

## DECLARATION OF CONFORMITY 2023

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

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

The Executive Board and the Supervisory Board of Vitesco Technologies Group AG hereby declare pursuant to Section 161 of the German Stock Corporation Act (Aktiengesetz) that all recommendations of the German Corporate Governance Code as amended on April 28, 2022 (Deutscher Corporate Governance Kodex, "DCGK"), have been and are being complied with since the last declaration of conformity issued on December 16, 2022, with the exception of the deviation stated below:

- **Recommendation C.2 of the DCGK:** Pursuant to recommendation C.2 of the DCGK, an age limit shall be specified for members of the Supervisory Board and disclosed in the Corporate Governance Declaration. The Supervisory Board currently refrains from setting such an age limit. In the opinion of the Supervisory Board, the ability to supervise and advise the Executive Board in the management of the company is not schematically linked to an age limit. The age structure of the company's Supervisory Board is well-balanced. In accordance with the diversity concept for the Supervisory Board, Vitesco Technologies Group AG thus also relies on the high level of expertise of experienced and proven Supervisory Board members.

The Executive Board and the Supervisory Board of Vitesco Technologies Group AG further declare that in the future the following recommendations of the DCGK will not be applied:

- **Recommendation G.8 of the DCGK:** Pursuant to recommendation G.8 of the DCGK, subsequent changes to the targets or comparison parameters shall be excluded when determining the total amount of variable remuneration components.

In view of the public tender offer by Schaeffler AG, the Supervisory Board of Vitesco Technologies Group AG intends to submit a transitional remuneration system to the Annual General Meeting in 2024 for approval. In this regard, it is intended that the performance-

related long-term remuneration components (long-term incentives) from previous years that have not yet been paid out will be settled early if the merger of Vitesco Technologies Group AG onto Schaeffler AG becomes effective or the stock exchange listing is cancelled for other reasons. For the purpose of determining the target achievement for the calculation of the variable remuneration components targets or comparison parameters may be used that differ from those of the previous remuneration system, which will require a corresponding adjustment of the contracts of the members of the Executive Board to the new remuneration system. This applies in particular to the extent that the share price of Vitesco Technologies Group AG is used as the basis for determining the overall target achievement.

The reason for this approach is that the originally envisaged settlement of the long-term incentives required the company to be listed for the entire four-year performance period and that the stock market price is an appropriate benchmark for determining the value of the company and the performance of the Executive Board. If the company is merged or otherwise delisted before the end of the four-year performance period, this condition will no longer be met and the long-term incentives can no longer be settled in the manner and at the time originally intended. At the same time, if the company is merged, there is no longer any interest in long-term incentives for the Executive Board based on the current criteria, as the company will no longer exist as an independent legal entity. As the shareholders of the company had the opportunity to sell their shares for the final consideration offered in the public tender offer, this consideration adequately reflects the value of the shares.

- **Recommendation G.10, 2nd sentence, of the DCGK:** Pursuant to the recommendation G.10 DCGK, 2nd sentence, granted long-term variable remuneration components shall be accessible to members of the Executive Board only after a period of four years.

In view of the public tender offer by Schaeffler AG, the Supervisory Board of Vitesco Technologies Group AG intends to submit a transitional remuneration system to the Annual General Meeting in 2024 for approval. In this regard, it is intended that the performance-related long-term remuneration components (long-term incentives) from previous years that have not yet been paid out will be settled early if the merger of Vitesco Technologies Group AG onto Schaeffler AG becomes effective or the stock exchange listing is cancelled for other reasons. As the settlement is to take place before the end of the originally planned four-year performance period, the members of the Executive Board will have earlier access to their long-term remuneration components.

The reason for this approach is that the originally envisaged settlement of the long-term incentives required the company to be listed for the entire four-year performance period and that the stock market price is an appropriate benchmark for determining the value of the company and the performance of the Executive Board. If the company is merged or

otherwise delisted before to the end of the four-year performance period, this condition will no longer be met and the long-term incentives can no longer be settled in the manner and at the time originally intended.

In addition, the Supervisory Board intends to waive the three-year holding period for shares, which the members of the Executive Board are required to purchase due to their obligation to invest a certain amount of their annual performance bonus in an equal number of shares in the company (share deferral), to the extent that the members of the Executive Board are able to accept the public tender offer by Schaeffler AG.

The Supervisory Board is convinced that it is in the long-term interest of the company to enable the members of the Executive Board to tender their shares. This is necessary, in particular, to ensure the freedom of action of the Executive Board with regard to the reasoned opinion (Begründete Stellungnahme) on the public takeover offer of Schaeffler AG. Only the waiver of the holding obligation enables the members of the Executive Board to trade their shares in accordance with their personal convictions and thus to send a signal to the market.

Regensburg, November 2023

Prof. Siegfried Wolf  
Chairman of the Supervisory Board

Andreas Wolf  
Chairman of the Executive Board