



**WACKER
NEUSON**

Wacker Neuson SE
(formerly: Wacker Construction Equipment AG)

Munich

ISIN: DE000WACK012
WKN: WACK01

Invitation to the Annual General Meeting

We hereby invite the shareholders of our company to attend the

Annual General Meeting (AGM)

of Wacker Neuson SE (formerly: Wacker Construction Equipment AG), headquartered in
Preussenstrasse 41, 80809 Munich, on

Friday, May 28, 2010

at 10.00 a.m.

to be held at the Hanns-Seidel-Stiftung Conference Center, Lazarettstrasse 33 in 80636
Munich.

Agenda

- 1. Presentation of the approved Annual Financial Statements as per December 31, 2009, the approved Consolidated Financial Statements as per December 31, 2009, including the Consolidated Management Report for Wacker Neuson SE and the Group, the Executive Board report within the Consolidated Management Report on items to be disclosed under Section 289 (4) and Section 315 (4) of the German Commercial Code (HGB), and the Report by the Supervisory Board for the fiscal year 2009.**

Once the invitation to the meeting has been issued, the above documents can be viewed online at <http://www.wackerneuson.com/agm> and at the company headquarters on Preussenstrasse 41, 80809 Munich. On request, a copy of the above documents shall be immediately forwarded to shareholders free of charge. The documents will also be available at the AGM and discussed in more detail during the course of the meeting.

Notes on Section 124a of the German Stock Corporation Act (AktG):

There will be no resolution regarding item 1 on the agenda. On March 25, 2010, the Supervisory Board approved the Annual Financial Statements and the Consolidated Financial Statements prepared by the Executive Board according to Sections 172, 173 AktG and thus officially established the Annual Financial Statements. Hence a resolution to duly approve the Annual Financial Statements at the AGM according to Section 173 AktG is not required under the terms of the law. Furthermore, the Annual and Consolidated Financial Statements, along with the Consolidated Management Report, the Report by the Supervisory Board and the report by the Executive Board with the explanatory comments relating to takeover declarations required by law, must be made available to the AGM without the AGM having to pass any further resolutions in this regard under the terms of the AktG.

2. Resolution on the appropriation of the net profit for the year

The Executive Board and the Supervisory Board propose the following resolution:

The net profit for the fiscal year 2009 in the amount of EUR 3,630,582.18 will be carried forward in its entirety as profit.

3. Resolution to officially approve the actions of the Executive Board members for fiscal 2009

The Supervisory Board and the Executive Board propose the following resolution:

Executive Board members' actions are duly approved for fiscal 2009.

4. Resolution to officially approve the actions of the Supervisory Board members for the fiscal year 2009

The Supervisory Board and the Executive Board propose the following resolution:

Supervisory Board members' actions are duly approved for the fiscal year 2009.

5. New appointments to the Supervisory Board

On conclusion of the AGM of May 28, 2010, the term of office that applied to all Supervisory Board members sitting on the first Supervisory Board of Wacker Neuson SE officially expires.

In keeping with (a) Section 40 (2), (3) of the Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE), (b) Section 17 of the German law governing the implementation of an SE (SE-Ausführungsgesetz),

(c) Section 21 (3) of the German law governing the participation of employees in a European company (SE-Beteiligungsgesetz, SEBG), (d) Section 14 of the agreement regarding employee participation in Wacker Neuson SE dated January 14, 2009 (referred to as “participation agreement” in the following) and (e) Article 8 (1) of the Articles of Incorporation of the company, the Supervisory Board comprises six members.

In keeping with Article 8 (1), Sentences 1 and 5 of the Articles of Incorporation of Wacker Neuson SE, the AGM will resolve to appoint the four shareholder representatives only to the Supervisory Board. The two future employee representatives – as set down in the participation agreement – are appointed to the Supervisory Board on the basis of a resolution passed by the SE works council.

The Supervisory Board proposes the following resolution:

The following persons shall be appointed to the Wacker Neuson SE Supervisory Board as shareholder representatives for the period up to the close of the AGM that resolves to approve the actions of the Supervisory Board for the fiscal year 2014, subject however to a maximum term of six years:

5.1 Herr Johann Neunteufel, Engineer, Chairman of the Executive Board of PIN Private Trust (Privatstiftung), Linz, Austria

Membership of other supervisory boards required by law and of similar supervisory committees for German and foreign commercial companies:

- Allgemeine Sparkasse Oberösterreich Bankaktiengesellschaft, Chairman of the Supervisory Board
- Oberösterreichische Technologie- und Marketinggesellschaft m.b.H. (technological organization in the state of Upper Austria), Member of the Supervisory Board

5.2 Herr Dr. Ulrich Wacker, lawyer, Chairman of the Executive Board of EQUA association (EQUA-Stiftung), Herrsching a.A., Germany

Membership of other supervisory boards required by law and of similar supervisory committees for German and foreign commercial companies:

- Wacker Beteiligungs GmbH & Co. KG i. L., Member of the Advisory Board

5.3 Herr Dr. Eberhard Kollmar, lawyer and partner of the law firm Kanzlei Kollmar, Deby & Sinz Rechtsanwaltsgesellschaft mbH, Munich

Membership of other supervisory boards required by law and of similar supervisory committees for German and foreign commercial companies:

- Wacker Beteiligungs GmbH & Co. KG i. L., Member of the Advisory Board

5.4 Herr Kurt Helletzgruber, businessman, Managing Director of Dipl.Ing. Hitzinger Gesellschaft m.b.H., Linz, Austria

No memberships of other supervisory boards required by law or of similar supervisory committees for German or foreign commercial companies:

The AGM is not restricted to the candidates proposed when electing the Supervisory Board members to represent the shareholders. In compliance with the German Corporate Governance Code, the intention is to elect the Supervisory Board in the AGM in separate election runs by allowing the shareholders to vote for each single candidate.

6. Resolution regarding remuneration for the first Supervisory Board of Wacker Neuson SE

Wacker Construction Equipment AG changed its legal form to that of a European company ("Societas Europaea", SE). This became effective on February 18, 2009 with the entry of the new company in the Commercial Register. The transition also marked the end of the terms of office of the Supervisory Board members of Wacker Construction Equipment AG. The shareholder representatives of the first Supervisory Board of Wacker Neuson SE were appointed according to Article 8 (2) of the Articles of Incorporation of the company. These appointments were duly approved at the company AGM on June 3, 2008. The employee representatives of the first Supervisory Board of Wacker Neuson SE were appointed on January 14, 2009. The terms of office for all members of the first Supervisory Board of Wacker Neuson SE expire on conclusion of the AGM convened for May 28, 2010.

According to Section 113 (2), Sentence 1 AktG, the remuneration accruing to the members of the first Supervisory Board of a stock corporation can be approved only by the AGM. Both the Executive Board and the Supervisory Board are of the view that the intended legal interpretation of this provision should not apply to a Supervisory Board formed through a change in legal form of a company (from an AG to an SE in this instance) that existed for many years prior to the change. However, by way of precaution, the Boards propose that a resolution be passed to approve the remuneration accruing to the first Supervisory Board. A resolution to this effect can be passed not earlier than at the AGM that also officially approves the actions of the members of the first Supervisory Board.

The members of the first Supervisory Board should receive remuneration in respect of their term of office from February 18, 2009 through May 28, 2010 (payment period) that aligns in terms of structure and amount with the annual remuneration arrangement as approved by the AGM of Wacker Construction Equipment AG.

The Executive Board and the Supervisory Board thus propose the following resolution:

- 6.1 The members of the first Supervisory Board shall receive a fixed remuneration set at EUR 20,000 for the individual members and at twice that amount for the Chairman of the first Supervisory Board and one-and-a-half times that amount for the Deputy Chairman of the first Supervisory Board. In addition, EUR 5,000 shall be paid to members of committees of the Supervisory Board, with twice that amount payable to the Chairmen of those committees. These amounts apply to a full fiscal year and will be calculated pro-rata for the fiscal year 2009 as of February 18, 2009 and for fiscal 2010 up until May 28, 2010.
- 6.2 Furthermore, each member of the first Supervisory Board shall receive a one-off fee for each Supervisory Board meeting which he attends during the payment period in the amount of EUR 1,000.
- 6.3 In addition, each member of the first Supervisory Board shall receive an earnings-linked bonus in the amount of 0.05 percent of the consolidated earnings after taxes as disclosed in the approved Consolidated Financial Statements of Wacker Neuson SE for the fiscal year in question. For the purposes of determining the earnings-linked bonus, four percent of the share capital of the company will be deducted from the consolidated earnings after taxes – in application of Section 113 (3) AktG. The respective earnings-linked bonus must never exceed 1.5 times the respective fixed remuneration, however. Meeting attendance fees will be offset against the variable remuneration. The earnings-linked bonus will also be calculated pro-rata for the fiscal year 2009 as of February 18, 2009 and for the fiscal year 2010 up until May 28, 2010. The earnings-linked bonus falls due for payment when the Supervisory Board passes a resolution to approve the Consolidated Financial Statements for the fiscal year in question.
- 6.4 The members of the first Supervisory Board are also entitled to reimbursement of expenses incurred during the payment period, including sales tax / VAT incurred in connection with Supervisory Board duties. For the members of the first Supervisory Board, the company has further taken out a suitable directors and officers' (D&O) liability insurance policy at the company's expense to protect Board members against civil and criminal

proceedings and cover the legal costs involved in defense proceedings for action taken in relation to their mandate.

7. Resolution on remuneration accruing to Supervisory Board members and amendment of the Articles of Incorporation

For reasons of transparency, the remuneration arrangement (previously approved at the Wacker Construction Equipment AG AGM) for the Supervisory Board shall be incorporated in the Articles of Incorporation of Wacker Neuson SE. The Executive Board and the Supervisory Board thus propose the following resolution:

7.1 Article 14 of the Articles of Incorporation will be completely redrafted as follows:

“Article 14 Remuneration

(1) The members of the Supervisory Board shall receive a fixed remuneration set at EUR 20,000 for the individual members and at twice that amount for the Chairperson of the Supervisory Board and one-and-a-half times that amount for the Deputy Chairperson of the Supervisory Board.

In addition, EUR 5,000 shall be paid to members of Supervisory Board committees, with twice that amount payable to the Chairpersons of those committees.

Furthermore, each member of the Supervisory Board shall receive a one-off fee for each Supervisory Board meeting which he/she attends in the amount of EUR 1.000.

The fixed remuneration outlined above shall be payable in four equal installments, each to be disbursed at the end of the respective quarter. The meeting attendance fees are similarly payable at the end of the respective quarter.

(2) In addition, each member of the Supervisory Board shall receive an earnings-linked bonus in the amount of 0.05 percent of the consolidated earnings after taxes as disclosed in the approved Consolidated Financial Statements of Wacker Neuson SE for the fiscal year in question. For the purposes of determining the earnings-linked bonus, four percent of the share capital of the company shall be deducted from the consolidated earnings after taxes – in application of Section 113 (3) AktG. The respective earnings-linked bonus must never exceed 1.5 times the respective fixed remuneration outlined in Section (1), however. Meeting

attendance fees as outlined in Section (1) shall be offset against the variable remuneration.

The variable remuneration falls due for payment when the Supervisory Board passes a resolution to approve the Consolidated Financial Statements for the fiscal year in question.

- (3) *Should members of the Supervisory Board leave the Board during the course of a fiscal year, their remuneration shall be calculated on a pro-rata basis.*

Should a Supervisory Board member cease to perform a function that qualified for additional remuneration, the last sentence shall apply accordingly to the portion of that member's remuneration associated with the function in question.

- (4) *The members of the Supervisory Board are also entitled to reimbursement of expenses, including sales tax / VAT incurred in connection with Supervisory Board duties.*

- (5) *The company shall insure at its own expense the Supervisory Board members against civil and criminal proceedings, covering also the legal costs involved in defense proceedings for action taken in relation to their mandates and shall take out a suitable directors and officers' (D&O) liability insurance policy with this aim."*

7.2 The remuneration arrangement pursuant to Article 14 of the Articles of Incorporation as amended in the resolution proposal under Section 7.1 above shall apply pro-rata for the fiscal year 2010 as of May 29, 2010.

8. Resolution to change the Articles of Incorporation for the adjustment of regulations that apply to the first Supervisory Board

Article 8 (2) of the company's Articles of Incorporation outlines the procedural rules relating specifically and only to the appointment of the first Supervisory Board of Wacker Neuson SE. In the interim – as provided for under Article 8 (1) of the Articles of Incorporation – an agreement has been reached under SE-Beteiligungsgesetz (SEBG) regarding the participation of employees in an SE, governing in particular the appointment of employee representatives to the Supervisory Board of Wacker Neuson SE. As this renders the corresponding procedural rules in the Articles of Incorporation invalid, the Executive Board and the Supervisory Board propose the following resolution:

8.1 Article 8 (1) of the Articles of Incorporation will be modified and redrafted as follows:

“(1) The Supervisory Board shall consist of six members, four of which will represent shareholders and two of which will represent employees. The four shareholder representatives on the Supervisory Board will be appointed by the General Meeting. The two employee representatives on the Supervisory Board will be appointed to the SE Supervisory Board by the employees according to the provisions of the agreement on employee participation in an European company (SE) concluded under the German law governing the involvement of employees in a European company (SE-Beteiligungsgesetz, SEBG) in its most recent version.”

8.2 Article 8 (2) of the Articles of Incorporation will be deleted without replacement. The subsequent paragraphs 3, 4, 5, 6 and 7 of Article 8 of the Articles of Incorporation will be renumbered accordingly and will thus now be paragraphs 2, 3, 4, 5 and 6 of Article 8 of the Articles of Incorporation.

8.3 Article 8 (3), Sentence 1 (or – prior to the amendment to the Articles of Incorporation as outlined under Section 8.2 above – Article 8 (4), Sentence 1) of the Articles of Incorporation, which currently reads *“When appointing Supervisory Board members, replacement members may be appointed for one or more of the Supervisory Board members at the same time“*, will be replaced with the following new sentence (1):

“When nominating Supervisory Board members, the General Meeting may also appoint replacement members for the Supervisory Board.”

In addition, the following new sentence (4) will be added to the end of Article 8 (3) (or – prior to the amendment to the Articles of Incorporation as outlined under Section 8.2 above – Article 8 (4)) of the Articles of Incorporation:

“If a Supervisory Board member appointed by the employees departs before his/her term of office has expired, he/she shall be replaced by the replacement member nominated for this eventuality under the provisions of the agreement on employee participation in an European company (SE) concluded under SEBG in its most recent version.”

9. Resolution to change the Articles of Incorporation, specifically Article 17 (1) of the Articles of Incorporation

With a view to simplifying the technical handling of the AGM in the coming years with regard to amendments to the share register, the Executive Board and the Supervisory Board propose the following resolution:

The following new sentence (4) will be added to the end of Article 17 (1) of the Articles of Incorporation:

“On the day of the General Meeting and during the six days prior to the General Meeting, no new entries or deletions will be made in the share register.”

10. Resolution to change the Articles of Incorporation, specifically Articles 6, 9 and 11 of the Articles of Incorporation

With a view to modifying the procedural guidelines governing resolutions passed by the Supervisory Board and to clarifying the procedural guidelines for resolutions passed by the Executive Board, the Executive Board and the Supervisory Board propose the following resolution:

10.1 Article 9 (2), Sentence 2 of the Articles of Incorporation will be struck through without replacement.

10.2 Article 11 (4) of the Articles of Incorporation will be modified and redrafted as follows:

“(4) Unless statutory laws require otherwise, resolutions passed by the Supervisory Board shall be adopted with a simple majority of the votes cast. Abstentions shall not be counted as votes cast. In the event of a tie, the resolution or nomination proposal shall be deemed rejected; the chairperson shall not have the casting vote according to Section 50 (2), Sentence 1 SE-VO (SE Regulation).”

10.3 The following new sentence (3) shall be added to the end of Article 6 (3) of the Articles of Incorporation:

“The deputy chairperson of the Executive Board shall not have the casting vote.”

11. Appointment of the auditors for the Annual and Consolidated Financial Statements for the fiscal year 2010 and for the review of the condensed (consolidated) half-year financial statements and the interim (Group) management report in the fiscal year 2010

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

11.1 Rölfs WP Partner AG Wirtschaftsprüfungsgesellschaft, Munich, is appointed as the official auditor to review the Annual and Consolidated Financial Statements for the fiscal year 2010.

11.2 Rölfs WP Partner AG Wirtschaftsprüfungsgesellschaft, Munich, is further appointed to review the condensed (consolidated) half-year financial

statements and the interim (Group) management report in accordance with Section 37w Para. 5, 37y WpHG (German Securities Trading Act) for the fiscal year 2010.

12. Resolution authorizing the procurement and resale of treasury shares according to Section 71 (1), No. 8 AktG; Resolution to rescind the current authorization allowing the Executive Board to procure and resell treasury shares (resolution passed by the AGM on May 28, 2009 under item 6 of the AGM agenda)

The Executive Board and the Supervisory Board propose authorizing the company to procure and resell treasury shares and thus propose the following resolution:

- 12.1 The authorization to procure and resell treasury shares according to Section 71 (1), No. 8 AktG, as resolved at the AGM of May 28, 2009 under TOP 6, is rescinded as of the effective date of the authorization granted under Section 12.2 below.
- 12.2 Subject to prior approval by the Supervisory Board, the company is authorized to purchase up to 7,014,000 treasury shares on the stock market up to November 27, 2011. These shares can also be purchased through Group members controlled by the company or by a third party acting on account of the company or of Group members. The shares purchased under this authorization, plus shares previously purchased by the company and still in company possession, must at no point exceed 10 percent of the existing share capital. Shares may not be purchased for the purpose of trading company shares on the stock exchange.
- 12.3 The compensation paid by the company per registered share (without incidental acquisition costs) may not be more than 10 percent higher or lower than the arithmetic average of the closing prices for shares in the company in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last five stock market days prior to the date on which the undertaking to acquire the shares was entered into.
- 12.4 The authorization can be exercised in whole or in parts, in the latter case also on multiple occasions.
- 12.5 The Executive Board may also redeem the treasury shares still to be acquired without a renewed resolution by the AGM with the permission of the Supervisory Board. This authorization can be exercised in whole or in parts, in the latter case also on multiple occasions. The redemption leads to a reduction in capital. The Supervisory Board is authorized to adjust the share capital amount and the number of shares in the Articles of Incorporation to reflect the number of shares redeemed. Alternatively, the

Executive Board can resolve not to reduce the share capital through share redemption, instead increasing the percentage share represented by the remaining shares in the share capital in accordance with Section 8 (3) AktG. In this case, the Executive Board is authorized to change the number of shares in the Articles of Incorporation.

- 12.6 The Executive Board is authorized, with the approval of the Supervisory Board, to use shares in the company that were acquired as a result of the above authorization as (partial) compensation as part of mergers or to acquire companies, participating interests in companies or parts of companies.
- 12.7 The acquired treasury shares may also be sold or transferred (as remuneration, for example) to members of the Executive Board of the company or of representative bodies of entities affiliated with the company, or to employees of the company or affiliated companies. To the extent that treasury shares are to be sold or transferred to members of the Executive Board, the decision in this regard lies with the Supervisory Board.
- 12.8 Furthermore, the Executive Board is also authorized, with the approval of the Supervisory Board, to sell the treasury shares still to be acquired in ways other than via the stock exchange or via an offer to all shareholders at a price that is not substantially lower than the stock market price of the company's shares on the date of the sale; in this case, the number of the shares to be sold together with the new shares that were issued after this authorization was issued excluding subscription rights in accordance with Section 186 (3), Sent. 4 AktG, may not exceed 10 percent of the company's share capital which exists on the date the resolution by the AGM came into effect.
- 12.9 The authorizations listed under Sections 12.6, 12.7 and 12.8 can be exercised in whole or in parts, in the latter case also on multiple occasions.
- 12.10 The price at which shares in the company can be sold in accordance with the authorization stated under Section 12.8 may not be more than 5 percent lower than the arithmetic average of the closing prices for shares in the company in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last five stock market days prior to the date of the general sale in accordance with Section 12.8.
- 12.11 The shareholders subscription rights to treasury shares in the company are excluded to the extent that these shares are used according to the authorizations under Sections 12.5 to 12.10.

12.12 The Executive Board will inform the AGM each time this authorization is exercised.

Executive Board report regarding item 12 of the AGM agenda in accordance with Section 71 (1), No. 8, Sent. 5 AktG in conjunction with Section 186 (4), Sent. 2 AktG:

In accordance with Section 71 (1), No. 8, Sent. 5 in conjunction with Section 186 (4) Sent. 2 AktG, the Executive Board submitted a written report regarding the authorization proposed under agenda item 12 to exclude subscription rights in connection with the sale of treasury shares. Once the invitation to the meeting has been issued, this report from the Executive Board to the AGM will be available online at <http://www.wackerneuson.com/agm> and can also be viewed at company headquarters in Preussenstrasse 41, 80809 Munich, Germany. On request, a copy of the report shall be immediately forwarded to shareholders free of charge. The report outlines the following information:

The Executive Board may also redeem the treasury shares still to be acquired without a renewed resolution by the AGM with the permission of the Supervisory Board. This measure is in the best interests of the company; it is considered reasonable, necessary and fit for the intended purpose. There are no current plans to exercise this authorization.

The proposal also includes the provision that treasury shares in the company can also be offered as (partial) compensation as part of mergers or to acquire companies, participating interests in companies or parts of companies under the exclusion of shareholders' subscription rights. This should enable the company to react quickly to beneficial offers or opportunities to acquire companies, participating interests in companies or parts of companies in national and international markets in order to consolidate the company's market position. This model for financing acquisitions is increasingly required against the backdrop of globalization and the current international competitive landscape. The exclusion of subscription rights is therefore a suitable, necessary and adequate means of improving the strategic position of the company.

The authorization also provides the opportunity to issue treasury shares under exclusion of subscription rights to members of the Executive Board of the company or of representative bodies of entities affiliated with the company, or to employees of the company or affiliated companies. The intention is to limit the issue of shares to a specific group or specific persons from the above-mentioned categories in line with labor law requirements. To the extent that treasury shares are to be issued to members of the Executive Board of the company, the decision in this regard does not lie with the Executive Board. Instead, the authorization granted by the AGM specifies that this decision is made by the Supervisory Board of the company or the responsible Supervisory Board committee in line with the division of duties as specified by the provisions of the Stock Corporation Act.

Issuing shares to members of the Executive Board of the company or of representative bodies of entities affiliated with the company, or to employees of the company or affiliated companies is in the best interests of the company and its shareholders as it promotes a sense of identification with the company and shared responsibility. It also enables the remuneration structure to be geared toward the company's mid- and long-term success. In this respect, utilizing existing shares can be an economically viable alternative to increasing capital or making cash payments. The authorization should therefore increase the company's maneuverability here and also enable exchange risks to be controlled more effectively. Treasury shares acquired for this purpose also require exclusion of shareholder subscription rights. There are currently no specific plans to issue treasury shares to employees, executives/senior managers or members of the Executive Board.

The ultimate objective is to give management the possibility of excluding subscription rights in connection with the resale of shares acquired under this authorization and sold at a price not significantly below the stock market price. This legitimate option of excluding subscription rights will enable management to react fast to favorable stock market situations. Aligning prices closely with market dynamics allows the company to maximize the issue price and company equity. The authorization ensures that even in conjunction with the utilization of authorized capital, no more than 10 percent of share capital can be sold or issued under exclusion of shareholder subscription rights (pursuant to Section 186 (3), Sent. 4 AktG). For a sale of this nature, management is limited to a maximum discount of 5 percent relative to the listed price.

The existing authorization to acquire and sell treasury shares which was approved by the AGM on May 28, 2009, is valid until November 27, 2010. This authorization resolution will be replaced by the above-mentioned resolution from the moment the new authorization comes into effect. The new authorization shall remain valid until November 27, 2011.

1. Attendance at the AGM and exercising voting rights

Attendance at the AGM and entitlement to exercise voting rights is restricted to shareholders who, on the day of the AGM, are entered in the company's share register and who have registered to attend in writing or in electronic/text form (pursuant to Section 126b BGB) in German or English in good time at the following address specified by the company. The registration must be received by the company on or before expiry of the registration deadline (midnight on Friday, May 21, 2010).

Wacker Neuson SE
c/o Computershare HV-Services AG

Prannerstrasse 8
80333 Munich, Germany
Fax: 089/3090374675
E-mail: anmeldestelle@computershare.de

If a credit institute is entered in the share register, it may only exercise the voting rights for shares that it does not own if it has authorization to do so from the shareholder in question.

Shares will not be blocked by registration for the AGM. Shareholders can dispose of their shares after they have registered. The right to participate and exercise voting rights is determined by the share entries valid on the day of the AGM.

2. Representation

Shareholders entered in the share register and registered in good time are entitled to have their voting right exercised in the AGM by a credit institute, a shareholders' association, proxies named by the company or another proxy of their choice.

The issue and cancellation of proxies plus proof thereof vis-à-vis the company must be made in writing or in electronic/text form (pursuant to Section 126b BGB), unless they are issued to a credit institute, shareholders' association or other equivalent person or institutions in accordance with Section 135 (8) and (10) AktG.

Certain issues must generally be considered when authorizing credit institutes, shareholders' associations or equivalent persons or institutes pursuant to Section 135 (8) and (10) AktG with power of representation. Shareholders who wish to authorize a credit institute, shareholders' association or equivalent person or institution in accordance with Section 135 (8) and (10) AktG with power of proxy are therefore requested to consult with the prospective proxyholder and clarify all related issues.

The company offers shareholders the possibility of being represented by proxies appointed by the company who are bound to follow the shareholder's instructions. These company-nominated proxyholders must be issued with power of proxy as well as instructions for exercising voting rights. They only exercise voting rights as specifically instructed by the shareholder. In other words, power of representation will be invalid for these proxies unless instructions are provided. If the instructions are not explicit, the proxies will refrain from voting on the respective agenda items. This is also the case with unscheduled proposals. Please note that proxies appointed by the company cannot accept any mandates relating to making comments, asking questions, proposing motions or requesting explanations of items on the agenda. Authorizations and instructions for proxies appointed by the company should be submitted in written or electronic/text form using the designated forms for power of representation and should ideally be issued prior to the AGM via the address, fax number or e-mail address provided in the form. However, they may also be issued during the AGM until the end of the general discussion.

Shareholders will be sent further information on how to issue power of proxy and related procedural guidelines along with forms for issuing proxy authority together with the registration form.

3. Shareholders' rights regarding counter-proposals / nominations for election

Each shareholder is entitled to submit counter-proposals to specific agenda items and nominate candidates for election as Supervisory Board members (agenda item 5) or auditors / Group auditors (agenda item 11).

All such counter-proposals or nominations for election must be submitted by post, fax or e-mail to the following address only. Proposals or nominations sent to other addresses will not be taken into consideration.

Wacker Neuson SE
Investor Relations
Preussenstrasse 41
80809 Munich, Germany
Fax 089 / 35402-203
E-mail: IR@wackerneuson.com

Shareholders are required to provide proof of their status as shareholders when submitting counter-proposals or election proposals.

Provided they are legally permissible, counter-proposals to a proposed resolution for a specific agenda item accompanied by substantiation, as well as nominations for election from shareholders that are received by the company at least 14 days prior to the AGM (i.e. no later than midnight on Thursday, May 13, 2010) by post, fax or e-mail at the above-mentioned address will be published immediately online at <http://www.wackerneuson.com/agm> together with the shareholder's name. Any comments from management will also be published here.

Under the conditions cited in Section 126 (2) AktG, the company may decide not to publish a counter-proposal and its substantiation. The substantiation of a counter-proposal, for example, does not have to be published if it comprises more than 5,000 characters. Furthermore, nominations for election are only published if they contain the name, occupation and town/city of residence of the nominee and, in the case of nominations for membership in the Supervisory Board, further information on membership in other statutory supervisory boards or equivalent domestic or foreign supervisory bodies.

Counter-proposals can only be taken into consideration if they are put forward verbally during the AGM. The right of each shareholder to put forward counter-proposals to various agenda items during the AGM, even if they have not been previously submitted by the specified deadline, remains unaffected.

Please submit any requests for further documentation or general queries regarding the AGM by post, fax or e-mail to the address given above.

4. Shareholders' rights to information

The Executive Board is obliged to provide all shareholders with information on the company's affairs upon request, provided that the information is necessary for correctly assessing a specific agenda item. This information includes legal and business relations of Wacker Neuson SE to affiliated companies as well as information on the position of the Group and all companies included in the Consolidated Financial Statements. Requests for information must always be made verbally at the AGM during the general discussion. The Executive Board may decide not to provide information for reasons set down in Section 131 (3) AktG (a request can be turned down in order to protect industrial secrets, for example). Furthermore, the chairperson of the AGM is also authorized to place appropriate time restrictions on the rights of shareholders to ask questions and make statements, in line with Section 19 (2) of the Articles of Incorporation.

5. Requests for additions to the agenda

Shareholders whose individual or combined holdings correspond to a pro-rata amount of EUR 500,000 of the share capital (equivalent to 500,000 shares) may request that items are added to the agenda and published. Each new item must be accompanied by a substantiation or proposed resolution. Requests must be made in writing, addressed to the Executive Board and submitted to the postal address listed under Section 3 (Shareholders' rights regarding counter-proposals / nominations for election). Requests for additions to the agenda must be received by the company by no later than midnight on Tuesday, April 27 April 2010. Shareholders requesting an addition to the agenda must prove that they have held their shares for at least three months prior to the day the request was received by the company.

6. Total number of shares and voting rights at the time of convening the AGM

At the time of convening the AGM, 70,140,000 registered shares, each representing a proportionate amount of the share capital of EUR 1.00, have been issued; each share entitles its holder to one vote. The company does not currently hold any treasury shares. All shares issued carry full participation and voting rights. At the time of convening the AGM, the 70,140,000 registered shares therefore correspond to a total of 70,140,000 votes.

7. Information in accordance with Section 135 (2) AktG

A member of the Wacker Neuson SE Executive Board belongs to the Supervisory Board of the Volksbank Linz-Mühlviertel reg. GenmbH, in Linz, Austria.

Deutsche Bank Aktiengesellschaft, Frankfurt am Main was responsible for handling the most recent issue of the company's securities in the past five years.

No members of the Wacker Neuson SE Supervisory Board are members of executive boards or employees of credit institutes. The company is not aware of any credit institute having a shareholding in Wacker Neuson SE that is subject to disclosure under Section 21 of the German Securities Trading Act (WpHG).

8. Further information on the company website and publications in other media

This notice convening the AGM, the documentation to be made available at the AGM, including information pursuant to Section 124a AktG, as well as shareholder proposals and explanations of shareholders' rights will be available on the company website (at <http://www.wackerneuson.com/agm>) once the AGM has been convened. The documentation to be made available to the AGM will also be available during the AGM on May 28, 2010.

This notice convening the AGM was published in the electronic Federal Bulletin (elektronischer Bundesanzeiger) on April 15, 2010. It has also been submitted to media deemed appropriate to publish the information throughout the European Union.

We look forward to seeing you in Munich.

Munich, April 2010

Wacker Neuson SE

The Executive Board