

DECLARATION OF CONFORMITY 2021

DECLARATION BY THE EXECUTIVE BOARD AND SUPERVISORY BOARD OF VITESCO TECHNOLOGIES GROUP AG ON THE GERMAN CORPORATE GOVERNANCE CODEX PURSUANT TO SECTION 161 OF THE GERMAN STOCK CORPORATION ACT (AKTG)

Pursuant to Section 161 of the German Stock Corporation Act (AktG), the Executive Board and Supervisory Board of Vitesco Technologies Group AG are required to declare annually that the recommendations of the "Government Commission on the German Corporate Governance Codex" (hereinafter "Code") published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette ("Bundesanzeiger") have been and are being complied with or which recommendations have not been or are not being applied and why not.

As the shares of Vitesco Technologies Group AG were listed on the regulated market of the Frankfurt Stock Exchange for the first time on September 16, 2021, the Company has not yet issued a Declaration of Conformity in the past.

The Executive Board and Supervisory Board of Vitesco Technologies Group AG hereby declare pursuant to Section 161 of the German Stock Corporation Act (AktG) that since its listing on September 16, 2021, all recommendations of the German Corporate Governance Codex as amended on December 16, 2019 have been and are being complied with, with the exception of the deviations stated below:

- **Recommendation C.2:** According to recommendation C.2 of the Code, an age limit shall be specified for Supervisory Board members and stated in the Declaration on Corporate Governance. The Supervisory Board currently refrains from setting an age limit. In the opinion of the Supervisory Board, the ability to supervise and advise the Executive Board in the management of the Company is not schematically linked to an age limit. The age structure of the Company's Supervisory Board is well-balanced. In accordance with the diversity concept for the Supervisory Board, Vitesco Technologies Group AG thus also relies on the high level of expertise of experienced and proven Supervisory Board members.
- **Recommendation C.4:** According to recommendation C.4 of the Code, a Supervisory Board member who is not a member of any Management Board of a listed company should not hold more than five Supervisory Board mandates at non-group listed Companies or comparable functions, whereby a Chair of the Supervisory Board being counted double. In connection with the spin-off of Vitesco Technologies Group AG on September 15, 2021, Prof. KR Siegfried Wolf was elected to the Supervisory Board of Vitesco Technologies Group AG and on October 4, 2021 as Chairman of the Supervisory Board of Vitesco Technologies

Group AG. As a result, Prof. Wolf exceeds the maximum number of Supervisory Board mandates recommended in accordance with recommendation C.4 of the Code. Prof. Wolf has announced his intention to resign one mandate at the end of December 2021. Due to the fact that the recommended maximum number of mandates is only temporarily exceeded, the Supervisory Board therefore does not consider its appropriate composition to be impaired.

- **Recommendation No. C.5:** According to recommendation C.5 of the Code, anyone who is a member of the Management Board of a listed company should not hold more than two Supervisory Board mandates at non-Group listed companies or comparable functions in total and should not chair the Supervisory Board of a non-Group listed company. In connection with the spin-off of Vitesco Technologies Group AG on September 15, 2021, Mr. Klaus Rosenfeld, among others, was also elected to the Supervisory Board of Vitesco Technologies Group AG. As Mr. Rosenfeld is Chief Executive Officer of Schaeffler AG and holds two further Supervisory Board mandates in listed non-Group companies, he exceeds the number of Supervisory Board mandates recommended in accordance with recommendation C.5 of the Code. Mr. Rosenfeld has already declared his resignation from this further mandate. The resignation is expected to take effect at the end of February 2022.

Regensburg, December 2021

Prof. Siegfried Wolf
Chairman of the Supervisory Board

Andreas Wolf
Chairman of the Executive Board