by way of deferred compensation; see the explanations in the "Pension scheme" section.

[2] In the reporting year, the single-year bonus included the above-mentioned special bonus of €325,460 for Mr. Oliver Schuster and €161,849 each for Dr. Thomas Triska and Mr. Jan Furnivall.

The remuneration of the Executive Board shown in the table above corresponds to the objectives of the remuneration system. The remuneration promotes the long-term development of the company by providing incentives for long-term and sustainable corporate growth. The members of the Executive Board participate in the company's success through appropriate performance criteria and ambitious target agreements. The performance criteria within the multi-year bonus, which are largely based on the performance of Vossloh stock, also align the interests of Vossloh AG's stockholders. The portion of the multi-year bonus dependent on these performance criteria always outweighs the remaining portion if 100 % of the target is achieved.

The performance targets, their weighting and – in the case of the share price-based components of the multi-year bonus – the percentage target values have been agreed in the employment contracts of the Executive Board members. The specific target values for the single-year bonus and ROCE as part of the multi-year bonus for the 2024 fiscal year were set before the start of the fiscal year. With regard to the tranches of the multi-year bonus that will be paid out from January 1, 2025, the Supervisory Board resolved on December 20, 2024, as part of the revision of the remuneration system, to adjust the weighting of the benchmark indices for the relative performance of the Vossloh share. The direct applicability is intended to create a uniform basis for the appropriate incentivization of the Executive Board members.

The target and threshold values as well as the target achievement determined are shown in relation to the individual performance targets in the following overview. With regard to the single-year bonus for the 2024 fiscal year, the Supervisory Board has made use of the option provided for in the remuneration system and the employment contracts to reduce or increase the single-year bonus under certain conditions. The target values set before the start of the fiscal year were not (subsequently) changed.

The Supervisory Board is of the opinion that the Executive Board managed the company excellently in the past year, the most successful fiscal year since the business activities have been focused on rail infrastructure. In addition to the fact that the previous year's record sales were almost matched in the 2024 fiscal year despite the completion of major new construction projects and that profitability increased again despite challenging economic conditions and considerable transaction costs in connection with the planned acquisition of the Sateba Group, orders received, in particular, increased significantly once again. In addition, a considerable number of strategically important framework agreements were won. This laid the foundation for the company's further profitable growth in the coming years. The acquisitions of the Swedish STG and the French company FAS were completed in the reporting year, while the signing of the contracts in connection with the acquisition of the Sateba Group also marked the largest transaction of its kind in the company's history. The latter, in particular, represents an important step in the implementation of the corporate strategy. The Supervisory Board takes appropriate account of this in the application of its dutiful discretion by increasing the target bonus for the members of the Executive Board by a factor of 1.3 in each case.

	Component of the variable Remuneration	Applied Performance criteria	Relative weighting of the Performance criteria among each other (in %)	Thresholds for target achievement		Determined performance according to line specification	Degree of target achievement (in %)
				0 % target achievement, target value missed by (in %)	170 % target achievement, target exceeded by (in %)		
Performance criteria including target corridor for variable remuneration owed and granted in the 2024 fiscal year							
Oliver Schuster	Single-year bonus	Group EBIT (€ mill.)	65	(17.8)	11.2	105.2	110.7
		Group sales (€ mill.)	20	(11.3)	7.8	1,209.6	102.9
		average working capital (€ mill.)	15	19.2	(6.6)	213.7	9.6
	Multi-year bonus	Average ROCE (Return on Capital Employed) (%)	48	(31.4)	8.6	10.7	279.5
		Absolute performance of Vossloh stock (€)	26	(6.9)	4.7	44.24	51.6
		Relative performance of Vossloh stock (%)	26	(22.3)	26.2	11.7	0.0
Dr. Thomas Triska	Single-year bonus	Group EBIT (€ mill.)	65	(17.8)	11.2	105.2	110.7
		Group sales (€ mill.)	20	(11.3)	7.8	1,209.6	102.9
		average working capital (€ mill.)	15	19.2	(6.6)	213.7	9.6
	Multi-year bonus	Average ROCE (Return on Capital Employed) (%)	32	(34.7)	12.6	9.4	132.9
		Absolute performance of Vossloh stock (€)	34	(10.1)	7.1	45.55	0.0
		Relative performance of Vossloh stock (%)	34	(23.7)	27.8	1.4	410.2
Jan Furnivall	Single-year bonus	Group EBIT (€ mill.)	65	(17.8)	11.2	105.2	110.7
		Group sales (€ mill.)	20	(11.3)	7.8	1,209.6	102.9
		average working capital (€ mill.)	15	19.2	(6.6)	213.7	9.6
	Multi-year bonus	Average ROCE (Return on Capital Employed) (%)	32	(34.7)	12.6	9.4	132.9
		Absolute performance of Vossloh stock (€)	34	(10.1)	7.1	45.55	0.0
		Relative performance of Vossloh stock (%)	34	(23.7)	27.8	1.4	410.2

Former members of the Executive Board

In the 2024 fiscal year, former member of the Executive Board Mr. Werner Andree received remuneration owed and granted within the meaning of Section 162 (1) Sentence 1 German Stock Corporation Act (AktG) in the form of a pension in the amount of €277,533 (previous year: €265,965). Pensions totaling €903,933 (previous year: €873,323) were paid to other former members of the Executive Board in the reporting year.

Pension expenses

The company offers members of the Executive Board the option of converting remuneration components up to the amount of their fixed annual salary into an entitlement to company pension benefits of equal value each year (deferred compensation). If the option of deferred compensation is utilized, this is carried out via a provident fund. Dr. Triska took advantage of this opportunity in the previous year and continued to do so in the reporting year. The resulting present value of the future pension obligation amounted to €93,925.64 as at December 31, 2024 (previous year: €13,765.56); this did not result in an expense for the company or a provision, as the claim is financed by a reinsurance policy and the contributions are made by Dr. Triska.

Based on his old contract, there is also a pension obligation in favor of the current CEO, which provides, in case he leaves the company, for pension payments at the age of 63. Depending on the length of service on the Executive Board, the annual pension entitlement after three years of service is 1 % per full year of service, and from the fourth year onwards 2 % per further full year of service up to a maximum of 40 % of the average fixed remuneration to be taken as a basis during the last three years before leaving the company. After death, the surviving spouse is entitled to a pension amounting to 60 % of the amount last paid to the Executive Board member. The claim is partly financed by a reinsurance policy.

The present value of the pension entitlement and the addition in accordance with the requirements of German commercial law and the service costs in accordance with IFRS are provided in the following table:

€		Pension entitlements in accordance with the requirements of German commercial law: Amount added in for the fiscal year	Present value of the pension obligation	Service costs according to IFRS
Entitlements to defined retirement benefits				
Oliver Schuster CEO since October 1, 2019	2023	87,944	2,597,988	231,235
	2024	959,354	3,557,342	202,220

Commitments in the event of premature termination of duties

In the event that the employment relationship is terminated prematurely by mutual agreement, the Executive Board contracts contain commitments to pay the expected remuneration for the regular remaining term of the contract, provided that the termination is not based on a unilateral resignation by the Executive Board member without good cause or a revocation of the appointment for a reason that also constitutes good cause for the termination of the employment relationship. However, the commitments are in any case limited to a maximum of two years' remuneration (so-called severance payment cap). The variable remuneration attributable to the period up to the end of the contract is paid in accordance with the remuneration system based on the originally agreed targets and comparison parameters and on the due dates specified in the contract. In the reporting year, there was no commitment to provide benefits in the event of premature termination of an Executive Board member's contract due to a change of control.

Remuneration of the Supervisory Board

Remuneration of the Supervisory Board in 2024

The remuneration of the Supervisory Board is based on Article 17 of the company's Articles of Incorporation and the remuneration system for the members of the Supervisory Board adopted by the Annual General Meeting on May 24, 2023, which has been applied without restriction since January 1, 2023.

In addition to the reimbursement of their expenses and in accordance with suggestion G.18 of the GCGC, the members of the Supervisory Board receive fixed remuneration of €50,000 gross per year, payable after the end of the fiscal year. The Chairman of the Supervisory Board receives three times and his deputy one and a half times the aforementioned remuneration. Membership of each committee is compensated by a supplement of one quarter of the basic remuneration. The Chairman of the Audit Committee receives three times the supplement for membership of the Audit Committee. If the Chairman of the Supervisory Board is a member of committees, he does not receive any additional remuneration for his committee work.

In addition, the members of the Supervisory Board receive a gross attendance fee of €2,000 for each meeting of the Supervisory Board and its committees that they have attended (physically or virtually). If the members of the Supervisory Board attend several meetings of the Supervisory Board or its committees on the same day, the attendance fee is only paid once in total. No attendance fee is granted for resolutions passed by circular resolution.

In view of the previous feedback from shareholders on the remuneration of the Supervisory Board, most recently at the Annual General Meeting on May 15, 2024, there was no reason to question the remuneration or the reporting on this.

The following table contains information on the remuneration owed and granted to the members of the Supervisory Board in the 2024 fiscal year within the meaning of Section 162 German Stock Corporation Act (AktG):

	2024					2023				
	Fixed remuneration		Remuneration for Committee activities/ Attendance fees		Total	Fixed remuneration		Remuneration for Committee activities/ Attendance fees		Total
	€	%	€	%	€	€	%	€	%	€
Prof. Dr. Rüdiger Grube, Chairman	150,000	85	26,000	15	176,000	150,000	87	22,000	13	172,000
Ulrich M. Harnacke, Deputy Chairman	75,000	47	84,000	53	159,000	75,000	45	92,500	55	167,500
Dr. Roland Bosch	50,000	55	40,500	45	90,500	50,000	52	47,000	48	97,000
Dr. Bettina Volkens	50,000	59	34,500	41	84,500	50,000	52	47,000	48	97,000
Marcel Knüpfer	50,000	47	55,958	53	105,958	50,000	66	26,333	34	76,333
Martin Klaes (since May 24, 2023)	50,000	74	18,000	26	68,000	33,333	81	8,000	19	41,333
Andreas Kretschmann (until May 24, 2023)	–	–	–	–	–	20,833	51	20,417	49	41,250
Total	**425,000**		**258,958**		**683,958**	**429,167**		**263,250**		**692,417**

Comparative view of changes in board compensation, the results of operations and remuneration for employees

The table below provides a comparison between the change in the remuneration provided for the members of the Executive Board and Supervisory Board on the one hand and the change in the results of operations of Vossloh AG and the Vossloh Group and the average remuneration for employees.

%	2021 compared to 2020	2022 compared to 2021	2023 compared to 2022	2024 compared to 2023
Executive Board remuneration[1]				
Oliver Schuster (CEO)	13 %	9 %	(4) %	9 %
Dr. Thomas Triska (CFO)	7 %	3 %	53 %	18 %
Jan Furnivall (COO)	7 %	3 %	54 %	18 %
Supervisory Board remuneration[1]				
Prof. Dr. Rüdiger Grube (Chairman of the Supervisory Board)	0 %	0 %	43 %	2 %
Ulrich M. Harnacke (Deputy Chairman of the Supervisory Board)	(8) %	0 %	68 %	(5) %
Dr. Roland Bosch	(17) %	0 %	94 %	(7) %
Martin Klaes (since May 24, 2023)	–	–	–	65 %
Marcel Knüpfer	0 %	0 %	91 %	39 %
Andreas Kretschmann (until May 24, 2023)	16 %	0 %	65 %	–
Dr. Bettina Volkens	(17) %	0 %	94 %	(13) %
Earnings development				
Net income/net loss for the financial year in accordance with German Commercial Code (Vossloh AG)	115 %	(928) %	247 %	(27) %
EBIT according to IFRS (Vossloh Group)	(1) %	8 %	26 %	7 %
Average remuneration of employees on a full-time equivalent basis				
Employee compensation[2]	(1) %	2 %	8 %	5 %

[1] Determined on a pro rata basis in previous years when required. Without the first-time inclusion of the multi-year bonus for Dr. Triska and Mr. Furnivall, there would have been an increase of 13 % and 14 % respectively in 2023 compared to 2022.
[2] Wages and salaries in accordance with IFRS (excluding discontinued operations); number of employees on a full-time equivalent basis excluding members of the Executive Board of the AG.

The remuneration of the respective members of the Executive Board and Supervisory Board used to determine the rates of change corresponds to the remuneration owed and granted within the meaning of Section 162 German Stock Corporation Act (AktG) in accordance with the company's understanding of the term as explained in more detail above. The results of operations are based on the net income reported in Vossloh AG's separate financial statements in accordance with Section 275 (2) No. 17 German Commercial Code (HGB) and additionally on the Vossloh Group's EBIT. With regard to employee remuneration, the average remuneration excluding non-wage labor costs of all employees of the Vossloh Group on a full-time equivalent basis, including executives within the meaning of Section 5 (3) of the German Works Constitution Act (Betriebsverfassungsgesetz) and part-time employees, is used. If employees also receive remuneration as members of the Supervisory Board of Vossloh AG, this remuneration is not taken into account. To ensure comparability of the information on earnings development and employee remuneration, the latter also does not include employees who were employed in subsidiaries that were reported as "discontinued operations" in the consolidated financial statements for the fiscal year in question.

Werdohl, Germany, March 7, 2025

Vossloh AG

The Executive Board
Oliver Schuster, Dr. Thomas Triska, Jan Furnivall

The Supervisory Board
Prof. Dr. Rüdiger Grube

Independent Auditor's report

To Vossloh Aktiengesellschaft, Werdohl/Germany

We have audited the accompanying remuneration report of Vossloh Aktiengesellschaft, Werdohl/Germany, ("the Company") for the financial year from 1 January to 31 December 2024, including the related disclosures, which has been prepared to comply with Section 162 German Stock Corporation Act (AktG).

Responsibilities of the Executive Directors and of the Supervisory Board
The executive directors and the supervisory board of Vossloh Aktiengesellschaft, Werdohl/Germany, are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they consider necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e. fraudulent financial reporting and misappropriation of assets) or error.

Auditor's Responsibilities
Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). These Standards require that we fulfil the professional responsibilities and that we plan and perform the audit so that we obtain reasonable assurance as to whether the remuneration report, including the related disclosures, is free from material misstatements.

An audit involves performing audit procedures in order to obtain audit evidence for the amounts stated in the remuneration report, including the related disclosures. The choice of the audit procedures is subject to the auditor's professional judgement. This includes assessing the risk of material misstatements, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the system of internal control, which is relevant to preparing the remuneration report, including the related disclosures. Our objective is to plan and perform audit procedures that are appropriate in the circumstances, but not to express an audit opinion on the effectiveness of the Company's system of internal control. An audit also comprises an evaluation of the accounting policies used, of the reasonableness of accounting estimates made by the executive directors and the supervisory board as well as an evaluation of the overall presentation of the remuneration report, including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion
In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from 1 January to 31 December 2023, including the related disclosures, complies, in all material respects, with the accounting principles of Section 162 AktG.

Other Matter – Formal Audit of the Remuneration Report
The audit of the content of the remuneration report described in this report comprises the formal audit of the remuneration report required under Section 162 (3) AktG including the issuance of a report on this audit. Since our audit opinion on the audit of the content of the remuneration report is unmodified, this audit opinion includes that the disclosures required under Section 162 (1) and (2) AktG are contained, in all material respects, in the remuneration report.

Intended Use of the Report

We issue this report as stipulated in the engagement letter agreed with the Company. The audit has been performed for the purposes of the Company and the report is solely intended to inform the Company about the result of the audit.

Liability

This report is not intended to be used by third parties as a basis for any (asset) decision. We are liable solely to Vossloh Aktiengesellschaft, Werdohl/Germany, and our liability is also governed by the engagement letter dated 6 /11 September 2024 agreed with the Company as well as the "General Engagement Terms for Wirtschaftsprüferinnen, Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften (German Public Auditors and Public Audit Firms)" promulgated by the Institut der Wirtschaftsprüfer (IDW) in the version dated 1 January 2024 (IDW-AAB). However, we do not accept or assume liability to third parties.

Düsseldorf/Germany, 7 March 2025

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:	Signed:
Nicole Meyer	Christian Siepe
Wirtschaftsprüferin	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)