

Vitesco Technologies Group Aktiengesellschaft

Regensburg

**Virtual Annual General Meeting of Vitesco Technologies Group Aktiengesellschaft
on Thursday, 5 May 2022, 10:00 hours (CEST),**

Explanations

pursuant to Section 121 (3) sentence 3, no. 3 of the German Stock Corporation Act (AktG) regarding the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG in conjunction with Section 1 (2) sentence 1, no. 3, no. 4 and sentence 2, (3) of the COVID-19 Act

The invitation to the Annual General Meeting, which will take place as a virtual annual general meeting without the physical presence of shareholders or their authorised representatives, already contains information in keeping with Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act as well as Section 1 of the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (Article 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic under civil, insolvency and criminal proceedings law of 27 March 2020, German Federal Law Gazette Part I 2020, p. 569), last amended extended by the Act on the Establishment of a Special Fund "Reconstruction Assistance 2021" and on the Temporary Suspension of the Obligation to File an Insolvency Application due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Laws (German Federal Law Gazette Part I 2021, p. 4147) of 10 September 2021 (hereinafter "**COVID-19 Act**"). The information below serves to explain these provisions in more detail.

The entire Annual General Meeting will be broadcast live on the internet with images and sound for shareholders of Vitesco Technologies Group Aktiengesellschaft and their authorised representatives. Shareholders and their authorised representatives may exercise their voting rights exclusively by postal vote or by authorizing the proxy holders appointed by the Company. The venue of the Annual General Meeting as defined by the German Stock Corporation Act is Marina Forum, Johanna-Dachs-Strasse 46, 93055 Regensburg.

1. Right to add items to the agenda pursuant to Section 122 (2) of the German Stock Corporation Act

Shareholders in the Company whose combined shareholding reaches a twentieth of the share capital or a pro-rated amount of Euro 500,000.00 (equating to 200,000 shares in the Company) can, pursuant to Section 122 (2) of the German Stock Corporation Act, request that matters are added to the agenda for the Annual General Meeting and announced.

The applicants must prove that they have owned the shares for at least 90 days prior to the day of receipt of the motion and that they will hold the shares until the Board of Directors has decided on the motion, with the stipulations under Section 70 of the German Stock Corporation Act being applied for calculation of the period of share ownership. The day on which the motion is received shall not be counted. A postponement from a Sunday, a Saturday, or a public holiday to a preceding or subsequent working day shall not be possible. Sections 187 to 193 of the German Civil Code (BGB) are not to be applied accordingly.

Each new matter shall be accompanied by an explanation or a draft resolution. The motion must be made in writing to the Board of Directors and must be received by the Company by latest Monday, 4 April 2022, 24:00 hours (CEST) at the following address:

Board of Directors of Vitesco Technologies Group Aktiengesellschaft

Siemensstraße 12
93055 Regensburg

Any additions to the agenda, which must be announced, will – so far as they have not already been announced when the meeting was convened – be announced in the Federal Gazette (Bundesanzeiger) without delay after the motion is received. They will also be announced online at

<https://ir.vitesco-technologies.com/websites/vitesco/German/3000/hauptversammlung.html>

and to the shareholders in accordance with Section 125 (2), (1) sentence 3 of the German Stock Corporation Act.

If motions to put items on the agenda in accordance with the above explanations are to be announced, the accompanying draft resolutions made by duly legitimised and

registered shareholders shall be treated as having been put forward during for the Annual General Meeting.

The provisions of the German Stock Corporation Act underlying this shareholder right are as follows:

Section 121 General provisions [extract]

- (4) ¹Notice of the invitation convening the general meeting is to be given in the Company's publications of record. ²Where the shareholders of the Company are known by name, the Annual General Meeting may be convened by registered letter unless stipulated otherwise in the Articles of Association; the date on which the invitation is posted shall be deemed the date of the notice. ³Notification to those entered in the share register suffices.
- (7) ¹In case of periods and deadlines that are counted back from the date of the meeting, the date of the meeting itself is not to be counted. ²Postponement from a Sunday, a Saturday, or a public holiday to a preceding or subsequent working day shall not be possible. ³Sections 187 to 193 of the German Civil Code (BGB) shall have no corresponding application. ⁴In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.

Section 122 Convening the general meeting upon a corresponding demand being made by a minority

- (1) ¹The general meeting shall be convened wherever shareholders, whose holding in aggregate equals or exceeds one-twentieth of the share capital, demand such meeting in writing, citing the purpose and the reasons for such meeting; the demand is to be addressed to the Board of Directors. ²The Articles of Association may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. ³The petitioners are to submit proof that they have been holders of the shares since at least 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the Board of Directors takes a decision regarding their petition. ⁴Section 121 (7) shall apply *mutatis mutandis*.
- (2) ¹In like manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or to a stake of EUR 500,000 may demand that items of business be set out in the agenda and be published by notice. ²Each item

of business to be newly added to the agenda must include the reasons therefore or a proposal for a resolution. ³The demand in the sense of the first sentence shall be received by the company at least 24 days prior to the general meeting, in the case of companies listed on the stock exchange at the latest 30 days prior to the general meeting; the date of its receipt shall not be included in calculating the period.

- (3) *¹Where the demand is not complied with, the court may grant authority to the shareholders who have raised the demand to convene the general meeting or to publish by notice the item of business. ²Concurrently, the court may determine the chairman of the general meeting. ³The invitation convening the general meeting or the notice must indicate the authorisation by the court. ⁴A complaint may permissibly be lodged against the decision taken. ⁵The petitioners are to submit proof that they will continue to hold the shares until the court hands down its decision.*
- (4) *The company shall bear the costs of the general meeting and, in the case governed by subsection (3), also the court costs if the court has complied with the petition.*

Section 124 Notice by publication of demands for amendment; guidance regarding resolutions [extract]

- (1) *¹Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, said items of business are to be published by notice either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. ²Section 121 (4) shall apply mutatis mutandis; moreover, in the case of companies listed on the stock exchange, Section 121 (4a) shall apply mutatis mutandis. ³The notice is to be published and forwarded in the same way as the invitation convening the general meeting.*

Section 124a Publications on the Company's website

¹In the case of companies listed on the stock exchange, their website must make the following accessible promptly after the general meeting has been convened:

- 1. the content of the invitation convening the general meeting;*

2. *an explanation for those cases in which no resolution is to be adopted regarding an item of business set out in the agenda;*
3. *the documents to be made accessible to the general meeting;*
4. *the total number of the shares and the voting rights as given at the time at which the general meeting is convened, including a separate listing of the total number for each class of shares;*
5. *if applicable, the forms to be used for having a vote cast by a proxy or casting a vote by means of a postal vote, unless these forms are not directly transmitted to the shareholders.*

²A demand made by shareholders in the sense of Section 122 (2) that is received by the company after the general meeting has been convened is to be made accessible in like manner and without undue delay upon so having been received by the company.

Section 125 Notifications for the shareholders and to members of the Supervisory Board
[extract]

- (1) *¹The Board of Directors of a company that has not exclusively issued registered shares must give notice as follows and at the latest 21 days prior to the general meeting that such a meeting is being convened:*
 1. *to the intermediaries that keep shares in the company,*
 2. *to the shareholders and intermediaries who have requested notification, and*
 3. *to associations of shareholders that have requested notification or that have exercised voting rights during the previous annual general meeting.*

²The date of the notification shall not be included in calculating the period. ³If the agenda is to be amended pursuant to Section 122 (2), the amended agenda shall be notified in the case of listed companies. ⁴The notification shall refer to the option of exercising the voting right by proxy, including an association of shareholders. ⁵In case of listed companies, information on the candidates' membership in other statutory supervisory boards is to be attached to any nomination of candidates for the Supervisory Board; information on their membership in comparable domestic and foreign corporate governance bodies of economic entities should be attached.

- (2) *The Board of Directors of a company that has issued registered shares is to provide the same notification to those shareholders entered in the company's share register as of the start of the 21st day prior to the meeting as well as to*

shareholders and intermediaries who demanded to be notified, and to associations of shareholders that demanded to be notified or exercised voting rights in the previous general meeting.

- (5) *¹The requirements under Implementing Regulation (EU) 2018/1212 apply to the content and format of a minimum of information in the notifications pursuant to subsection (1) sentence 1 and subsection (2). ²Section 67a (2) sentence 1 shall apply mutatis mutandis for subsections (1) and (2). ³In the case of listed companies, the intermediaries that keep shares in the company are obliged, under Sections 67a and 67b, to forward and convey the information in accordance with subsections (1) and (2) unless the intermediary is aware that the shareholder receives this from elsewhere. ⁴The same applied to companies not listed on a stock exchange, provided the requirements under Implementing Regulation (EU) 2018/1212 are not applicable.*

Section 70 Calculation of the period of shareholding

¹If the exercise of rights from a share depends on the shareholder having held the share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities institution, or an enterprise operating in accordance with Sec. 53 (1) sentence 1 or Sec. 53b (1) sentence 1 or (7) of the German Banking Act (Kreditwesengesetz) shall be considered equivalent to ownership. ²The period during which the share was owned by a predecessor in title shall be attributed to the shareholder, provided that the latter has acquired the share without consideration, from the latter's fiduciary, as the universal successor, on the liquidation of a community, or on a transfer of assets in accordance with Sec. 13 of the German Insurance Supervision Act (Versicherungsaufsichtsgesetz) or Sec. 14 of the German Building and Loan Associations Act (Gesetz über Bausparkassen).

2. Countermotions and nominations pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act

Furthermore, shareholders may submit countermotions against a proposal by the Board of Directors and/or Supervisory Board regarding a particular item on the agenda as well as nominations for the election of Supervisory Board members or auditors.

Section 126 (1) of the German Stock Corporation Act stipulates that shareholder motions including the name of the shareholder, the explanation and any statement by

the administration must be made available to the authorised persons specified in Section 125 (1) – (3) of the German Stock Corporation Act under the conditions therein if the shareholder has, at least 14 days prior to the Company's Annual General Meeting, submitted a countermotion against a proposal by the Board of Directors and/or Supervisory Board regarding a particular item on the agenda along with the explanation to the address below. The day of receipt and the day of the Annual General Meeting shall not be counted. The deadline for receipt therefore is Wednesday, 20 April 2022, 24:00 hours (CEST). A countermotion need not be made accessible if one of the exclusions stated in Section 126 (2) of the German Stock Corporation Act applies. The explanation does not need to be made accessible even if it comprises a total of more than 5,000 characters.

Election nominations by shareholders pursuant to Section 127 of the German Stock Corporation Act do not require explanation. Election nominations will be made accessible only if they include the name, the practised profession and the domicile of the nominated person and, in the case of an election of Supervisory Board members, details of the candidate's membership in other statutory supervisory boards as well as comparable domestic and foreign corporate governance bodies of economic entities (cf. Section 127 sentence 3 in conjunction with Section 124 (3) sentence 4 and Section 125 (1) sentence 5 of the German Stock Corporation Act). According to Section 127 sentence 1 in conjunction with Section 126 (2) of the German Stock Corporation Act, there are other reasons for which election nominations do not need to be published on the website. Otherwise, the conditions and requirements for making motions accessible shall apply accordingly.

Any motions (along with their explanation) or election nominations by shareholders pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act must be addressed exclusively to:

Vitesco Technologies Group Aktiengesellschaft

Investor Relations
Siemensstraße 12
93055 Regensburg

or by e-mail to: hv2022@vitesco.com

Motions and nominations by shareholders that are to be made accessible (including the name of the shareholder and – in the case of motions – the explanation) will be published on the website at

<https://ir.vitesco-technologies.com/websites/vitesco/German/3000/hauptversammlung.html>

after they are received. Any statements by the administration will also be published on the above website.

Motions or nominations by shareholders that are to be made accessible under Section 126 or 127 of the German Stock Corporation Act shall be deemed to have been submitted at the Annual General Meeting if the shareholder putting the motion or making the nomination has been duly legitimised and registered for the Annual General Meeting (Section 1 (2) sentence 3 of the COVID-19 Act).

The provisions of the German Stock Corporation Act underlying these shareholder rights that also stipulate the conditions under which countermotions and nominations need not be made available are as follows:

Section 124 Notice by publication of demands for amendment; guidance regarding resolutions [extract]

- (3) *⁴The nominations of candidates for the Supervisory Board or for auditors shall state their names, profession exercised, and places of residence. ⁵Where the Supervisory Board is to consist also of members representing the employees, the resolutions adopted by the Supervisory Board regarding the nomination of candidates for the Supervisory Board shall require solely the majority of the votes cast by the members of the Supervisory Board representing the shareholders; Section 8 of the Act on Employee Co-Determination in the Iron and Steel Producing Industry shall remain unaffected.*

Section 125 Notifications for the shareholders and to members of the Supervisory Board

- (1) *¹The Board of Directors of a company that has not exclusively issued registered shares must give notice as follows and at the latest 21 days prior to the general meeting that such a meeting is being convened:*
- 1. to the intermediaries that keep shares in the company,*
 - 2. to the shareholders and intermediaries who have requested notification, and*
 - 3. to associations of shareholders that have requested notification or that have exercised voting rights during the annual general meeting.*

²The date of the notification shall not be included in calculating the period. ³If the agenda is to be amended pursuant to Section 122 (2), the amended agenda shall be notified in the case of listed companies. ⁴The notification shall refer to the option of exercising the voting right by proxy, including an association of shareholders. ⁵In case of listed companies, information on the candidates' membership in other statutory supervisory boards is to be attached to any nomination of candidates for the Supervisory Board; information on their membership in comparable domestic and foreign corporate governance bodies of economic entities should be attached.

- (2) The Board of Directors of a company that has issued registered shares is to provide the same notification to those shareholders entered in the company's share register as of the start of the 21st day prior to the meeting as well as to shareholders and intermediaries who demanded to be so notified, and to associations of shareholders that demanded to be so notified or exercised voting rights in the previous general meeting.
- (3) Each member of the Supervisory Board may demand that the Board of Directors send him or her the same notifications.
- (4) Upon a corresponding demand being made, each member of the Supervisory Board and each shareholder is to be notified of the resolutions adopted at the Annual General Meeting.
- (5) ¹The requirements under Implementing Regulation (EU) 2018/1212 apply to the content and format of a minimum of information in the notifications pursuant to subsection (1) sentence 1 and subsection (2). ²Section 67a (2) sentence 1 shall apply *mutatis mutandis* for subsections (1) and (2). ³In the case of listed companies, the intermediaries that keep shares in the company are obliged, under Sections 67a and 67b, to forward and convey the information in accordance with subsections (1) and (2) unless the intermediary is aware that the shareholder receives this from elsewhere. ⁴The same applied to companies not listed on a stock exchange, provided the requirements under Implementing Regulation (EU) 2018/1212 are not applicable.

Section 126 Motions by shareholders

- (1) ¹Motions by shareholders, including the name of the shareholder, the explanation and a statement, if any has been made, by the management are to be made

accessible to the entitled persons set out in Section 125 subsections (1) to (3), subject to the pre-requisites listed therein, provided that the shareholder has sent, at the latest 14 days prior to the date of the general meeting, a countermotion to a proposal by the Board of Directors and the Supervisory Board regarding a certain item on the agenda, together with the reasons therefore, to the address set out for this purpose in the invitation convening the general meeting. ²The date on which the countermotion is received shall not be included in calculating the period. ³In case of listed companies, the countermotion shall be made accessible via the Company's website. ⁴Section 125 (3) shall apply mutatis mutandis.

(2) *¹A countermotion and the reasons for which it is being made need not be made accessible:*

- 1. inasmuch as the Board of Directors would make itself liable to prosecution by making it accessible;*
- 2. if the countermotion were to result in the general meeting adopting a resolution that is in violation of the law or of the Articles of Association;*
- 3. if the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;*
- 4. if a countermotion made by the shareholder based on the same facts and circumstances has already been made accessible pursuant to Section 125 for a general meeting of the Company;*
- 5. if the same countermotion of the shareholder, citing essentially the same reasons, has been made accessible pursuant to Section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this countermotion at the general meeting;*
- 6. if the shareholder indicates that he or she will not attend the general meeting and will not have a proxy represent him or her;*
- 7. if, in the past two years at two general meetings, the shareholder has failed to propose or to have proposed a countermotion regarding which he or she has informed the Company.*

²The reasons need not be made accessible if they amount to more than 5,000 characters in total.

(3) *Where several shareholders propose countermotions regarding one and the same business to be resolved upon, the Board of Directors may combine the countermotions and the reasons specified for them.*

Section 127 Nominations by shareholders

¹Section 126 shall apply *mutatis mutandis* to nominations by shareholders of candidates for the Supervisory Board or for auditors of the annual accounts. ²No reasons need be specified for the nomination. ³The Board of Directors need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to Section 124 (3) sentence 4, and Section 125 (1) sentence 5. ⁴The Board of Directors is to supplement the nomination by a shareholder of candidates for the Supervisory Board of companies listed on the stock exchange, to which the Employee Co-Determination Act (MitbestG), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron and Steel Producing Industry (MontanMitbestG), or the Amending Act on Employee Co-Determination in the Iron and Steel Producing Industry (MontanMitbestGErgG) applies, by the following substantive content:

1. indication of the requirements stipulated by Section 96 (2),
2. whether an objection has been raised against the fulfilment of the ratio by the Supervisory Board as a whole pursuant to Section 96 (2) sentence 3, and
3. the number of seats on the Supervisory Board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to Section 96 (2) sentence 1.

Section 96 Composition of the Supervisory Board [extract]

- (2) ¹In case of listed companies, to which the Employee Co-Determination Act (MitbestG), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron and Steel Producing Industry (MontanMitbestG) or the Amending Act on Employee Co-Determination in the Iron and Steel Producing Industry (MontanMitbestGErgG) applies, the Supervisory Board shall be composed of women at a minimum ratio of 30 percent and of men at a minimum ratio of 30 percent. ²The minimum ratio is to be fulfilled by the Supervisory Board as a whole. ³Where, prior to the election, the side of the shareholder representatives or the side of the employee representatives raises an objection with the Chairman of the Supervisory Board, based on a resolution adopted by a majority, against the fulfilment of the ratio by the Supervisory Board as a whole, the minimum ratio for that election is to be fulfilled separately by the side of the shareholder representatives and by the side

of the employee representatives. ⁴In all cases, the ratio is to be mathematically rounded up or down in order to achieve full numbers of persons. ⁵If, in the case of the ratio being fulfilled by the Supervisory Board as a whole, the higher ratio of women of one side is reduced subsequently and that side then objects to the fulfilment of the ratio by the Supervisory Board as a whole, this shall not cause the composition of the respective other side to be invalid. ⁶Where an election of members of the Supervisory Board by the general meeting and their delegation to the Supervisory Board violates the requirement as to the minimum ratio, this election shall be null and void. ⁷Where an election is declared to be null and void for other reasons, the elections performed in the meantime do not violate the requirement as to the minimum ratio in this regard. ⁸The acts governing co-determination set out in the first sentence are to be applied to the election of members of the Supervisory Board representing the employees.

The provision of the COVID-19 Act underlying these rights states:

Section 1 Stock corporations; public partly limited partnerships; European companies (SEs); mutual insurance companies [extract]

(2) ³Motions or nominations by shareholders that are to be made accessible under Section 126 or 127 of the German Stock Corporation Act shall be deemed to have been submitted at the general meeting if the shareholder putting the motion or making the nomination has been duly legitimised and registered for the Annual General Meeting.

3. Right to raise questions pursuant to Section 1 (2) sentence 1, no. 3, sentence 2 of the COVID-19 Act instead of right to request information pursuant to Section 131 of the German Stock Corporation Act

Although, under the COVID-19 Act, shareholders need not be given any right to request information at the Annual General Meeting in line with Section 131 (1) of the German Stock Corporation Act, they must however be given the right to raise questions by means of electronic communication (Section 1 (2) sentence 1, no. 3 of the COVID-19 Act).

With the Supervisory Board's approval, the Board of Directors of Vitesco Technologies Group Aktiengesellschaft decided that questions from duly registered shareholders must be submitted to the Company in German via the InvestorPortal at

<https://ir.vitesco-technologies.com/websites/vitesco/German/3000/hauptversammlung.html>.

Any other form of submission to the Company is precluded.

The Company must receive any questions by latest Tuesday, 3 May 2022, 24:00 hours (CEST).

Pursuant to Section 1 (2) sentence 2, clause 1 of the COVID-19 Act, the Board of Directors will decide in due exercise of its discretion how it will respond to questions. In particular, the Board of Directors may summarise questions if this seems reasonable. Questions in languages other than German will not be considered. When answering questions, the name of the questioner may be disclosed if express consent to the disclosure of the name was declared when submitting the question via the InvestorPortal.

The provision of the German Stock Corporation Act underlying this shareholder right states as follows:

Section 131 Shareholder's right to request information

- (1) *¹The Board of Directors is to inform each shareholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the Company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. ²The obligation to provide information shall also extend to include the legal and business relations of the Company with an associated enterprise. ³Where a company avails itself of the eased requirements pursuant to Section 266 (1)sentence 3, Section 276, or Section 288 of the Commercial Code (HGB), then each shareholder may request that, at the general meeting deliberating on the annual accounts, the annual accounts be made available to him or her in the form that they would have without these eased requirements. ⁴The obligation of the Board of Directors of a parent company to provide information (Section 290 subsections (1) and (2) of the Commercial Code (HGB)) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.*
- (2) *¹The information provided is to correspond to the principles of conscientious and faithful accounting. ²The Articles of Association or the rules of procedure pursuant*

to Section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may also allow him or her to make further determinations concerning the details in this regard.

(3) ¹The Board of Directors may refuse a request for information,

1. *inasmuch as the provision of the information, when adjudged applying prudent business judgement, is suited to cause a greater than insignificant disadvantage to the Company or an associated enterprise;*
2. *inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;*
3. *regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts;*
4. *regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the Company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of Section 264 (2) of the Commercial Code (HGB); this shall not apply if the general meeting approves and establishes the annual accounts;*
5. *inasmuch as the Board of Directors would make itself liable to prosecution by providing the information;*
6. *inasmuch as, in the case of a credit institution, a financial services provider, or a securities institution no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report;*
7. *inasmuch as such information is continuously accessible on the Company's website for at least seven days prior to commencement of the general meeting, and also in its course.*

²*Any refusal to provide information for other than the grounds set out above is not permissible.*

(4) ¹*Where information has been provided to a shareholder because of his or her capacity as such, and this was done outside of the general meeting, it is to be provided to every other shareholder making a corresponding request at the general meeting, even if such information is not required to appropriately adjudge the item of business set out in the agenda.* ²*The Board of Directors may not refuse*

to provide the information in accordance with subsection (3) sentence 1, nos. 1 to 4. ³The first and second sentences shall not apply if a subsidiary company (Section 290 subsections (1) and (2) of the Commercial Code (HGB)), a joint venture (Section 310 (1) of the Commercial Code (HGB)) or an associated enterprise (Section 311 (1) of the Commercial Code (HGB)) issues the information to a parent company (Section 290 subsections (1) and (2) of the Commercial Code (HGB)) for purposes of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

- (5) Where a shareholder's request for information is refused, he or she may demand that his or her question and the grounds for refusing to provide the information be included in the minutes of the meeting.

The provision of the COVID-19 Act underlying this shareholder right states as follows:

Section 1 Stock corporations; public partly limited partnerships; European companies (SEs); mutual insurance companies [extract]

- (2) ¹The Board of Directors may decide that the general meeting is to be held in the form of a virtual general meeting without physical presence of the shareholders or their authorised representatives, provided that
1. the broadcast by means of audio and video transmission encompasses the entire general meeting,
 2. the shareholders may exercise their voting right by means of electronic communication (postal vote or electronic participation) and by granting power of attorney,
 3. shareholders are given the right to ask questions by means of electronic communication,
 4. shareholders who have exercised their voting right in accordance with no. 2 are granted the possibility of objecting to a resolution adopted by the general meeting by way of derogation from Section 245 no. 1 of the Stock Corporation Act, waiving the requirement to be physically present at the general meeting.

²The Board of Directors decides at its dutiful free discretion how it will respond to questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting. ³Motions or nominations by shareholders that are to be made accessible under Section 126 or 127 of the German Stock Corporation Act shall be deemed to have been

submitted at the general meeting if the shareholder putting the motion or making the nomination has been duly legitimised and registered for the Annual General Meeting.

4. Objection to the minutes in accordance with Section 245 no. 1 of the German Stock Corporation Act and Section 1 (2) sentence 1, no. 4 of the COVID-19 Act

Shareholders who are duly registered for the Annual General Meeting or their authorised representatives may, by electronic means via the InvestorPortal

<https://ir.vitesco-technologies.com/websites/vitesco/German/3000/hauptversammlung.html>,

raise objections to the minutes against resolutions of the virtual Annual General Meeting pursuant to Section 245 no. 1 of the German Stock Corporation Act and Section 1 (2) sentence 1, no. 4 of the COVID-19 Act. The explanation can be submitted via the InvestorPortal from the beginning of the Annual General Meeting until its end. Any other form of submission is precluded. The notary has authorised the Company to receive objections via the InvestorPortal and obtains the objections via the InvestorPortal.

The provision of the German Stock Corporation Act underlying this shareholder right states as follows:

Section 245 Authority to bring an action for avoidance [extract]

The following shall have authority to bring an action for avoidance:

- 1. Any shareholder attending the general meeting, provided he or she has purchased the shares already prior to the agenda having been published by notice and provided he or she raised an objection concerning the resolution and had it recorded in the minutes.*

The provision of the COVID-19 Act underlying this shareholder right states as follows:

Section 1 Stock corporations; public partly limited partnerships; European companies (SEs); mutual insurance companies [extract]

- (2) ¹The Board of Directors may decide that the general meeting is to be held in the form of a virtual general meeting without physical presence of the shareholders or their authorised representatives, provided that
1. [...]
 4. shareholders who have exercised their voting right in accordance with no. 2 are granted the possibility of objecting to a resolution adopted by the general meeting by way of derogation from Section 245 no. 1 of the Stock Corporation Act, waiving the requirement to be physically present at the general meeting.

Regensburg, March 2022

**Vitesco Technologies Group Aktiengesellschaft
The Board of Directors**