

# REMUNERATION SYSTEM FOR THE MEMBERS OF THE SUPERVISORY BOARD

## **VITESCO TECHNOLOGIES GROUP AKTIENGESELLSCHAFT REMUNERATION SYSTEM FOR THE MEMBERS OF THE SUPERVISORY BOARD**

The remuneration system of the Supervisory Board complies with the requirements of the German Stock Corporation Act (Aktengesetzes (AktG)) as well as with the recommendations and suggestions of the German Corporate Governance Code (Deutscher Corporate Governance Kodex (GCGC)) and contributes overall to the promotion of the business strategy and the long-term development of the Company. The members of the Supervisory Board receive appropriate remuneration in terms of amount, structure and time demands imposed. This is to ensure that highly qualified candidates are recruited for the Supervisory Board.

The remuneration of the Supervisory Board members is set out in § 15 of the Articles of Association of Vitesco Technologies Group AG:

- 1.** In addition to the reimbursement of their reasonable cash expenses and of any value added tax incurred as a result of their service on the Supervisory Board, the members of the Supervisory Board will receive a fixed base remuneration of EUR 60,000 per annum payable in the last month of the fiscal year. The chairperson of the Supervisory Board receives fixed base remuneration of EUR 120,000 and each deputy chairperson receives fixed base remuneration of EUR 90,000 for the relevant fiscal year of the Company.
- 2.** For membership in the committees of the Supervisory Board listed below, the following additional amounts will be paid to the members:
  - › EUR 30,000 to the chairperson of the Audit Committee and EUR 20,000 to every other member of the Audit Committee;
  - › EUR 30,000 to the chairperson of the Executive Committee and EUR 20,000 to every other member of the Executive Committee;
  - › EUR 30,000 to the chairperson of the Technology Committee and EUR 20,000 to every other member of the Technology Committee;
  - EUR 30,000 to the chairperson of every additional committee created under § 14(1) sentence 1 and EUR 20,000 to every other member of such a committee, provided that, at the time the committee is established, the Supervisory Board determines that additional remuneration is to be paid for membership in that committee.
- 3.** The aggregate total amount of additional remuneration for members serving on Supervisory Board committees pursuant to paragraph (2) above is limited to EUR 70,000 for the chairperson of the relevant committee and to EUR 50,000 for all other members of the Supervisory Board. For this purpose, the highest maximum amount of remuneration applicable to the individual Supervisory Board member will apply.
- 4.** Each member will receive attendance fees in the amount of EUR 1,500 for each Supervisory Board meeting which the relevant member attends in person. This applies accordingly to personal attendance at committee meetings unless a Supervisory Board meeting or another committee meeting is held on the same day for which the relevant member has already received an attendance fee. Personal attendance of a meeting also includes attendance of a meeting held via telephone or video conference and/or attendance of a member via telephone or video conference.
- 5.** If the office of a Supervisory Board member or the function assumed by a member that entails increased remuneration begins or ends in the course of a fiscal year, the Supervisory Board member will receive the remuneration or the increased remuneration pro rata temporis.
- 6.** The Company may take out a directors' & officers' liability (D&O) insurance for the members of the Supervisory Board at its own expense. The D&O insurance will provide for an appropriate deductible.

According to that provision, the members of the Supervisory Board receive fixed annual remuneration only and no variable remuneration. This takes account of the independence of the Supervisory Board. The fixed annual remuneration for Supervisory Board members is EUR 60,000 for an ordinary member, EUR 90,000 for a deputy chairperson, and EUR 120,000 for the chairperson of the Supervisory Board.

The members of the Audit Committee, the Executive Committee and the Technology Committee receive committee remuneration for the additional time demands of their positions. This committee remuneration is EUR 30,000 for the chairperson of a Committee and EUR 20,000 for other members. The chairperson of every additional committee created under § 14(1) sentence 1 of the Articles of Association will receive EUR 30,000 and every other member of such a committee will receive EUR 20,000, provided that, at the time the committee is established, the Supervisory Board determines that additional remuneration is to be paid for membership in that committee. If members hold multiple committee positions, the committee remuneration is limited to a total of EUR 70,000 for a committee chairperson and to a total of EUR 50,000 for any other committee members. For this purpose, the highest maximum amount of remuneration applicable to the individual Supervisory Board member will apply.

The Supervisory Board members additionally receive an attendance fee of EUR 1,500 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 the 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 €.

Pursuant to Sec. 113(3) sentence 1 AktG, the remuneration of the members of the Supervisory Board will be reviewed every four years at the latest and a resolution of the General Meeting on the remuneration will be brought about; a resolution confirming the remuneration is also permissible in this regard. If the General Meeting does not approve the remuneration system, a revised remuneration system must be presented at the next Annual General Meeting at the latest.

When reviewing the remuneration system, the system is regularly benchmarked against that of peer companies. If necessary, an external remuneration consultant who is independent of the Executive Board and the Company may be retained. In the event of adjustments to the remuneration of the Supervisory Board, the Supervisory Board and the Executive Board will jointly submit proposals for the adjustment of the remuneration of the members of the Supervisory Board. The statutory decision-making hierarchy helps avoid any conflicts of interest that may arise in the process of reviewing the remuneration system, since, pursuant to Sec. 113 AktG, the sole decision-making power as regards supervisory board remuneration is allocated to the general meeting. In addition, the general rules for handling conflicts of interest apply to the Supervisory Board, according to which the Supervisory Board informs in its report to the General Meeting about conflicts of interest that have arisen and how they have been dealt with.