

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

CONVENIENCE TRANSLATION

At its meeting on 4 October 2021, the Supervisory Board of Vitesco Technologies Group Aktiengesellschaft (the "**Company**") issued the following rules of procedure for the Management Board in accordance with Article 7 (2) of the Articles of Association at the proposal of the Management Board:

§ 1 Basic principles

- (1) The Management Board shall manage the business on its own responsibility. In doing so, it is bound to the best interests of the Company and shall be committed to the sustainable development of profitability and the value of the Company.
- (2) The members of the Management Board shall conduct the business of the Company in compliance with the law, the Articles of Association, these Rules of Procedure, the Rules of Procedure of the Supervisory Board, and their employment contracts. They shall observe the recommendations of the German Corporate Governance Code to the extent that the Board of Management 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).
- (3) The Management Board shall cooperate in a spirit of mutual trust with the Company's other executive bodies and the representatives of the employee for the benefit of the Company. The members of the Management Board are obligated to be guided by the best interests of the Company in their decisions and in their actions.

§ 2 Management powers of the Management Board members

- (1) The members of the Management Board are jointly responsible for the entire management of the business. The members of the Management Board work together in a spirit of trust and collegiality.
- (2) Notwithstanding the overall responsibility of the Management Board, each member of the Management Board shall manage the business area assigned to him/her independently and on his/her own responsibility. The interests related to the business area shall be subordinated to the overall welfare of the Company. The allocation of the business segments is based on the schedule of delegated responsibilities. The schedule of delegated responsibilities also regulates the representation of the members of the Management Board among themselves.
- (3) A member of the Management Board must consult with the other members of the Management Board in advance about measures and transactions of

a business segment which simultaneously affects other business segments. If no agreement can be reached by the members directly involved, the Management Board shall bring about a resolution.

- (4) The members of the Management Board shall keep each other informed of important measures and events in their respective business areas. With good cause, a member of the Management Board may request a decision by the Management Board on a matter relating to another business area.

§ 3 Decisions of the entire Management Board

- (1) A resolution of the entire Management Board is required:
- (i) in all matters where the law, the Articles of Association and/or these Rules of Procedure so provide;
 - (ii) for determining the strategy of the business;
 - (iii) in the event of material changes to the Company or Group structure;
 - (iv) on taking up, significantly restricting or discontinuing areas of activity of the Group
 - (v) on fundamental questions of organization, business policy and corporate planning (Section 90 (1) no. 1 of the German Stock Corporation Act (AktG);
 - (vi) in all matters requiring the approval of the Supervisory Board or which are submitted to the Shareholders Meeting or to the Supervisory Board for resolution;
 - (vii) on measures to establish and review the monitoring system in accordance with Section 91 (2) of the German Stock Corporation Act (AktG) as well as the internal control and risk management system;
 - (viii) on the reports of the Management Board to the Supervisory Board;
 - (ix) on the preparation of the annual and consolidated financial statements and the management reports of the Company and the Group as well as the non-financial reporting of the Company and the Group and on quarterly and half-yearly reports;
 - (x) on the preparation of corporate plans and budgets;
 - (xi) on the 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 10 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) of the German Commercial Code (HGB)) are involved;

- (xii) on the establishment, acquisition, disposal (in particular sale) or discontinuation of significant business locations, in particular production facilities, if (a) the value or - in the case of new construction - the amount of the planned investments exceeds EUR 10 million or (b) the business location actually or projectedly employs more than 50 employees;
- (xiii) on the acquisition, sale and encumbrance of land, rights equivalent to land and rights in land, insofar as these transactions exceed the amount of EUR 10 million;
- (xiv) on the conclusion, amendment, prolongation and termination of contracts which are of considerable importance for the Company and/or the Group, in particular:
 - contracts with significant terms and/or framework agreements with an OEM;
 - contracts with suppliers with an annual volume of more than EUR 25 million;
 - external research contracts with a volume of more than EUR 200,000;
 - major cooperation or joint venture agreements;
 - contracts regarding investment measures with a volume of more than EUR 5 million;
 - real estate lease agreements with an annual volume of more than EUR 25 million;
- (xv) on the engagement of external management, corporate or strategy consultants, provided that the consideration exceeds EUR 200,000. Specialised service providers (e.g. for accounting, financing, IT, legal or tax related matters) are not consultants within the meaning of this provision.
- (xvi) on the Company's position in the run-up to and during major collective bargaining disputes and industrial action;
- (xvii) on the definition of the principles of sponsorship as well as on sponsoring activities with a volume exceeding EUR 25,000 p.a. or with companies that belong to or are closely associated with a client of the Group;
- (xviii) on initiating legal disputes or administrative proceedings with a dispute value of more than EUR 1 million or which are of material importance to the Company and/or the Group, and terminating them by way of settlement;
- (xix) on borrowings by bonds or loans with a maturity of more than 12 months, where the amount in any one case exceeds EUR 50 million. Excluded is the extension of the term of existing bonds and loans;

- (xx) 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 5 million;
 - (xxi) on the conclusion, material amendment and termination of inter-company agreements (Sections 291 et. seq. of the German Stock Corporation Act (AktG));
 - (xxii) on resolutions on the transactions and measures at subsidiaries mentioned in no (iv) and no. (xi) to (xxi);
 - (xxiii) the convening of the Shareholders Meeting;
 - (xxiv) the declaration of compliance (Section 161 (1) of the German Stock Corporation Act (AktG));
 - (xxv) on major personnel decisions at the first management level after the Executive Board;
 - (xxvi) on the granting and revocation of general powers of attorney by the Company;
 - (xxvii) on personnel measures against employees of the Compliance and Audit departments;
 - (xxviii) on significant changes to the Corporate Governance Manual, the compliance organisation and major Group policies;
 - (xxix) on the initiation of major internal investigations;
 - (xxx) if a member of the Management Board so requests.
- (2) In addition, the Management Board decides on matters that are of exceptional importance for the Company and/or the Group or that may involve an exceptional risk.
- (3) The Board of Management may instruct individual members of the Board of Management to carry out the decisions and to carry out measures which are the responsibility of the Board of Management.

§ 4 Measures to avoid imminent disadvantages

The Chair of the Management Board may order immediate measures to avoid imminent disadvantages for the Company until the Management Board has passed a resolution. He/She shall inform the Management Board about the measures at the next meeting.

§ 5 Chair of the Management Board

- (1) The Management Board shall have a chairperson (Chair), who shall be appointed by the Supervisory Board. The Supervisory Board may appoint one or more Deputy Chairs who shall take over the duties of the Chair of the Management Board if the latter is prevented from doing so.
- (2) The Chair of the Management Board coordinates the activities of the Management Board. He/She shall work to ensure that the management of all business areas and departments is uniformly aligned with the objectives defined by the resolutions of the Management Board.
- (3) Each member of the Management Board shall immediately inform the Chair of the Management Board of important measures and decisions, significant business transactions, risks and losses within his/her respective business area and departments. The Chair of the Management Board may at any time request information from the responsible member of the Management Board on matters relating to the individual business areas and departments and may determine that he/she is to be informed in advance of certain types of transactions.
- (4) The Chair of the Management Board shall be responsible for leading the cooperation with the Supervisory Board and its members.
- (5) The Chair of the Management Board represents the Management Board and the Company in public and in particular vis-à-vis authorities, associations and the media. He/She may delegate this task to other members of the Board of Management for specific areas or in individual cases.

§ 6 Meetings of the Management Board

- (1) Meetings of the Management Board should be held at regular intervals, usually twice a month. They must be held when the welfare of the Company so requires. The Management Board shall determine the calendar of meetings on the proposal of the Chair of the Management Board. As a rule, the meetings of the Management Board shall be held in the form of in-person meetings. The Chair of the Management Board may decide to hold a meeting in the form of a telephone or video conference.
- (2) As a rule, the Chair of the Management Board shall call the meetings of the Management Board with one week's notice. In urgent cases, he/she may shorten the notice period. When convening the meeting, he/she shall state the agenda. Unless there are special reasons, he/she shall send draft resolutions at least three days before the meeting.
- (3) Within three days of the meeting being convened, each member of the Board of Management may, by declaration to the Chair of the Board of Management, request that further items be added to the agenda. The

Chair of the Management Board may extend this period in urgent cases. At the same time, the member of the Management Board shall send the Chair of the Management Board the draft resolution on the agenda item to be included. The Chair of the Management Board shall immediately forward the supplemented agenda and the draft resolutions to the Management Board. If the supplemented agenda and the draft resolutions are not sent 24 hours before the meeting, each member of the Management Board may object to a resolution on the supplemented agenda items being adopted at the meeting. This does not apply if special reasons in the best interests of the Company require an immediate decision by the Management Board.

- (4) The Chair of the Management Board shall chair the meetings. He/She determines the order in which the items on the agenda are addressed and the manner of voting. He/She may determine that persons who are not members of the Management Board shall be called in for consultation. The Chair of the Management Board may postpone the discussion and adoption of resolutions on individual items on the agenda one time, unless special reasons in the best interests of the Company require an immediate decision by the Management Board.
- (5) Minutes shall be kept of the discussions and results of the meetings. The Chair of the Management Board shall appoint the person to take the minutes and send the minutes, signed by him/her and the person who took the minutes, to the members of the Management Board. The minutes must contain the place, date and time (beginning and end) of the meeting or resolution, the participants, the agenda, the results of the meeting and the content of the resolutions of the Management Board. The minutes shall be deemed approved if no member of the Management Board objects to them at the next meeting.

§ 7 Quorum and voting

- (1) Decisions of the Management Board shall be taken at its meetings. By order of the Chair of the Management Board, resolutions may also be passed outside of meetings by votes cast in writing, orally, by telephone, in text form or by other means of telecommunication. Resolutions passed outside of meetings shall be recorded in minutes by analogous application of Rule 6 paragraph 5 of these Rules of Procedure.
- (2) The Management Board constitutes a quorum if all members of the Management Board have been invited and at least half of the entire Management Board, but not less than two members of the Management Board, participate in the adoption of the resolution. Absent members of the Management Board may also subsequently participate in resolutions in writing,

by video or fax, by telephone or by electronic means within a period determined by the Chair of the Management Board.

- (3) The Management Board passes resolutions by a simple majority of the Management Board members participating in the passing of the resolution, unless the law or these Rules of Procedure provide otherwise. In the event of a tied vote, the Chair of the Board of Management has the casting vote. This does not apply to the vote of a Deputy Chair if the Chair is prevented from attending.
- (4) Matters falling within the area of responsibility of an absent member of the Management Board shall only be discussed and decided in urgent exceptional cases. The absent member shall be informed of the result of the discussion and the decision. If the result of the resolution is not approved by the absent member of the Management Board, the absent member must immediately object to the Chair of the Management Board. The subject matter of the resolution is then to be discussed again at the next meeting on the basis of the objection, which may be substantiated orally or in writing, and a final decision is to be made.

§ 8 Cooperation with the Supervisory Board and reporting

- (1) The Management Board shall inform the Supervisory Board regularly, promptly and comprehensively about all issues relevant to the Company, in particular about strategy, planning, business development, risk situations, risk management and compliance. In doing so, it shall address any divergence in the course of business from the established plans and targets, stating reasons for the deviations, and shall provide the Supervisory Board with additional information upon request.
- (2) The Chair of the Management Board shall immediately report to the Chair of the Supervisory Board on all matters that are of material importance for the assessment of the situation and development and for the management of the Company.

§ 9 Conflicts of interest

- (1) The members of the Management Board shall be committed exclusively to the best interests of the Company. No member of the Board of Management may pursue personal interests in her decisions or take advantage of business opportunities for himself which are due to the Company or to a subsidiary or affiliated company.
- (2) The members of the Board of Management may not demand or accept unjustified advantages from third parties in connection with their activities

on the Board of Management, neither for themselves nor for other persons, nor grant unjustified advantages to third parties.

- (3) The members of the Management Board shall disclose without delay any personal interest in transactions of the Company or of subsidiaries and associated companies and any other conflicts of interest to the Chair of the Supervisory Board and the Chair of the Management Board and inform the other members of the Management Board thereof. The Chair of the Supervisory Board shall inform the Executive Committee of the Supervisory Board of any conflicts of interest of members of the Management Board.
- (4) Transactions between the Company or a subsidiary on the one hand and a member of the Management Board or persons, companies or associations related to him/her on the other hand may only be concluded under the same conditions as between independent third parties.

§ 10 Target figures for women

When appointing personnel to executive positions in the organisation, the Management Board shall observe diversity and, in particular, aim for an appropriate consideration of women. To this end, it shall set targets for the proportion of women in the two management levels below the Management Board and deadlines to achieve the target figures.

§ 11 Entry into force

These Rules shall enter into force on 4 October 2021.

RULES OF PROCEDURE FOR THE MANAGEMENT BOARD

Convenience Translation



Regensburg, 4 October 2021

Vitesco Technologies Group Aktiengesellschaft

The Supervisory Board

Prof. Siegfried Wolf

Chair of the Supervisory Board