

**RULES OF PROCEDURE
FOR THE SUPERVISORY
BOARD OF VITESCO
TECHNOLOGIES GROUP
AKTIENGESELLSCHAFT**

CONVENIENCE TRANSLATION

The Supervisory Board of Vitesco Technologies Group Aktiengesellschaft (the "**Company**") has adopted the following rules of procedure by resolution dated 4 October 2021:

§ 1 Duties of the Supervisory Board

- (1) The Supervisory Board advises the Management Board on the management of the Company and monitors the Management Board's conduct of business. It shall perform its activities in accordance with statutory provisions, the Articles of Association, and these Rules of Procedure. The members of the Supervisory Board observe the recommendations of the German Corporate Governance Code to the extent that the Management Board and the Supervisory Board of the Company have declared their compliance with them in accordance with Section 161 of the German Stock Corporation Act (AktG).
- (2) The Supervisory Board cooperates with the Management Board in a spirit of trust for the benefit of the Company.
- (3) The members of the Supervisory Board have the same rights and duties and are not bound by instructions.
- (4) The Supervisory Board regularly assesses how effectively the Supervisory Board as a whole and its Committees perform their duties.

§ 2 Membership of the Supervisory Board

- (1) Each member of the Supervisory Board must have the knowledge, skills and professional experience required to properly perform his or her duties.
- (2) Each member of the Supervisory Board shall ensure that he/she has sufficient time to perform his/her mandate.

§ 3 Convening of meetings

- (1) The Supervisory Board shall hold at least one meeting per calendar quarter and must hold at least two meetings per calendar half-year.
- (2) Invitations to the meetings of the Supervisory Board shall be issued at least two weeks before the date of the meeting, stating the time and place of the meeting and the items on the agenda. When calculating the period of notice, the day on

which the invitation is sent and the day of the meeting are not counted. In urgent cases, the notice period may be shortened. Meeting invitations may be made in writing, by telephone, in text form or in any other legally permissible form. Article 10 (1) sentence 3 of the Articles of Association remains unaffected.

- (3) Preparatory documents shall be sent to the members of the Supervisory Board as early as possible, as a rule no later than on a work day which is five days before the day of the meeting. The documents, including the reports to be submitted in text form pursuant to Rule 5 paragraph 1, may be submitted in writing or in an equivalent telecommunications form (including e-mail or database access).
- (4) Items specified by members of the Supervisory Board to the Chair of the Supervisory Board at least ten days before the meeting shall be added to the agenda. The Chair of the Supervisory Board shall immediately notify all members of the Supervisory Board of such additions.
- (5) Items on the agenda which have not been notified in time shall only be admitted for resolution if no member of the Supervisory Board present at the meeting objects and absent members of the Supervisory Board are given the opportunity to subsequently cast their votes or to object to the resolution in writing within a reasonable period to be determined by the Chair. The resolution shall only become effective if no absent member objects within the period of time.
- (6) In a Supervisory Board meeting that takes place without convening a meeting pursuant to Article 10 (1) sentence 3 of the Articles of Association, resolutions may also be passed on the establishment and composition of Committees.

§ 4 Meetings and adoption of resolutions

- (1) The Chair of the Supervisory Board – and, if he/she is prevented from attending, his/her Deputy – shall chair the meeting. He/She determines the order in which the items on the agenda are addressed with as well as the manner and order of voting. He/She may allow individual members of the Supervisory Board to participate in a meeting by way of telephone or video conference or to cast their vote in writing subsequently within a period of time determined by him. Furthermore, the Chair of the Supervisory Board may decide that meetings of the Supervisory Board shall be held in the form of a telephone or video conference and that in such cases the passing of resolutions or the casting of votes shall also take place in this manner. The members of the Supervisory Board may not object to such a form of resolution. Members of the Supervisory Board who participate in a meeting by telephone or video conference shall be deemed to be present.

- (2) The Chair may cancel or postpone a called meeting in his/her proper exercised of discretion. He/She appoints the person to take the minutes of meeting and decides on the involvement of experts and persons with relevant knowledge for consultation on individual items on the agenda.
- (3) The Supervisory Board shall constitute a quorum if at least half of its members participate in the vote regarding the passing of a resolution. A member also participates in the vote if his/her vote is to abstain. Absent members of the Supervisory Board may participate in the vote regarding the passing of a resolution by transferring to other members of the Supervisory Board their votes in writing. A written vote may also be cast by fax or by other means of telecommunication.
- (4) If not all members of the Supervisory Board are present when a resolution is up for a vote and if the absent members of the Supervisory Board do not submit written votes, the vote on adoption of the resolution shall be postponed at the request of at least two members of the Supervisory Board present. In the event of an adjournment, the new vote on the resolution shall be undertaken at the next regular meeting of the Supervisory Board unless a special meeting of the Supervisory Board is called. A further minority request for adjournment is not permitted in the case of a new vote on the resolution.
- (5) If the Chair of the Supervisory Board attends the meeting or if an attending member of the Supervisory Board is in possession of the written vote of the Chair of the Supervisory Board within the meaning of Section 108 (3) sentences 1 and 2 of the German Stock Corporation Act (AktG), paragraph 4 shall not apply if the same number of shareholder and employee representatives are present in person or participate in the resolution by submitting their votes in writing or if any inequality is eliminated by the fact that individual Supervisory Board members do not participate in the resolution.
- (6) Resolutions of the Supervisory Board require a majority of the votes cast, unless other majorities are prescribed by law. This also applies to elections. In the event of a tie, a new vote shall be taken at the request of the Chair of the Supervisory Board, as far as legally permissible. If this new vote again results in a tie, the Chair of the Supervisory Board has two votes in accordance with Section 29 (2) of the German Co-Determination Act; Section 31 (4) of the German Co-Determination Act remains unaffected.
- (7) Resolutions may be passed outside of meetings by means of votes cast in writing, orally, by telephone, in text form or by other means of telecommunication, if the Chair of the Supervisory Board so determines in the individual case. The members of the Supervisory Board may not object to this determination.

- (8) Minutes shall be taken of the meetings of the Supervisory Board, which shall be signed by the Chair of the respective meeting and by the person taking the minutes. The minutes shall state the place and date of the meeting, the participants, the items on the agenda, the essential content of the discussions and the resolutions of the Supervisory Board. Each member of the Supervisory Board may request that minutes be taken of any objection to a resolution of the Supervisory Board. Each member of the Supervisory Board shall receive a copy of the minutes of the meeting. The original copy and/or an electronic reproduction that is visually and substantively identical to the original shall be kept with the Company.
- (9) The Management Board shall attend the meetings of the Supervisory Board unless the Supervisory Board decides otherwise. The Supervisory Board should also meet regularly without the Management Board.

§ 5 Reporting by the Management Board

- (1) To ensure that the Supervisory Board is adequately provided with information, the Management Board shall report to the Supervisory Board, in accordance with statutory provisions, regularly, promptly and comprehensively on all issues of strategy, planning, business development, risk situations, risk management and compliance that are relevant to the Company. It shall discuss with the Supervisory Board at regular intervals the status of implementing strategy. It shall address any divergence in business performance from the plans and targets set, stating the reasons for such deviations. In particular, the Management Board shall report in text form:
 - (i) on a quarterly basis on the development of earnings, balance sheet, cash flow, financial liabilities, investments, inventories, receivables and personnel of the Group, earnings of the Group divisions as well as earnings and balance sheet of the Company in the course of the respective financial year to date as well as the forecast for the entire year and,
 - (ii) and at the Supervisory Board meetings on the development of turnover and earnings of the Group and the Group divisions in the course of the respective financial year to date as well as the forecast for the entire year.

The quarterly report as of 31 December of a year may be limited to the information not contained in the annual financial statements or consolidated Group financial statements, the management report or the Group management report or the auditor's report.

- (2) The Chair of the Management Board shall inform the Chair of the Supervisory Board without delay of important events that are of material importance for the assessment of the situation and development of the Company and its management. The Chair of the Supervisory Board shall forward the information to the Supervisory Board and, if necessary, call an extraordinary meeting of the Supervisory Board.

§ 6 Legal transactions requiring approval

- (1) Except in the cases specified by law, the Articles of Association or resolutions of the Shareholders Meeting, the Management Board requires the approval of the Supervisory Board for the following transactions and measures:
- (i) Annual planning and annual investment plans for tangible and financial investments;
 - (ii) Closure of operational sites in whole or part where more than 500 employees are affected by the measure;
 - (iii) Launch of new and abandonment of major existing business areas;
 - (iv) Significant changes in the organisation of the Company or Group;
 - (v) Granting and revoking general powers of attorney of the Company;
 - (vi) Establishment, acquisition or sale of or other disposal of companies and investments in other companies as well as the acquisition or sale of or other disposal of divisions, operations or parts thereof, if the value exceeds EUR 30 million in an individual case. Excluded are acquisition and disposal transactions and other disposals in which only the Company and/or subsidiaries (Section 290 (1) German Commercial Code) are involved;
 - (vii) Acquisition and disposal of fixed assets, unless the measure is included in the approved plan for tangible and financial investments or the value does not exceed EUR 30 million;
 - (viii) Acquisition, sale and encumbrance of land, rights equivalent to land and rights in land, insofar as these transactions are not expressly included in the approved plan for investments in tangible assets and exceed the amount of EUR 30 million. Excluded are transactions in which only the Company and/or subsidiaries are involved;
 - (ix) Borrowings by bonds or loans with a maturity of more than 12 months, where the amount in any one case exceeds EUR 100 million. Excluded is the mere extension of the term of existing bonds and loans;

- (x) Assuming sureties, guarantees and other forms of security for third parties outside the Group if the security in an individual case exceeds the amount of EUR 30 million;
 - (xi) Resolutions on the transactions and measures at subsidiaries mentioned in no. (ii) and (iii) and nos. (vi) to (x);
 - (xii) Conclusion, material amendment and termination of inter-company agreements (Sections 291 et. seq. German Stock Corporation Act (AktG));
 - (xiii) Taking up secondary activities by a member of the Management Board, in particular joining the Supervisory Board, Administrative Board or Advisory Board of a company which is not a subsidiary and which is targeted for acquisition;
 - (xiv) Granting of loans to members of the Supervisory Board, the Management Board and other persons within the meaning of Sections 89 and 115 German Stock Corporation Act (AktG);
 - (xv) Conclusion of a D&O insurance contract and
 - (xvi) Rules of procedure for the Management Board, including the business distribution plan.
- (2) The Management Board shall ensure – also in the case of subsidiaries – that the measures requiring the approval of the Supervisory Board pursuant to paragraph 1 are implemented only after such approval has been granted.

§ 7 Obligation of secrecy / Obligation to return materials

- (1) Each member of the Supervisory Board is obliged to maintain secrecy with regard to all confidential information and secrets of the Company and its subsidiaries and affiliated companies, in particular business or trade secrets, which he/she learns in his/her capacity as a member of the Supervisory Board, even after the termination of his/her office as a member of the Supervisory Board (Section 116 in conjunction with Section 93 (1) sentence 2 German Stock Corporation Act (AktG)). This applies in particular to confidential reports and consultations. If a member of the Supervisory Board uses the services of a support person in connection with his/her activity on the Supervisory Board, he/she must obligate this person to maintain secrecy in the same manner.
- (2) Confidential information within the meaning of Rule 7 paragraph 1 is all information that is either expressly designated as confidential or where, from a reasonable business point of view, it cannot be excluded that the best interests of the Company could be adversely affected by its disclosure. A secret in the sense of

Rule 7 paragraph 1 is any fact directly or indirectly connected with the business and operational activities known only to a limited group of persons, of which it can be assumed, from a reasonable business point of view, that its secrecy is desired by the Company owner and the secrecy of which is needed in the interest of the Company.

- (3) If a member of the Supervisory Board wishes to pass on to third parties information which he/she has obtained in his/her capacity as a member of the Supervisory Board and if he/she has doubts as to whether such disclosure is permissible, he/she shall inform the Chair of the Supervisory Board in advance. If the Chair of the Supervisory Board does not consent to such disclosure, he/she shall inform the other members of the Supervisory Board thereof and bring about an immediate adoption of a resolution by the Supervisory Board. Until this resolution is passed, the Supervisory Board member in question must maintain silence about the information.
- (4) Upon resignation from office, the members of the Supervisory Board shall be obliged to hand over to the Company without delay to the attention of the Chair of the Supervisory Board all documents in their possession such as papers, correspondence, records and the like which relate to confidential matters of the Company. This obligation also extends to duplicates and photocopies. The members of the Supervisory Board have no right of retention of such documents.

§ 8 Conflicts of interest

- (1) Each member of the Supervisory Board is committed to the best interests of the Company. In making decisions, they may neither pursue personal interests nor take advantage of business opportunities that are available to the Company.
- (2) Each member of the Supervisory Board shall disclose to the Chair of the Supervisory Board any conflicts of interest, in particular those that may arise as a result of a consultancy or board function with customers, suppliers, lenders or other third parties. In the event of a material and not only temporary conflict of interest, the Supervisory Board member concerned shall resign from office as may be required by statutory provisions.
- (3) In connection with transactions with related parties within the meaning of Section 111a of the German Stock Corporation Act (AktG), each member of the Supervisory Board participating in the consultation or passing of a resolution shall also disclose any concern of a conflict of interest due to relations with the related party.

§ 9 Committees

- (1) The Supervisory Board forms the following Committees:
- an Executive Committee;
 - an Audit Committee;
 - a standing committee in accordance with Section 27 (3) Co-Determination Law (Appointment Committee);
 - a Nominations Committee;
 - a Related Party Transactions Committee;
 - a Technology Committee.

The Supervisory Board may form further Committees.

- (2) Statutory and other Committees of the Supervisory Board are generally formed at the inaugural meeting of the Supervisory Board for the duration of the Supervisory Board's term of office, unless mandatory statutory provisions, the Articles of Association or these Rules of Procedure provide otherwise.
- (3) Meetings of the Committees shall be called by the Chair of the Committee with at least one week's notice before the date of the meeting. They shall constitute a quorum if half of their members, but at least three, participate in the vote regarding the passing of a resolution. In addition, Rule 3 paragraph 2 sentences 2 to 4 and Rule 4 paragraph 1, paragraph 2, paragraph 3 sentences 2 to 4 and paragraph 4 to 8 apply mutatis mutandis to the convening of a meeting and the adoption of resolutions; in particular, the provisions contained therein regarding the Chair of the Supervisory Board shall apply to the Chair of the respective Committee. At the request of the Chair of a Committee, the Management Board or individual members of the Management Board shall attend meetings of the respective Committee.
- (4) The respective Committee Chairs shall report regularly to the Supervisory Board on the work of the Committees.
- (5) The Committees may adopt rules of procedure for themselves if and insofar as the Supervisory Board does not adopt rules of procedure for the Committee. In this regard, deviations from Rule 9 paragraph 3 may be determined. Rule 2 paragraphs 1 and 2 and Rules 7 and 8 apply mutatis mutandis with regard to Committees; in particular the provisions regarding the Chair of the Supervisory Board included therein apply with regard to the Chair of the respective Committee.

§ 10 Executive Committee

- (1) The Executive Committee consists of six members. The members of the Executive Committee are the Chair of the Supervisory Board, his/her Deputy and two Supervisory Board members each elected by the shareholder representatives and the employee representatives. The Chair of the Supervisory Board chairs the Executive Committee.
- (2) The Executive Committee is responsible for the following matters:
 - (i) Preparation of the appointment and dismissal of Management Board members and, subject to the exclusive responsibility of the full Supervisory Board for the tasks pursuant to Section 107 (3) sentence 7 in conjunction with Section 87 (1) and (2) sentences 1 and 2 German Stock Corporation Act (AktG), conclusion, termination and amendment of employment contracts and any other agreements with Management Board members;
 - (ii) Preparation of the determination and the periodic review of the remuneration system for the Management Board;
 - (iii) Granting of approval for the legal transactions and measures requiring approval pursuant to Rule 6 paragraph 1 no. (v) as well as nos. (xiii) to (xv), each with the proviso that each member of the Executive Committee may in individual cases request that the decision be retransferred to the full Supervisory Board;
 - (iv) Granting of approval of contracts with members of the Supervisory Board in accordance with Section 114 German Stock Corporation Act (AktG);
 - (v) Resolution on the execution of other legal transactions vis-à-vis the Management Board in accordance with Section 112 of the German Stock Corporation Act (AktG);
 - (vi) Resolution on the legal representation of the Company in a legal dispute concerning the challenge or invalidity of resolutions of the Shareholders Meeting (Sections 246 (2) sentence 2, 249 (1) sentence 1 German Stock Corporation Act (AktG));
 - (vii) Resolution on amendments to the Articles of Association that affect only its wording;
 - (viii) Adoption of resolutions or preparation of resolutions on topics that the Supervisory Board has separately assigned to it.

§ 11 Audit Committee

- (1) The Supervisory Board has an Audit Committee, which addresses in particular the review of the accounting, the monitoring of the accounting process, the accounting process, the effectiveness of the internal control system, the risk management system and the internal auditing system as well as the audit of the annual financial statements (and in this regard particularly the selection and the independence of the auditor of the annual accounts, the quality of statutory audit and the services additionally provided by the auditor of the annual accounts) as well as compliance. In particular, accounting includes the consolidated Group financial statements and the Group management report (including CSR reporting), financial information during the year and the individual financial statements in accordance with the German Commercial Code (HGB).
- (2) The Audit Committee consists of six members elected by the Supervisory Board, three of whom shall be shareholder representatives and three employee representatives.
- (3) The Supervisory Board shall appoint the Chair of the Audit Committee from among its members. The Chair of the Audit Committee shall have special knowledge and experience in the application of accounting principles and internal control procedures, be familiar with the audit of the annual financial statements and be independent. The Chair of the Supervisory Board shall not be appointed Chair of the Audit Committee.
- (4) The Audit Committee in particular has the following duties:
 - (i) Preparation of the decisions of the Supervisory Board regarding the approval of the annual financial statements and the approval of the consolidated Group financial statements. For this purpose the Audit Committee is responsible for the preparatory review of the annual financial statements and the management report, the consolidated Group financial statements and the group management report as well as the resolution proposal of the Management Board for the use of the balance sheet profit;
 - (ii) Preparatory examination of non-financial reporting and commissioning an external review of non-financial reporting pursuant to Section 111 (2) sentence 4 German Stock Corporation Act (AktG);
 - (iii) Preparation of the Supervisory Board's proposal to the Annual General Meeting for the election of the auditor and issuing a corresponding recommendation;
 - (iv) Issuing of the audit mandate to the auditor, determination of auditing focal points and the fee agreement with the auditor;

- (v) Approving non-audit services provided by the auditor to the extent required by law;
 - (vi) Discussion and decision on measures to be taken for reasons of possible exclusion or bias of the Statutory Auditor that have arisen during the audit;
 - (vii) Granting of approval for the legal transactions and measures requiring approval pursuant to Rule 6 paragraph 1 no. (vi) to (x) as well as no. (xii), in each case subject to the proviso that each member of the Audit Committee may, in individual cases, request that the decision be retransferred to the full Supervisory Board; the delegation shall also apply if the aforementioned transactions and measures are carried out at subsidiaries and require approval pursuant to Rule 6 paragraph 1 no. (xi);
 - (viii) Adoption of resolutions or preparation of resolutions on topics that the Supervisory Board has separately assigned to it.
- (5) Within the scope of its responsibilities, the Audit Committee may establish principles for the performance of its duties, in particular for the selection of the auditor and cooperation with the auditor. In particular, the Audit Committee shall:
- (i) agree with the auditor that the auditor shall inform the Audit Committee without delay of all findings and occurrences of significance for the Audit Committee's tasks that come to the auditor's attention during the performance of the audit;
 - (ii) agree with the auditor that the auditor will inform the Audit Committee and make a note in the audit report if, during the performance of the audit, the auditor identifies facts that show a misstatement in the declaration regarding the German Corporate Governance Code issued by the Management Board and the Supervisory Board;
 - (iii) regularly assess the quality of the audit.

§ 12 Standing committee in accordance with Section 27 (3) Co-Determination Law (Appointment Committee)

- (1) The Supervisory Board has an Appointment Committee, which fulfils the task described in Section 31 (3) Co-Determination Law.
- (2) The composition of the Appointment Committee is determined on the basis of Section 27 (3) Co-Determination Law. The Chair of the Supervisory Board chairs the Appointment Committee.

§ 13 Nominating Committee

- (1) The Supervisory Board has a Nomination Committee, which shall
 - (i) propose objectives for its composition and review the objectives regularly;
 - (ii) propose and regularly review a competence profile; and
 - (iii) propose suitable candidates as shareholder representatives for the election proposals of the Supervisory Board to the Shareholders Meeting.
- (2) The Nomination Committee consists of the Chair of the Supervisory Board and three further shareholder representatives on the Supervisory Board elected by a majority of the votes of the shareholder representatives.
- (3) The Chair of the Nomination Committee is appointed by the members of the Nomination Committee.

§ 14 Committee for Related Party Transactions

- (1) The Supervisory Board has a committee for related party transactions, which shall decide on the approval of related party transactions in accordance with Section 111b (1) German Stock Corporation Act (AktG). If the Management Board requires the approval of the Supervisory Board for a legal transaction pursuant to Rule 6 paragraph 1 or a measure pursuant to Rule 6 paragraph 1 and such transaction or measure constitutes a related party transaction in accordance with Section 111b (1) German Stock Corporation Act (AktG), the Committee for Related Party Transactions shall decide on such approval.
- (2) The Committee for Related Party Transactions consists of four members elected by the Supervisory Board, two of whom shall be shareholder representatives and two employee representatives. Related parties within the meaning of Section 111a (1) sentence 2 German Stock Corporation Act (AktG) involved in the respective transaction may not be members of the Committee. The majority of the Committee shall consist of members regarding whom there is no concern about a conflict of interest due to their relationship to a related party.
- (3) The Supervisory Board shall appoint the Chair of the Committee for Related Party Transactions from among its members. The Chair of the Committee for Related Party Transactions shall be a member regarding whom there is no concern about a conflict of interest due to his/her relationship to a related party.

§ 15 Technology Committee

- (1) The Supervisory Board has a Technology Committee to which the following tasks are delegated:
 - (i) Regular exchange of views regarding the technologies that are relevant to the Company and the Group and their further development and protection as well as regarding the technological development of the Company and the Group;
 - (ii) Identification of new technological trends and developments at the market and regular exchange of views about them;
 - (iii) In-depth support of the technology and innovation strategy of the Company and the Group to be determined and pursued by the Management Board in consideration of their significance for the performance, growth and competitiveness of the Company and the Group;
 - (iv) Support of the Supervisory Board in the exercise of its monitoring tasks regarding the implementation of the technology and innovation strategy of the Company and the Group to be determined and pursued by the Management Board.
- (2) The Technology Committee regularly, at least annually, obtains information by the Management Board regarding the tasks set forth in paragraph 1 nos. (i), (ii) and (iii). Furthermore, the Technology Committee regularly, at least annually, exchanges views with the Management Board and, with the approval of the Management Board, with employees of the Company and the Group on the tasks set forth in paragraph 1 nos. (i), (ii) and (iii).
- (3) The Technology Committee consists of eight members elected by the Supervisory Board, four of whom shall be shareholder representatives and four employee representatives.
- (4) The Supervisory Board shall appoint the Chair of the Technology Committee from among its members.

§ 16 Entry into force

These Rules of Procedure shall enter into force on 4 October 2021.

Regensburg, 4 October 2021

Vitesco Technologies Group Aktiengesellschaft

The Supervisory Board

Prof. Siegfried Wolf

Chair of the Supervisory Board