

# REMUNERATION REPORT 2022

## REMUNERATION REPORT

### INTRODUCTION

This remuneration report provides a shortened description of the structure and design of the remuneration for Executive Board and Supervisory Board members at Vitesco Technologies Group Aktiengesellschaft (also referred to as the “Company” or Vitesco Technologies Group AG) in fiscal 2022. Vitesco Technologies Group AG, based in Regensburg, Siemensstrasse 12, Germany, is the parent company of the Vitesco Technologies Group (also referred to below as Vitesco Technologies) and a publicly listed stock company. The remuneration report also includes extensive disclosures of the individual remuneration awarded, due, or granted to members of the Executive and Supervisory Boards in the 2022 fiscal year. The remuneration system described here was approved by an 83.21% majority at the 2022 Annual General Meeting and applied for the 2022 fiscal year. The 2021 remuneration report was approved by a 98.20% majority at the 2022 Annual General Meeting. Suggestions made by investors have been taken up and incorporated into an even more transparent reporting for the 2022 fiscal year. Due to the Company’s spin-off from Continental AG on September 15, 2021, the disclosure of remuneration for the previous year refers to the corresponding, prorated remuneration awarded, due or granted to Executive Board and Supervisory Board members by the Company. Prior to its spin-off any other form of executive remuneration was not awarded, due or granted by the Company.

This remuneration report was jointly prepared by the Executive Board and Supervisory Board and meets the requirements of Sec. 162 AktG as well as the recommendations and suggestions of the German Corporate Governance Code (GCGC) as amended on April 28, 2022. This remuneration report has been audited by KPMG AG Wirtschaftsprüfungsgesellschaft in accordance with the requirements under Sec. 162(3) AktG. A substantive audit was performed alongside the formal audit mandated by law. The auditor’s report regarding the remuneration report is published on the Company’s website under the section “Corporate Governance” ([ir.vitesco-technologies.com](http://ir.vitesco-technologies.com)).

The Company’s website ([ir.vitesco-technologies.com](http://ir.vitesco-technologies.com)) contains an extensive description of the current system for remunerating the Executive Board and Supervisory Board as well as this remuneration report.

### FISCAL 2022 IN RETROSPECT

Vitesco Technologies achieved good results thanks to the significant progress made on its transformation, despite the ongoing impacts from the COVID-19 pandemic and the continued shortages of important components such as chips, and amid Russia’s invasion of Ukraine and the associated negative impacts on global supply chains.

This is attested to by the growth of its sales to €9.1 billion (previous year: €8.3 billion), the improvement of its net operating income to €143.3 million (previous year: €39.5 million), the increase of its return on capital employed (ROCE) to 5.2% (previous year: 1.6%), and its positive free cash flow of €123.2 million (previous year: €113.3 million). Accordingly, Vitesco Technologies was able to assert itself in a challenging market environment. What’s more, organic sales in the fiscal year were up 4.0% on the previous year. The positive business development is also reflected in the target achievement of the performance bonus.

There were no changes to the Executive Board in the 2022 fiscal year. It continues to be made up of Andreas Wolf (Chairman of the Executive Board), Werner Volz (Chief Financial Officer), Ingo Holstein (Chief Human Resources Officer), Klaus Hau (Member of the Executive Board and Head of Sensing & Actuation), and Thomas Stierle (Member of the Executive Board and Head of Electrification Technology). Consequently, the Executive Board of Vitesco Technologies Group AG continues to consist of five members. The Electronic Controls business unit was headed by Andreas Wolf in an acting role until March 31, 2022. In preparation for the reorganization in two divisions beginning 2023, Thomas Stierle took over leadership of the business unit temporarily in April 2022 until the reorganization beginning 2023. Werner Volz is in charge of the Contract Manufacturing business unit. Andreas Wolf and Thomas Stierle did not receive any additional compensation for their acting leadership of the Electronic Controls business unit.

## REMUNERATION GOVERNANCE

The current remuneration system for members of the Vitesco Technologies Group AG Executive Board has been in effect since the 2022 fiscal year and was approved by an 83.21% majority at the Annual General Meeting on May 5, 2022. The following provides details about this system and its application in the 2022 fiscal year. The Company did not deviate from this system in the 2022 fiscal year, neither temporarily nor permanently.

The Supervisory Board sets specific targets before the start of the fiscal year for the performance criteria defined in the remuneration system. The Supervisory Board also determines the target remuneration for Executive Board members under the applicable remuneration system before the start of the fiscal year. In doing so, it ensures in particular that the remuneration is appropriate to the performance and tasks of each Executive Board member as well as to the Company's overall situation and suitable for the Company's long-term, sustainable development.

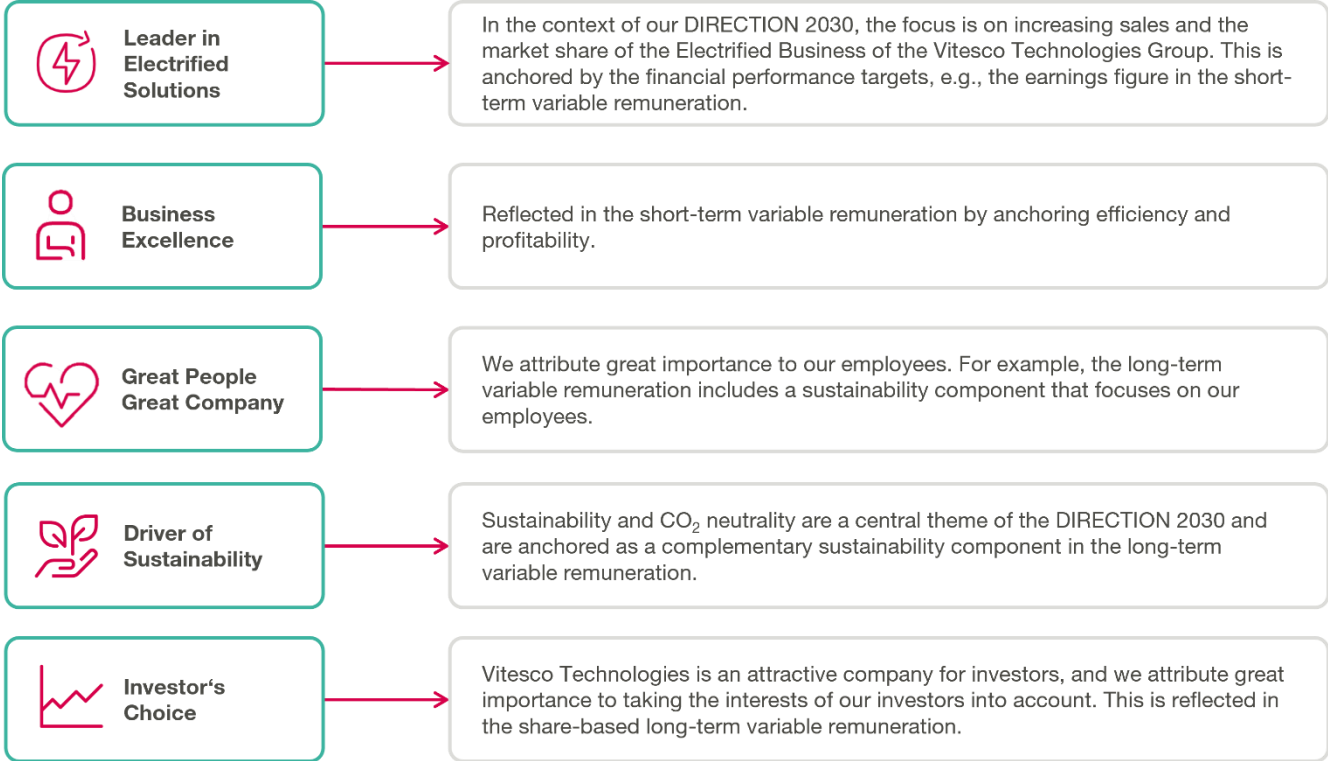
The Supervisory Board regularly checks that the Executive Board's remuneration is appropriate and in line with customary levels. It does this by benchmarking it against a peer group of relevant external companies (horizontally) and based on the Company's internal remuneration ratios (vertically). Adjustments are made if necessary in order to offer attractive remuneration in line with the market and within the regulatory framework.

An external, independent remuneration consultant checked and confirmed in fiscal 2021 that the Executive Board's remuneration was in line with the market. Given the Company's location and size as a suitable peer group, the companies in the MDAX and SDAX were used as a mixed peer group. An internal, vertical check was carried out, too, and took into account the ratio of Executive Board remuneration to remuneration for senior management, employees not covered by collective agreements, and employees covered by collective agreements. The Supervisory Board continues to believe that the Executive Board members' target total remuneration is appropriate and in line with the market. No adjustments were made to the Executive Board members' remuneration during the 2022 fiscal year.

**BASIC PRINCIPLES OF EXECUTIVE BOARD REMUNERATION**

**Guidelines for Executive Board remuneration**

The Executive Board’s remuneration system contributes significantly to the implementation of the Company’s business strategy. It acts as an incentive for the Executive Board’s members to achieve the key strategic targets under the DIRECTION 2030 pursued by the Vitesco Technologies Group.

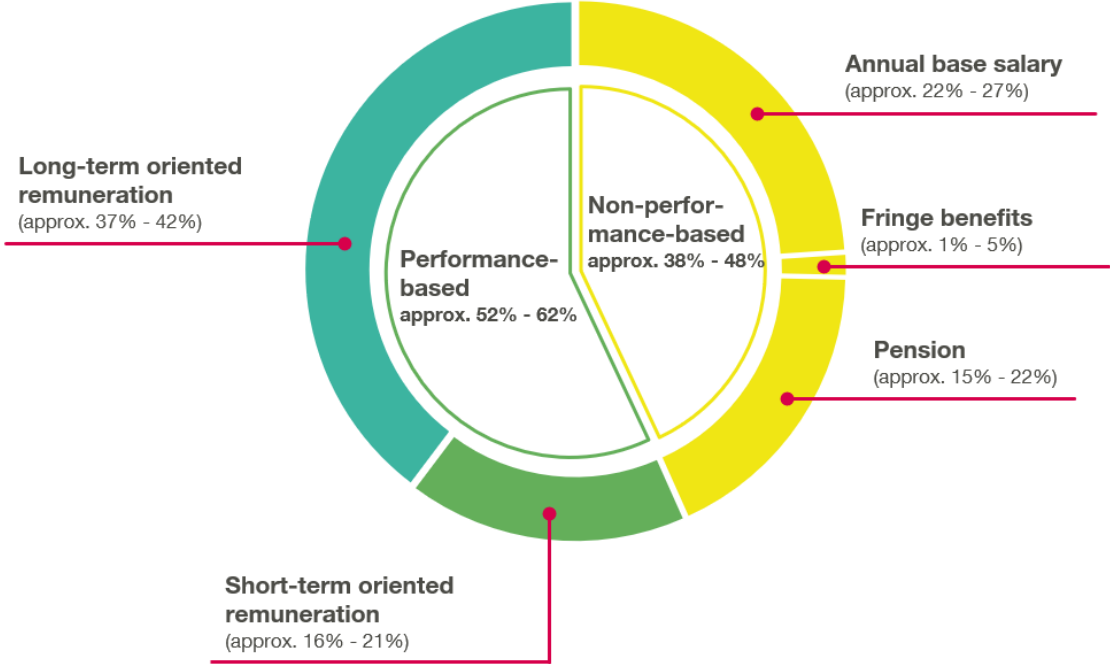


In addition to this link to the corporate strategy, a close link to performance – pay for performance – is also ensured by paying predominantly variable remuneration and by integrating specific targets. Furthermore, the remuneration system meets the regulatory requirements of Germany’s Stock Corporation Act and the recommendations and suggestions of the current version of the German Corporate Governance Code, as amended on April 28, 2022.

**Overview of the remuneration system for Executive Board members**

The remuneration of the Company’s Executive Board members consists of non-performance-based (fixed) and performance-based (variable) components. The non-performance-based components comprise the annual base salary, fringe benefits, and the company pension. The performance-based remuneration consists of a one-year performance bonus along with an equity deferral for three years, and the long-term incentive (LTI) based on a four-year period.

To ensure strong pay for performance, the share of performance-based remuneration components is larger than the share of non-performance-based components of the target total remuneration. Moreover, the variable, performance-based remuneration – comprised of the performance bonus with an equity deferral, and the LTI – are predominantly based on a period spanning several years. The illustration factors in individual salary ratios of the target total remuneration which vary slightly between individual Executive Board members. In total, performance-based remuneration makes up roughly 52% of the target total remuneration. The remuneration structure for the Executive Board members for the 2022 fiscal year is as follows:



The remuneration components mainly comprise the following core elements:

Component		Description
Non-performance-based remuneration components	Annual Base Salary	> Fixed remuneration paid in twelve equal monthly amounts
	Fringe Benefits	> Mainly company car, health check-up, contributions to employers' liability insurance association, health and long-term care insurance contributions, D&O insurance
	Pension	> Annual fixed contribution to basic account, contractual vesting
Performance-based remuneration components	Performance Bonus (short-term and long-term)	<ul style="list-style-type: none"> <li>&gt; Performance targets:               <ul style="list-style-type: none"> <li>&gt; EBIT</li> <li>&gt; ROCE</li> <li>&gt; Free cash flow</li> </ul> </li> <li>&gt; Multiplier: Personal Contribution Factor (0.8 – 1.2)</li> <li>&gt; Payout:               <ul style="list-style-type: none"> <li>&gt; approx. 40% of net payout in equity deferral with three year holding period</li> <li>&gt; Remainder paid out in cash</li> </ul> </li> <li>&gt; Cap: 200% of target amount</li> </ul>
	Long-Term-Incentive (long-term)	<ul style="list-style-type: none"> <li>&gt; Performance targets:               <ul style="list-style-type: none"> <li>&gt; Relative Total Shareholder Return (TSR)</li> <li>&gt; Sustainability Criteria</li> </ul> </li> <li>&gt; Term: four years</li> <li>&gt; Payout: in cash</li> <li>&gt; Cap: 200% of target amount</li> </ul>
Further contractual clauses	Malus / Clawback	The whole variable remuneration may be reduced in part or in full (malus) or reclaimed (clawback) if it can be proven that there has knowingly been a gross breach of a duty of care within the meaning of Sec. 93 AktG, of an internal company guideline or of any other obligation under the service agreement.
	Share Ownership Guideline (SOG)	<ul style="list-style-type: none"> <li>&gt; Four-year build-up phase of shareholding (chairperson: 200%, ordinary members: 100% of annual gross base salary).</li> <li>&gt; Reduction of build-up phase and SOG target in case of shortened term of service agreement</li> <li>&gt; Two-year holding obligation after termination of service agreement</li> </ul>
	Severance Cap and Non-Compete Clause	<ul style="list-style-type: none"> <li>&gt; Severance cap: amounting to two years' remuneration or the remuneration for the remaining period of the service agreement; offset against the non-compete compensation</li> <li>&gt; Non-compete clause of two years including non-compete compensation of 50% of the most recently received contractual compensation</li> </ul>

The remuneration system does not foresee provisions for one-time payments or special bonuses. Such payments were not made in the 2022 fiscal year.

#### Adherence to maximum remuneration

There are two types of limits on the total remuneration, including all remuneration components illustrated, that is received by the Executive Board. Firstly, the variable remuneration components are each limited to 200% of the target amount. Secondly, a maximum remuneration is defined per Sec. 87a(1) sentence 2 no. 1 AktG and based on the peer group comparison. This maximum remuneration limits the total payable amount of remuneration that is granted for a given fiscal year and incorporates all remuneration components (i.e., annual base salary, pension plan contributions, fringe benefits, performance bonus, and long-term incentive). This total amount is set at €6.2 million for the Chairman of the Executive Board and €3.2 million for ordinary Executive Board members. A disclosure about adherence to the maximum remuneration in the 2022 fiscal year will be made in the remuneration report for the 2025 fiscal year once the LTI assessment period has ended.

## NON-PERFORMANCE-BASED REMUNERATION COMPONENTS IN 2022

### Annual base salary

The annual base salary is paid in twelve equal amounts, one each month, and is paid pro rata if a member joins or leaves the Executive Board during a fiscal year. The annual base salary for the full 2022 fiscal year consists of €800 thousand for the Chairman of the Executive Board, €450 thousand for the Chief Financial Officer, and €400 thousand for the Chief Human Resources Officer and Executive Board members with responsibility for a specific business area. The remuneration, including the annual base salary, has not been increased since the IPO, i.e., after it was first granted.

### Fringe benefits

The Executive Board members receive fringe benefits in addition to their annual base salary. These benefits mainly include reimbursement on a case-by-case basis of relocation costs and expenses for having to maintain two households owing to their work for the Company, as well as the use of a company car, including for private purposes, the assumption of the costs for a regular health check-up and of any fees for membership in an employer's liability insurance association – including any income tax payable thereon, premiums for accident insurance, and premiums for health and long-term-care insurance. Further, the Company has taken out directors' and officers' (D&O) liability insurance for each member of the Executive Board.

There were no further fringe benefits paid to Executive Board members during the 2022 fiscal year.

### Pension plan

The following details about the Executive Board's pension plan pertain to benefits granted to the Executive Board members in the event that their appointment ends pursuant to Sec. 162(2)(3) AktG. The pension plan is designed as a defined-contribution plan that functions like a cash-balance plan. The fixed annual contribution granted by the Company to an Executive Board member is multiplied by an age factor to form a cash component that is credited to their pension account. The present value of the pension account is calculated as the balance reached divided by the age factor at the relevant point in time. The payout amount is calculated at the time payment of pension benefits is applied for. The payout amount can be paid as a lump sum, in installments, or as an annuity.

The service cost and defined benefit obligation for Executive Board members were as follows on December 31, 2022: Please note that the disclosures for the previous year refer to the pro rata amounts subsequent to the IPO after the year had already started.

#### Pension Entitlements in € thousand

	IAS 19			
	Service cost		Defined benefit obligation	
	2022	2021	2022	2021
Andreas Wolf (from Sep. 15, 2021)	656	230	612	230
Werner Volz (from Sep. 15, 2021)	275	96	262	96
Ingo Holstein (from Sep. 15, 2021)	314	110	267	110
Klaus Hau (from Oct. 1, 2021)	296	78	248	78
Thomas Stierle (from Oct. 1, 2021)	343	91	260	91

The Executive Board members do not receive any further Company pension benefits apart from the described here.

**PERFORMANCE-BASED REMUNERATION COMPONENTS IN 2022**

The Company’s Executive Board members are granted performance-based remuneration consisting of a one-year variable remuneration and equity deferral (performance bonus) as well as multiple-year variable remuneration (the long-term incentive, LTI).

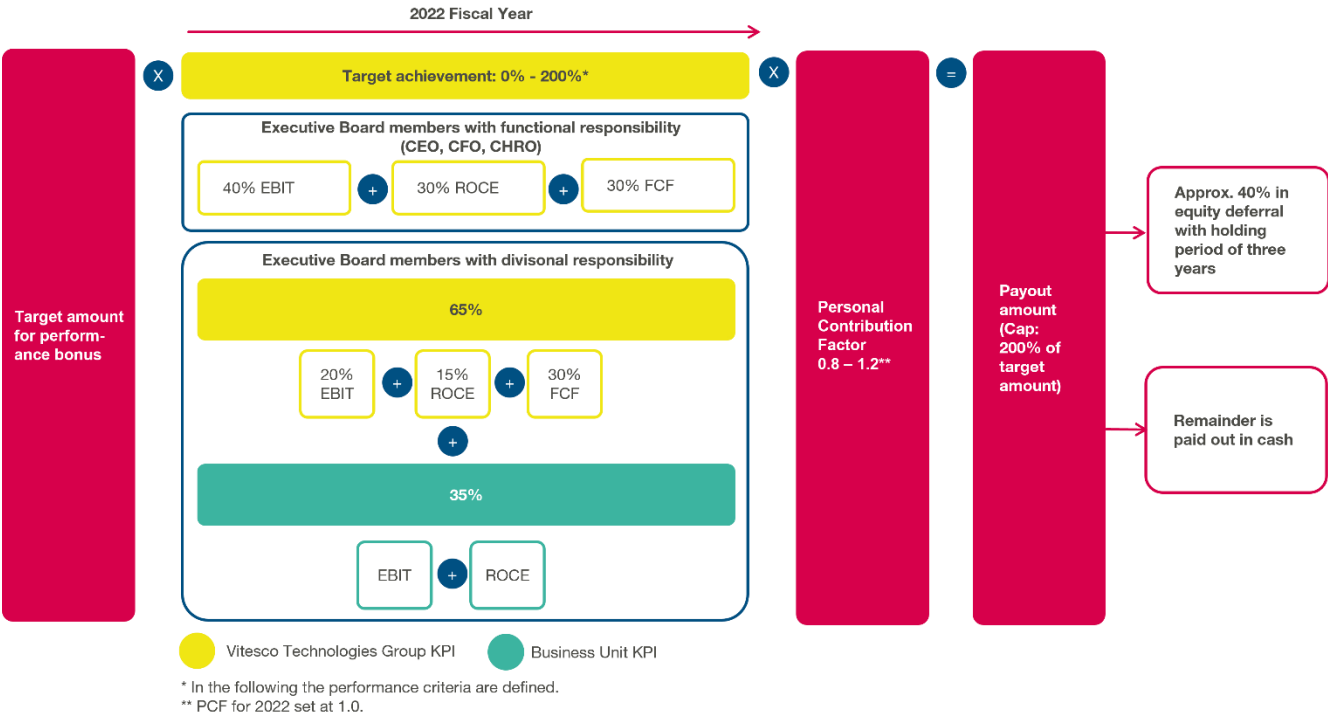
**Performance bonus**

**Performance bonus’ contribution in supporting business strategy**

With its sustainability-oriented business strategy, Vitesco Technologies focuses on profitability, efficiency, and innovation. By using EBIT, ROCE, and free cash flow (FCF) as financial performance indicators, the performance bonus acts as a direct incentive to perform well in implementing this business strategy. With the “personal contribution factor” not only financial incentives are taken into account, but also the Company’s organizational development and customer focus can be considered.

The annual performance bonus runs for a one-year period. The payout amount is limited to a maximum of 200% of the target amount and depends on the financial performance criteria as well as the targets of the non-financial personal contribution factor (PCF).

The performance bonus earned is calculated by multiplying the target amount with the target achievement. Approximately 40% of the net payout amount (20% of the gross payout amount) goes toward deferred shares that do not vest until after three years. The deferred shares are tied to the development of the stock price during the holding period. The remaining amount is paid out in cash. The performance bonus as a whole comprises the following:





### **Financial performance criteria**

Target achievement for the financial performance criteria can range between 0% and 200%, which recognizes the performance of the Executive Board members and can also reduce the performance bonus to zero if targets are not met.

The financial performance criteria are based on the Company's key performance indicators and comprise EBIT, ROCE, and FCF.

**EBIT (earnings before interest and taxes)** refers to the Company's profit before factoring in financial income/expenses and taxes and is adjusted for impairment of goodwill and gains and/or losses from the disposal of parts of the Company. It is an indicator of operational profitability and acts as an incentive to increase the Company's future profit.

**ROCE (return on capital employed)** is determined as the ratio of the adjusted EBIT described above to the average capital employed (total assets less current liabilities) during the fiscal year, and is thus an indicator of the Company's profitability and efficiency.

**FCF (free cash flow)** is defined as the cash flow that remains before financing activities; it is adjusted for cash inflows/outflows from the sale or purchase of companies and business units. FCF is an indicator of liquidity and acts as an incentive to distribute dividends to shareholders and to reduce borrowing and enables future investments in the Company's innovation.

The financial performance criteria are applied for all Executive Board members, whereas Executive Board members who are responsible for a business unit can also be assessed against financial performance criteria for the business area they are in charge of. These criteria may include the KPIs EBIT, ROCE, and FCF in line with the financial performance criteria at the Group level.

Andreas Wolf, Werner Volz, and Ingo Holstein are each responsible for a central function. When calculating their target achievement based on the financial performance criteria for the performance bonus, 40% of the calculation is based on the entire Company's EBIT, 30% on its ROCE, and 30% on its FCF.

Klaus Hau and Thomas Stierle are each in charge of a business unit. A total of 65% of their target achievement is based on the entire Company's performance criteria while a total of 35% is based on the performance criteria of their relevant business unit. The following table, Target Achievement for 2022 Performance Bonuses, lays out the financial targets set for the 2022 fiscal year and their individual weighting.

### **Personal contribution factor (PCF)**

The personal contribution factor can be between 0.8 and 1.2 and depends on an appraisal of personal performance criteria for each Executive Board member.

The individual criteria of the personal contribution factor are set by the Supervisory Board before the start of every fiscal year and translated into specific target values no later than the beginning of the fiscal year. This allows the Supervisory Board to consider the Executive Board's individual or collective achievements based on non-financial performance criteria in addition to the financial performance criteria. The Supervisory Board can choose from the following topics set out in the remuneration system when selecting the criteria:

- › Leading company for electrified powertrain solutions and first choice of our customers (e.g., market share in key markets, new products, competitiveness, customer orientation)
- › Implementation of transformations (e.g., lean management, qualification measures, reorganization)
- › Corporate and cultural development (e.g., identification with corporate values, employee satisfaction, increasing brand presence, diversity and inclusion)

The Supervisory Board may choose not to set targets for the PCF for a given fiscal year, either for individual Executive Board members or for all of them; in this case, the PCF value for the Executive Board members concerned will be 1.0 for the relevant fiscal year.

Personal targets were not defined for the 2022 fiscal year, therefore the PCF is 1.0 for all Executive Board members. In the view of the Supervisory Board, the period following the spin-off and the IPO in the 2021 fiscal year was, for Vitesco Technologies, a phase when the performance of the Executive Board as a team took priority for performance evaluation, rather than the personal contribution of individual Executive Board members. In particular, the implementation of transformation projects was a task shared by all Executive Board members during the 2022 fiscal year. Moreover, in order to respond with flexibility to market developments, the Supervisory Board did not set any individual remuneration targets that would have committed the Executive Board to developing specific, individual segments of markets, products, or customers.

### Application of the performance bonus in the 2022 fiscal year

The targets, minimums, and maximums as well as the actual figures and target achievements for the performance bonus' financial performance criteria are summarized in the following table:

#### Target Achievement for 2022 Performance Bonuses

	Minimum	Target	Maximum	Actual	Weighting in %	Target achievement in %
<b>Central function<sup>1</sup></b>						
EBIT Vitesco Technologies Group (€ million)	-34.5	65.5	165.5	144.1	40.0	178.7
ROCE Vitesco Technologies Group (% points)	-0.6	2.4	5.4	5.3	30.0	196.0
FCF Vitesco Technologies Group (€ million)	-21.1	78.9	178.9	111.8	30.0	132.9
<b>Sensing &amp; Actuation business unit<sup>2</sup></b>						
EBIT Vitesco Technologies Group (€ million)	-34.5	65.5	165.5	144.1	20.0	178.7
ROCE Vitesco Technologies Group (% points)	-0.6	2.4	5.4	5.3	15.0	196.0
FCF Vitesco Technologies Group (€ million)	-21.1	78.9	178.9	111.8	30.0	132.9
EBIT of Sensing & Actuation (€ million)	263.2	314.6	366.0	325.5	20.0	121.2
ROCE of Sensing & Actuation (€ million)	23.4	26.4	29.4	31.4	15.0	200.0
<b>Electrification Technology business unit<sup>3</sup></b>						
EBIT Vitesco Technologies Group (€ million)	-34.5	65.5	165.5	144.1	20.0	178.7
ROCE Vitesco Technologies Group (% points)	-0.6	2.4	5.4	5.3	15.0	196.0
FCF Vitesco Technologies Group (€ million)	-21.1	78.9	178.9	111.8	30.0	132.9
EBIT of Electrification Technology (€ million)	-272.2	-247.2	-222.2	-270.3	35.0	7.5

1) The Executive Board members responsible for a central function are: Andreas Wolf, Werner Volz, and Ingo Holstein.

2) The Executive Board member responsible for the Sensing & Actuation business unit is Klaus Hau.

3) The Executive Board member responsible for the Electrification Technology business unit is Thomas Stierle.

The definitions of the performance criteria are provided above.

The payout amounts presented below are calculated based on the individual target amounts granted in conjunction with target achievement as measured against the performance criteria. Approximately 40% of the net payout amount (20% of the gross payout amount) went toward the equity deferral that does not vest until after three years. The remaining amount was paid out in cash:

#### Summary of 2022 Performance Bonuses

	Target amount in € thousand	Target achievement financial performance criteria in %	Personal contribution factor <sup>1</sup>	Total target achievement in %	Total payout amount in € thousand	Equity deferral in € thousand <sup>2</sup>
Andreas Wolf	1,200	170.2	1.0	170.2	2,042	817
Werner Volz	500	170.2	1.0	170.2	851	340
Ingo Holstein	450	170.2	1.0	170.2	766	306
Klaus Hau	450	159.3	1.0	159.3	717	287
Thomas Stierle	450	107.7	1.0	107.7	484	194

1) The Supervisory Board did not define any personal performance criteria for the 2022 fiscal year. For this reason, the value for the personal contribution factor is set at 1.0 for the 2022 fiscal year.

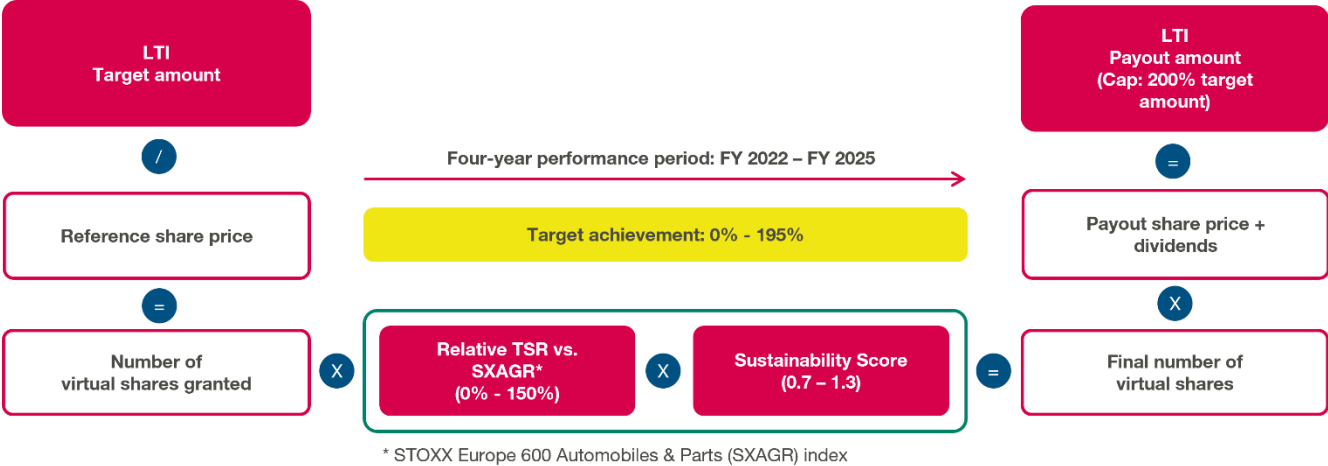
2) Shares of Vitesco Technologies Group AG worth 20% of the gross payout amount must be purchased from the net performance bonus payout and then held for a period of three years; the corresponding gross amount was calculated assuming a ratio of taxes and charges of roughly 50%.

**Long-term incentive**

**Contribution of the long-term incentive to the promotion of the business strategy**

Ever since its listing in September 2021, Vitesco Technologies has considered the interests of its investors and shareholders to be crucially important. The stock-based design of the LTI and the integration of relative TSR as a market-oriented element in this remuneration component act as an incentive to pursue the investors' and shareholders' interests. Additionally, using the sustainability score as a performance criterion ensures that the remuneration provides appropriate support for sustainable business development.

The LTI for the Executive Board members is designed as a virtual performance share plan on a rolling annual basis with a four-year performance period. The defined performance criteria include the relative total shareholder return (TSR) and the Company's sustainability score. What's more, the final payout amount depends on the development of the share price for the virtual shares. The following explains how the LTI functions:



The number of granted virtual shares is calculated at the beginning of the performance period by dividing an Executive Board member's target amount by the reference share price. The reference share price is calculated as the arithmetic mean of the Company's closing share prices in the XETRA trading system operated by the Frankfurt Stock Exchange (or a successor system) in a predefined period of time. For the 2022 LTI, the last two months prior to the start of the term of the LTI tranche were used.

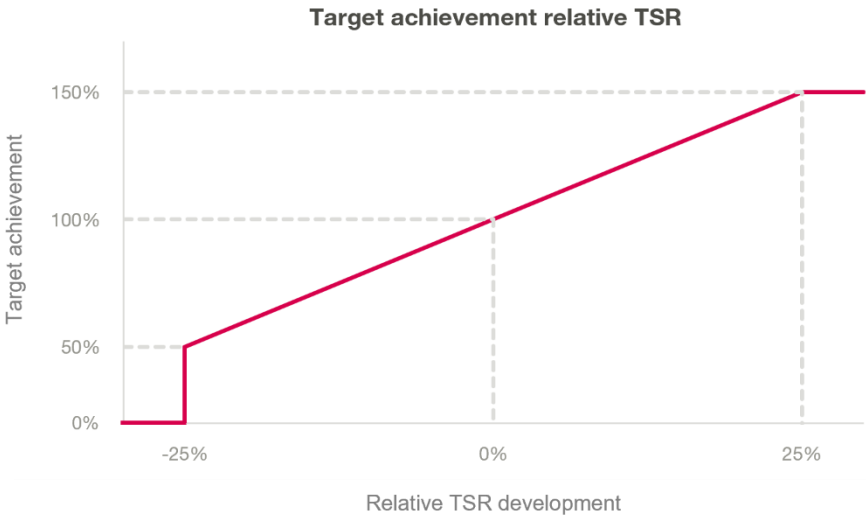
At the end of the performance period, the total target achievement that determines the payout amount is calculated first. This involves multiplying the target achievement for both performance criteria, relative TSR and sustainability score, by each other. The total target achievement is limited to a maximum of 195%. The number of virtual shares granted at the beginning of the performance period is then multiplied by the total target achievement. The final number of virtual shares so determined is then multiplied by the Company's payout share price, taking into account the dividends paid out during the performance period, with the result of this being the payout amount. The payout share price is calculated as the arithmetic mean of the Company's closing share prices in the XETRA trading system operated by the Frankfurt Stock Exchange (or a successor system) in a predefined period of time. For the 2022 LTI, the share prices used are the closing prices on the trading days in the last two months prior to the next ordinary Annual General Meeting that follows the end of the term of the LTI. The resulting LTI payout amount is limited to 200% of the target amount.

**Relative total shareholder return (TSR)**

To calculate the relative TSR, the TSR on the Company’s stock is compared at the end of the performance period with the TSR of the STOXX Europe 600 Automobiles & Parts (SXAGR), the benchmark index, at the end of the performance period. Relative TSR is an instrument with a market focus and therefore incentivizes developing the Company’s value proportionally to a relevant peer group. TSR measures the stock price development of the Company and companies in the benchmark index while also incorporating dividend payments. It puts a focus on the interests of our shareholders.

The target achievement curve is defined in the remuneration system and illustrated below. If the Vitesco Technologies Group AG TSR corresponds to the benchmark TSR, the performance criterion is deemed achieved at a degree of 100%. The result is the following target achievement curve: If the Vitesco Technologies Group AG TSR falls below the benchmark TSR by 25 percentage points or more, the target achievement is 0%; if the Vitesco Technologies Group AG TSR exceeds the benchmark TSR by 25 percentage points or more, the target achievement is 150%; if the Vitesco Technologies Group AG TSR falls below or exceeds the benchmark TSR by less than 25 percentage points, the level of target achievement will be calculated using linear interpolation for a result between 50% and 150%. A target achievement of more than 150% is not possible.

The target achievement curve therefore ensures a balanced risk–reward profile, honoring overachievement of the target as well as sanctioning failure to meet the target. Limiting overachievement of the target to +25 percentage points discourages the assumption of inappropriate risk. Stopping the target achievement curve if the target falls below –25 percentage points sets a hurdle that prevents payout if the target is clearly not met.



## Sustainability score

Sustainability is an integral part of the Vitesco Technologies corporate strategy and is reflected in the core of the corporate mission “Powering Clean Mobility”. With innovative and efficient solutions, Vitesco Technologies aims to reduce the environmental impact of the automotive industry worldwide and promote emission-free mobility in the long term. Beyond its products, Vitesco Technologies actively drives sustainability in all business activities along the value chain.

Vitesco Technologies has adopted a sustainability agenda, which the Supervisory Board has incorporated in the remuneration system. The sustainability agenda defines key topics: clean mobility, climate protection, resource efficiency and circularity, fair work and diversity, responsible sourcing and partnerships, occupational health and safety, quality and product integrity, innovation, business ethics and anti-corruption, and corporate citizenship.





The Supervisory Board sets up to six clearly measurable performance targets for the sustainability score of any given LTI tranche based on the aforementioned topics. These targets are set no later than the beginning of each LTI tranche. The final sustainability score depends on the number of performance criteria met by the Executive Board at the end of the performance period. It can be between 0.7 and 1.3.

The sustainability score is calculated as follows:

$$\text{Sustainability score} = 0.7 + (\text{number of targets met} \times [0.6 \div \text{number of targets}])$$

For example, if five performance targets are defined at the start of the fiscal year and only two of them are met at the end of the performance period, the sustainability score will be 0.94 ( $0.7 + [2 \times (0.6 \div 5)]$ ). If, on the other hand, four out of five performance targets are met, the sustainability score will be 1.18 ( $0.7 + [4 \times (0.6 \div 5)]$ ).

The following extract from the sustainability scorecard (see the sustainability report 2022) presents the five long-term targets that are defined as the sustainability score performance targets for the 2022 LTI tranche: The targets are derived from the sustainability scorecard and broken down into annual targets. The targets for the year 2025 are relevant for the 2022 LTI tranche. The sustainability score for the 2022 LTI tranche is calculated depending on the target achievement in 2025. Information about the specific targets and the resulting target achievements will be provided transparently in the sustainability report and remuneration report for the year 2025.

	Key Performance Indicator	Target
 <b>Climate Protection</b>	Climate neutrality rate of total own CO <sub>2</sub> e emissions in %	100% climate neutrality of own operational activities (CO <sub>2</sub> e emissions Scope 1 and 2) by 2030
 <b>Resource Efficiency &amp; Circularity</b>	Waste recovery quota in %	Increase and maintain the waste recovery quota – defined as the proportion of waste that has been recycled or sent for material recycling, waste-to-energy technologies or other use – to 95% by 2030
 <b>Fair Work &amp; Diversity</b>	Share of women in management positions (executives and senior executives; as of Dec. 31) in %	Raise share of women in Executive and Senior Executive positions to 21% by 2026
	Employee Net Promoter Score, eNPS	Increase the Employee Net Promoter Score as an indicator of employee satisfaction to a value of 25 by 2026
 <b>Occupational Health &amp; Safety</b>	Accident rate (number of accidents per million hours worked)	Reduce accident rate to 1.4 by 2026

### Application of the long-term incentive in the 2022 fiscal year

The specific performance targets, total target achievement, and the final number of virtual shares and the resulting payout amount will be reported in the remuneration report for the 2025 fiscal year, after the performance period has ended. The grant values were not increased from the previous year, when a prorated grant took place.

#### 2022 LTI Tranche Grant

	Target amount in € thousand	Reference share price in €	Number of virtual shares granted
Andreas Wolf	800	45.59	17,548
Werner Volz	500	45.59	10,967
Ingo Holstein	500	45.59	10,967
Klaus Hau	500	45.59	10,967
Thomas Stierle	500	45.59	10,967

### SHARE OWNERSHIP GUIDELINE

Provisions in the Executive Board members' service agreements require them to invest a minimum amount in the Company's stock within a build-up phase and, after the build-up phase ends, to hold the shares acquired through this investment for the duration of their appointment and for a further two years after their appointment ends and their service agreement is terminated (this is referred to as the share ownership guideline, SOG).

The amount to be invested by each member of the Executive Board as part of the SOG is based on their agreed gross annual base salary. For the Chairman of the Executive Board, the minimum amount is 200% of their annual base salary, for ordinary Executive Board members it is 100% of their annual base salary (SOG target). The four-year build-up phase ends prematurely if a Board member's service agreement is terminated. The set SOG target is also reduced accordingly on a pro rata temporis basis. The shares held by Executive Board members in connection with the equity deferral as part of their performance bonus are counted toward their SOG target achievement.

### MALUS AND CLAWBACK PROVISIONS

If an Executive Board member, in their role as a member of the Executive Board, commits a demonstrably deliberate gross infringement of their duty of care as set out in Sec. 93 AktG, of a significant conduct principle in the internal guidelines issued by the Company, or of one of their other obligations as set out in their service agreement, the Supervisory Board may, at its due discretion, partially or entirely reduce to zero the variable remuneration that is due for the fiscal year in which the gross infringement took place (the "malus provision").

If the variable remuneration has already been paid by the time the decision is made to impose a reduction, the Executive Board member must pay back the excess payments received in accordance with this decision (the "clawback provision"). In this case, the Company is also entitled to offset the clawback amount against other remuneration entitlements of the Executive Board member.

Any claims for damages held by Vitesco Technologies Group AG against the member of the Executive Board, in particular under Sec. 93(2) AktG, will remain unaffected by the agreement of a malus or clawback provision.

Malus or clawback provisions were not exercised in the 2022 fiscal year.

## REMUNERATION-RELATED DEALINGS AND TRANSACTIONS

### **Benefits from third parties**

The Executive Board members did not receive any benefits from third parties as part of their role as Executive Board members of Vitesco Technologies Group AG.

### **Premature termination of the service agreement**

In the event of premature termination of an Executive Board position without good cause, any payments that may be arranged to be made to the Executive Board member shall not exceed the value of two years' compensation (the "severance cap") or the compensation for the remaining term of the member's service agreement. In the event of a "bad-leaver" situation, the tranches of the LTI applicable at that time are forfeited and not substituted. In particular, a bad-leaver situation is deemed to have occurred if the service agreement at the Company is extraordinarily terminated for cause before the LTI period has ended.

If an Executive Board member passes away during the term of their service agreement, their spouse or civil partner and entitled children or wards are deemed to be joint creditors with an entitlement to the member's annual base salary for the month of the death and the following six months, but not beyond the agreed term of the service agreement.

### **Post-contractual non-compete clause**

A post-contractual non-compete clause, valid globally for two years, can be agreed with each Executive Board member. If a non-compete clause is agreed, the Company pays the Executive Board members compensation of 50% of the contractual compensation most recently received for the duration of the non-compete clause. Any severance payments that are made in the event of a mutually agreed, premature termination of a service agreement are counted towards the non-compete compensation. If an Executive Board member ceases to hold office, the Supervisory Board may waive compliance with the post-contractual non-compete clause.



## DISCLOSURE OF INDIVIDUAL EXECUTIVE BOARD REMUNERATION

The following tables show the individual target remuneration as well as the remuneration awarded or due in the 2022 fiscal year to members of the Executive Board in accordance with Sec. 162 AktG.

As the spin-off from Continental AG took effect on September 15, 2021, the following shows only prorated remuneration for the 2021 fiscal year from the time of the spin-off.

### Target remuneration

The target remuneration for individual Executive Board members comprises the remuneration that is paid if the level of target achievement is 100%. The following is a table showing the individual target remuneration for each Executive Board member, prorated for the previous year from the time of the spin-off from Continental AG.

	Andreas Wolf Chairman of the Executive Board (from Sep. 15, 2021)			Werner Volz Chief Financial Officer (from Sep. 15, 2021)		
	2022		2021	2022		2021
	€ thousand	%	€ thousand	€ thousand	%	€ thousand
Base salary	800	23	236	450	26	133
Fringe benefits	3	0	2	8	1	4
One-year variable remuneration	720	21	213	300	17	89
Performance bonus in 2022 (immediate payment)	720	–	–	300	–	–
Performance bonus in 2021 (immediate payment)	–	–	213	–	–	89
Multiple-year variable remuneration	1,280	37	379	700	40	207
Performance bonus in 2022 (deferral) <sup>1</sup>	480	–	–	200	–	–
Performance bonus in 2021 (deferral) <sup>1</sup>	–	–	142	–	–	59
LTI 2022–2025	800	–	–	500	–	–
LTI 2021–2024	–	–	237	–	–	148
Service cost for pension plan	656	19	230	275	16	96
<b>Total remuneration</b>	<b>3,460</b>	<b>100</b>	<b>1,059</b>	<b>1,733</b>	<b>100</b>	<b>529</b>

1) Shares of Vitesco Technologies Group AG worth 20% of the gross payout amount must be purchased from the net performance bonus payout and then held for a period of three years; the corresponding gross amount was calculated assuming a lump sum of 50% for taxes and charges.

	Ingo Holstein Chief Human Resources Officer (from Sep. 15, 2021)			Klaus Hau Member of the Executive Board – Sensing & Actuation (from Oct. 1, 2021)		
	2022		2021	2022		2021
	€ thousand	%	€ thousand	€ thousand	%	€ thousand
Base salary	400	24	118	400	24	100
Fringe benefits	7	0	2	14	1	3
One-year variable remuneration	270	16	80	270	16	68
Performance bonus in 2022 (immediate payment)	270	–	–	270	–	–
Performance bonus in 2021 (immediate payment)	–	–	80	–	–	68
Multiple-year variable remuneration	680	41	201	680	41	171
Performance bonus in 2022 (deferral) <sup>1</sup>	180	–	–	180	–	–
Performance bonus in 2021 (deferral) <sup>1</sup>	–	–	53	–	–	45
LTI 2022–2025	500	–	–	500	–	–
LTI 2021–2024	–	–	148	–	–	126
Service cost for pension plan	314	19	110	296	18	78
<b>Total remuneration</b>	<b>1,670</b>	<b>100</b>	<b>511</b>	<b>1,659</b>	<b>100</b>	<b>421</b>

1) Shares of Vitesco Technologies Group AG worth 20% of the gross payout amount must be purchased from the net performance bonus payout and then held for a period of three years; the corresponding gross amount was calculated assuming a lump sum of 50% for taxes and charges.

	Thomas Stierle Member of the Executive Board – Electrification Technology (from Oct. 1, 2021)		
	2022		2021
	€ thousand	%	€ thousand
Base salary	400	23	100
Fringe benefits	13	1	3
One-year variable remuneration	270	16	68
Performance bonus in 2022 (immediate payment)	270	–	–
Performance bonus in 2021 (immediate payment)	–	–	68
Multiple-year variable remuneration	680	40	171
Performance bonus in 2022 (deferral) <sup>1</sup>	180	–	–
Performance bonus in 2021 (deferral) <sup>1</sup>	–	–	45
LTI 2022–2025	500	–	–
LTI 2021–2024	–	–	126
Service cost for pension plan	343	20	91
<b>Total remuneration</b>	<b>1,706</b>	<b>100</b>	<b>433</b>

1) Shares of Vitesco Technologies Group AG worth 20% of the gross payout amount must be purchased from the net performance bonus payout and then held for a period of three years; the corresponding gross amount was calculated assuming a lump sum of 50% for taxes and charges.

### Remuneration awarded or due

The following tables show the remuneration awarded or due to Executive Board members in the 2022 fiscal year in accordance with Sec. 162 AktG and the proportion of this relative to total remuneration. Awarded remuneration is considered remuneration for which the work owed was performed in full during the relevant reporting period. Due remuneration comprises remuneration that is due but has not been actually disbursed yet.

Accordingly, an example disclosure for variable remuneration commitments made in the 2022 fiscal year appears as follows: The remuneration for the performance bonus is disclosed in the 2022 column and therefore for the fiscal year during which the underlying work was performed in full.

#### Remuneration Awarded or Due

	Andreas Wolf Chairman of the Executive Board (from Sep. 15, 2021)			Werner Volz Chief Financial Officer (from Sep. 15, 2021)		
	2022		2021	2022		2021
	€ thousand	%	€ thousand	€ thousand	%	€ thousand
Base salary	800	23	236	450	28	133
Fringe benefits	3	0	2	8	1	4
One-year variable remuneration	1,225	35	414	510	32	173
Performance bonus in 2022 (immediate payment)	1,225	–	–	510	–	–
Performance bonus in 2021 (immediate payment)	–	–	414	–	–	173
Multiple-year variable remuneration	817	23	276	340	22	115
Performance bonus in 2022 (deferral) <sup>1</sup>	817	–	–	340	–	–
Performance bonus in 2021 (deferral) <sup>1</sup>	–	–	276	–	–	115
<b>Total remuneration awarded or due</b>	<b>2,845</b>	<b>–</b>	<b>929</b>	<b>1,309</b>	<b>–</b>	<b>425</b>
Service cost for pension plan	656	19	230	275	17	96
<b>Total remuneration</b>	<b>3,501</b>	<b>100</b>	<b>1,158</b>	<b>1,584</b>	<b>100</b>	<b>520</b>

1) Shares of Vitesco Technologies Group AG worth 20% of the gross payout amount must be purchased from the net performance bonus payout and then held for a period of three years; the corresponding gross amount was calculated assuming a lump sum of 50% for taxes and charges.

	Ingo Holstein Chief Human Resources Officer (from Sep. 15, 2021)			Klaus Hau Member of the Executive Board – Sensing & Actuation (from Oct. 1, 2021)		
	2022		2021	2022		2021
	€ thousand	%	€ thousand	€ thousand	%	€ thousand
Base salary	400	27	118	400	28	100
Fringe benefits	7	0	2	14	1	3
One-year variable remuneration	459	31	155	430	30	134
Performance bonus in 2022 (immediate payment)	459	–	–	430	–	–
Performance bonus in 2021 (immediate payment)	–	–	155	–	–	134
Multiple-year variable remuneration	306	21	104	287	20	89
Performance bonus in 2022 (deferral) <sup>1</sup>	306	–	–	287	–	–
Performance bonus in 2021 (deferral) <sup>1</sup>	–	–	104	–	–	89
<b>Total remuneration awarded or due</b>	<b>1,172</b>	<b>–</b>	<b>379</b>	<b>1,130</b>	<b>–</b>	<b>327</b>
Service cost for pension plan	314	21	110	296	21	78
<b>Total remuneration</b>	<b>1,486</b>	<b>100</b>	<b>489</b>	<b>1,426</b>	<b>100</b>	<b>405</b>

1) Shares of Vitesco Technologies Group AG worth 20% of the gross payout amount must be purchased from the net performance bonus payout and then held for a period of three years; the corresponding gross amount was calculated assuming a lump sum of 50% for taxes and charges.

	Thomas Stierle Member of the Executive Board – Electrification Technology (from Oct. 1, 2021)		
	2022		2021
	€ thousand	%	€ thousand
Base salary	400	32	100
Fringe benefits	13	1	3
One-year variable remuneration	291	23	134
Performance bonus in 2022 (immediate payment)	291	–	–
Performance bonus in 2021 (immediate payment)	–	–	134
Multiple-year variable remuneration	194	16	89
Performance bonus in 2022 (deferral) <sup>1</sup>	194	–	–
Performance bonus in 2021 (deferral) <sup>1</sup>	–	–	89
<b>Total remuneration awarded or due</b>	<b>898</b>	<b>–</b>	<b>327</b>
Service cost for pension plan	343	28	91
<b>Total remuneration</b>	<b>1,241</b>	<b>100</b>	<b>418</b>

1) Shares of Vitesco Technologies Group AG worth 20% of the gross payout amount must be purchased from the net performance bonus payout and then held for a period of three years; the corresponding gross amount was calculated assuming a lump sum of 50% for taxes and charges.

## OUTLOOK FOR FISCAL 2023

Vitesco Technologies is going to position itself with a clear focus on electrification business starting in 2023. The current four business units – Electronic Controls, Electrification Technology, Sensing & Actuation, and Contract Manufacturing – are brought together into two completely reorganized units: the future divisions “Powertrain Solutions” and “Electrification Solutions”. Through these organizational changes, Vitesco Technologies is aiming to further sharpen its strategic focus on powertrain electrification, in order to boost the effectiveness, efficiency, and flexibility of its operations in the market for sustainable mobility technologies. The clear focus on growth and value creation associated with the reorganization also creates a more transparent structure, enables even better use of resources in line with ongoing and accelerating change, and takes account of the company's ambitious sustainability agenda.

The incentives offered to the Executive Board will also incorporate the organizational change in the future. The remuneration for the 2023 fiscal year, the year in which the transformation is taking place, will focus fully on the Group's overall performance. For this reason, the incentives offered to the Executive Board members overseeing a division in the 2023 fiscal year will be based solely on the Group's targets.

The performance bonus will also in future incentivize the Vitesco Technologies Group's key financial performance indicators. Alongside ROCE and free cash flow the EBIT margin will take the place of absolute EBIT in the performance bonus starting in the 2023 fiscal year. The weighting of the EBIT margin, at 40%, corresponds to the previous weighting of EBIT. Free cash flow is also weighted at 40%, ROCE at 20%.

During the 2022 fiscal year there was dialog between Board members and investors regarding the design of the Executive Board remuneration system. The Supervisory Board took on the feedback from our investors regarding the remuneration system for its further development beyond the modifications for fiscal 2023.

## SUPERVISORY BOARD REMUNERATION IN THE 2022 FISCAL YEAR

### **Basic principles of Supervisory Board remuneration**

The members of the Supervisory Board receive fixed annual remuneration that takes account of the independence of the Supervisory Board.

The fixed annual remuneration for Supervisory Board members is €60 thousand for an ordinary member, €90 thousand for a deputy chairperson, and €120 thousand for the Chairperson of the Supervisory Board.

In accordance with the remuneration rules for the Supervisory Board, as set out in the Articles of Association for Vitesco Technologies Group AG, the members of the Audit, Executive, and Technology Committees as well as any other committee formed in accordance with Article 14(1), clause 1, of the Articles of Association, if the Supervisory Board stipulates when forming such a committee that additional remuneration is to be paid for work on the committee, receive committee remuneration based on their memberships for the additional time demands of their positions. This committee remuneration comes to €30 thousand for the chairperson of a committee and €20 thousand for any other member. If members hold multiple committee positions, the committee remuneration is limited to a total of €70 thousand for a committee chairperson and to a total of €50 thousand for any other committee member. For this purpose, the highest maximum amount of remuneration applicable to the individual Supervisory Board member will apply.

The Supervisory Board members additionally receive a meeting attendance fee of €1.5 thousand for each Supervisory Board meeting that they attend in person (including by means of electronic communication). This also applies accordingly to attendance at committee meetings, unless a Supervisory Board meeting or another committee meeting for which the member already receives an attendance fee is held on the same day.

Supervisory Board members who commence or end their Supervisory Board position in the course of a year receive the fixed remuneration and, if applicable, a committee remuneration on a pro rata temporis basis. Furthermore, the Company reimburses all Supervisory Board members for the expenses that they incur in the performance of their duties as well as any value added tax payable. The Company may take out directors' and officers' (D&O) liability insurance for each member.

Remuneration component	Chairperson of the Supervisory Board	Deputy Chairperson of the Supervisory Board	Ordinary Supervisory Board member
Annual fixed remuneration	120,000 €	90,000 €	60,000 €
Attendance fee per meeting		1,500 €	

	Chairperson of a committee
Committee work*	30,000 €

	Ordinary committee member
	20,000 €

\* The committee remuneration for the Chairperson is limited to 70,000 €. the committee remuneration for other Supervisory Board members is limited to 50,000 €.

## Disclosure of individual Supervisory Board remuneration

The following table shows the remuneration awarded or due to the Supervisory Board members in the 2022 fiscal year, broken down by individual remuneration component. The remuneration disclosed for the Supervisory Board for the previous year is prorated as the Company was only spun off as of September 15, 2021.

### Supervisory Board Remuneration

	2022						2021	
	Fixed remuneration		Committee remuneration		Meeting attendance fee		Total remuneration	Total remuneration
	€ thousand	%	€ thousand	%	€ thousand	%	€ thousand	€ thousand
Prof. Siegfried Wolf (Supervisory Board Chairman)	120	55	60	27	39	18	219	55
Ralf Schamel <sup>1</sup> (Deputy Supervisory Board Chairman)	90	51	50	28	38	21	178	41
Carsten Bruns <sup>1</sup>	60	63	20	21	15	16	95	23
Prof. Hans-Jörg Bullinger	60	56	30	28	17	16	107	23
Manfred Eibeck	60	62	20	21	17	17	97	31
Lothar Galli <sup>1</sup>	60	59	20	19	23	22	103	33
Yvonne Hartmetz <sup>1</sup>	60	40	50	33	41	27	151	33
Susanne Heckelsberger	60	40	50	34	39	26	149	36
Joachim Hirsch	60	44	40	30	35	26	135	23
Prof. Sabina Jeschke	60	62	20	21	17	17	97	23
Michael Köppl <sup>1</sup>	60	50	40	33	21	17	121	33
Erwin Löffler <sup>1</sup>	60	62	20	21	17	17	97	31
Klaus Rosenfeld	60	60	20	20	20	20	100	33
Georg F. W. Schaeffler	60	44	50	36	27	20	137	38
Kirsten Vörkel <sup>1</sup>	60	49	40	33	23	18	123	31
Anne Zeumer <sup>1</sup>	60	85	–	–	11	15	71	23

1) Employee representative.

## YEAR-ON-YEAR COMPARISON OF REMUNERATION AND EARNINGS

In line with the legal requirements under Sec. 162(1)(2) AktG for disclosing the remuneration of Executive Board and Supervisory Board members, the remuneration for Executive Board and Supervisory Board members has been compared with the workforce's remuneration and the Company's development in earnings. The remuneration of the workforce, based on full-time-equivalent hours, comprises the remuneration received by senior management, non-collective-agreement employees, and collective-agreement employees in Germany. The values disclosed for 2021 are prorated for the period following September 15, 2021, which is why there is a large increase compared to the previous year. The earnings metrics consist of the net income or loss of Vitesco Technologies Group AG and EBIT for the Vitesco Technologies Group. The variable remuneration of the Executive Board is based on the Group's performance. Given the Company's spin-off and IPO during the 2021 fiscal year, the year-on-year comparison will be built up progressively until 2025.

## Year-on-Year Comparison

	2022	2021	2022/2021 <sup>2</sup> change
	€ thousand	€ thousand	%
<b>Executive Board members</b>			
Andreas Wolf (from Sep. 15, 2021)	2,845	929	206.4
Werner Volz (from Sep. 15, 2021)	1,309	425	208.3
Ingo Holstein (from Sep. 15, 2021)	1,172	379	209.3
Klaus Hau (from Oct. 1, 2021)	1,130	327	245.5
Thomas Stierle (from Oct. 1, 2021)	898	327	174.5
<b>Average</b>	<b>1,471</b>	<b>477</b>	<b>208.2</b>
<b>Supervisory Board members</b>			
Prof. Siegfried Wolf (Supervisory Board Chairman)	219	55	301.8
Ralf Schamel <sup>1</sup> (Deputy Supervisory Board Chairman)	178	41	331.2
Carsten Bruns <sup>1</sup>	95	23	313.0
Prof. Hans-Jörg Bullinger	107	23	363.0
Manfred Eibeck	97	31	209.6
Lothar Galli <sup>1</sup>	103	33	213.8
Yvonne Hartmetz <sup>1</sup>	151	33	360.7
Susanne Heckelsberger	149	36	313.9
Joachim Hirsch	135	23	484.8
Prof. Sabina Jeschke	97	23	319.6
Michael Köppl <sup>1</sup>	121	33	270.4
Erwin Löffler <sup>1</sup>	97	31	209.6
Klaus Rosenfeld	100	33	204.6
Georg F. W. Schaeffler	137	38	265.3
Kirsten Vörkel <sup>1</sup>	123	31	293.0
Anne Zeumer <sup>1</sup>	71	23	206.5
<b>Average</b>	<b>123</b>	<b>32</b>	<b>288.4</b>
<b>Employees</b>			
<b>Average</b>	<b>81</b>	<b>23</b>	<b>246.4</b>
<b>Development in earnings</b>			
Net income/loss of Vitesco Technologies Group AG per Sec. 275 HGB, € million	-16.9	-1,050.4	98.4
EBIT Vitesco Technologies Group, € million	143.3	39.5	262.8

1) Employee representative.

2) Because the spin-off of Vitesco Technologies Group AG from Continental AG took effect on September 15, 2021, the year-on-year comparison of changes in the Company's remuneration and earnings is going to be built up as time goes by. Accordingly, the remuneration for 2021 is shown pro rata temporis from the time of the spin-off. This explains the high increase compared with the previous year.



For the Supervisory Board



**Prof. Siegfried Wolf**  
Chairman of the Supervisory Board

The Executive Board



**Andreas Wolf**  
Chairman of the Executive Board



**Werner Volz**  
Chief Financial Officer



**Ingo Holstein**  
Chief Human Resources Officer



**Klaus Hau**  
Member of the Executive Board,  
Head of Power-train Solutions division



**Thomas Stierle**  
Member of the Executive Board,  
Head of Electrification Solutions division

# INDEPENDENT AUDITOR'S REPORT

To Vitesco Technologies Group Aktiengesellschaft, Regensburg

## REPORT ON THE AUDIT OF THE REMUNERATION REPORT

We have audited the attached remuneration report of Vitesco Technologies Group Aktiengesellschaft, Regensburg, for the financial year from January 1 to December 31, 2022, including the related disclosures, prepared to meet the requirements of Sec. 162 AktG [Aktiengesetz: German Stock Corporation Act].

### RESPONSIBILITIES OF MANAGEMENT AND THE SUPERVISORY BOARD

The management and the Supervisory Board of Vitesco Technologies Group Aktiengesellschaft are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Sec. 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITIES

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, including the related disclosures, in the remuneration report. The procedures selected depend on the auditor's professional judgement. This includes an assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant for the preparation of the remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

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

## **OPINION**

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from January 1 to December 31, 2022, including the related disclosures, complies in all material respects with the financial reporting requirements of Sec. 162 AktG.

## **OTHER MATTER – FORMAL EXAMINATION OF THE REMUNERATION REPORT**

The substantive audit of the remuneration report described in this independent auditor's report includes the formal examination of the remuneration report required by Sec. 162 (3) AktG, including issuing an assurance report on this examination. As we have issued an unqualified opinion on the substantive audit of the remuneration report, this opinion includes the conclusion that the disclosures pursuant to Sec. 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report.

## **LIMITATION OF LIABILITY**

The terms governing this engagement, which we fulfilled by rendering the aforesaid services to Vitesco Technologies Group Aktiengesellschaft, are set out in the General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as amended on 1 January 2017. By taking note of and using the information as contained in this auditor's report, each recipient confirms to have taken note of the terms and conditions laid down therein (including the limitation of liability of €4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

Munich, March 21, 2023

KPMG AG  
Wirtschaftsprüfungsgesellschaft  
[Original German version signed by:]

Huber-Straßer  
Wirtschaftsprüferin  
[German Public Auditor]

Zimmermann  
Wirtschaftsprüferin  
[German Public Auditor]