

## **Vitesco Technologies Group Aktiengesellschaft**

### **Regensburg**

#### **Annual General Meeting of Vitesco Technologies Group Aktiengesellschaft on Wednesday, 17 May 2023, 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**

The invitation to the Annual General Meeting already contains information in keeping with Sections 122 (2), 126 (1), 127 and 131 (1) AktG. The information below serves to explain these provisions in more detail.

#### **1. Right to add items to the agenda pursuant to Section 122 (2) AktG**

Sec. 122 (2) AktG provides that shareholders whose combined shareholdings reach in aggregate one twentieth of the share capital or a proportionate amount of EUR 500,000 (corresponding to 200,000 shares) are entitled to request that items be added to the agenda and published.

Any person who submits such a request must prove that he or she has held the shares for at least 90 days before the date the request is received and that he or she will hold the shares until the Executive Board decides on the request, with Sec. 70 AktG being applicable when calculating the time for which shares have been held. The day on which the request is received will not be counted. If that date of receipt is a Sunday, Saturday, or public holiday, it is not possible to refer to a preceding or subsequent working day for this purpose. Secs. 187 to 193 BGB are not to be applied *mutatis mutandis*.

Each new item must be accompanied by a statement of grounds or a resolution proposal. Any requests to add items to the agenda must be submitted in German. To the extent that the requests are to be published also in English, a translation must be attached to the relevant request. The request is to be sent to the Executive Board in writing and must be received by the Company at the following address by **24:00 hrs. (CEST) on Sunday, April 16, 2023**, at the latest. Please send any such requests to the following address:

**Executive Board of Vitesco Technologies Group Aktiengesellschaft**

Siemensstraße 12

93055 Regensburg

Additions to the agenda that need to be published will be published in the Federal Gazette (*Bundesanzeiger*) without undue delay after receipt of the request unless they have already been published together with the invitation to the Annual General Meeting. They are also published on the Internet at

<https://ir.vitesco-technologies.com/websites/vitesco/English/3000/annual-general-meeting.html>

and communicated to the shareholders.

Please note that any resolution proposals attached to requests to add items to the agenda will be considered only if they are submitted during 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) *<sup>1</sup>Notice of the invitation convening the general meeting is to be given in the Company's publications of record. <sup>2</sup>Where 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. <sup>3</sup>Notification to those entered in the share register suffices.*
- (7) *<sup>1</sup>In 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. <sup>2</sup>Postponement from a Sunday, a Saturday, or a public holiday to a preceding or subsequent working day shall not be possible. <sup>3</sup>Sections 187 to 193 of the German Civil Code (BGB) shall have no corresponding application. <sup>4</sup>In 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) *<sup>1</sup>The 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. <sup>2</sup>The 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. <sup>3</sup>The 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. <sup>4</sup>Section 121 (7) shall apply mutatis mutandis.*

- (2) <sup>1</sup>In 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. <sup>2</sup>Each item of business to be newly added to the agenda must include the reasons therefore or a proposal for a resolution. <sup>3</sup>The 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) <sup>1</sup>Where 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. <sup>2</sup>Concurrently, the court may determine the chairman of the general meeting. <sup>3</sup>The invitation convening the general meeting or the notice must indicate the authorisation by the court. <sup>4</sup>A complaint may permissibly be lodged against the decision taken. <sup>5</sup>The 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) <sup>1</sup>Where 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. <sup>2</sup>Section 121 (4) shall apply mutatis mutandis; moreover, in the case of companies listed on the stock exchange, Section 121 (4a) shall apply mutatis mutandis. <sup>3</sup>The 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

<sup>1</sup>In 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.

<sup>2</sup>A 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) <sup>1</sup>The 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.
- <sup>2</sup>The date of the notification shall not be included in calculating the period. <sup>3</sup>If the agenda is to be amended pursuant to Section 122 (2), the amended agenda shall be notified in the case of listed companies. <sup>4</sup>The notification shall refer to the option of exercising the voting right by proxy, including an association of shareholders. <sup>5</sup>In 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 21<sup>st</sup> 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) <sup>1</sup>The 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). <sup>2</sup>Section 67a (2) sentence 1 shall apply *mutatis mutandis* for subsections (1) and (2). <sup>3</sup>In 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. <sup>4</sup>The 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

<sup>1</sup>If 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. <sup>2</sup>The 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**

In addition, shareholders may submit to the Company countermotions to Executive Board and/or Supervisory Board proposals relating to specific agenda items and make election proposals for the election of Supervisory Board members or independent auditors.

Pursuant to Sec. 126(1) AktG, motions of shareholders, including the shareholder's name, the reasons for the motion and any statements by the management, are to be made available to the persons entitled to notification pursuant to Sec. 125 (1) to (3) AktG subject to the conditions set forth therein, if the shareholder has sent a countermotion against a proposal of the Executive Board and/or the Supervisory Board with respect to a particular agenda item, including a statement of the reasons for the countermotion, no later than 14 days prior to the Annual General Meeting of the Company to the address below. For the purpose of calculating this time period, the day of receipt and the day of the Annual General Meeting will not be counted. Thus, the last permissible day of receipt is at **24:00 hrs. (CEST) on Tuesday, May 2, 2023**. A countermotion need not be made available if one of the exclusions pursuant to Sec. 126 (2) AktG applies. Moreover, the statement of the reasons for the countermotion need not be made available if it exceeds a total of 5,000 characters.

No statement of reasons needs to be provided for election proposals made by shareholders pursuant to Sec. 127 AktG. Election proposals will be made available only if they include the name, profession exercised and place of residence of the person proposed for election and, in the case of an election of Supervisory Board members, information on their membership on other legally required supervisory boards and comparable German and foreign supervisory bodies of commercial enterprises (cf. Sec. 127 sentence 3 AktG in conjunction with Sec. 124 (3) sentence 4 AktG and Sec. 125 (1) sentence 5 AktG). Pursuant to Sec. 127 sentence 1 AktG in conjunction with Sec. 126 (2) AktG, there are additional grounds based on

which election proposals do not have to be made available via the website. In all other respects, the requirements and rules for the making available of motions apply *mutatis mutandis*.

Any shareholder motions (including statements of grounds therefor) or election proposals pursuant to Secs. 126 (1), 127 AktG must be sent exclusively to the following address:

**Vitesco Technologies Group Aktiengesellschaft**

Investor Relations  
Siemensstraße 12  
93055 Regensburg

or by e-mail to: hv2023@vitesco.com

Any motions and election proposals submitted by shareholders that are to be made available (including the shareholder's name and – in case of motions – the statement of grounds therefor) will be published after their receipt on the website

<https://ir.vitesco-technologies.com/websites/vitesco/English/3000/annual-general-meeting.html>.

Statements by the management, if any, on the motions and election proposals will also be published on the above website.

The right of each shareholder to submit countermotions regarding the various agenda items or election proposals during the Annual General Meeting remains unaffected.

Please note that any countermotions and elections proposals, even if they have been published prior to the Annual General Meeting at a shareholder's request, will be considered only if they are submitted during the Annual General Meeting.

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 126 Motions by shareholders [extract]

- (1) *<sup>1</sup>Motions 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. <sup>2</sup>The date on which the countermotion is received shall not be*

included in calculating the period. <sup>3</sup>In case of listed companies, the countermotion shall be made accessible via the Company's website. <sup>4</sup>Section 125 (3) shall apply mutatis mutandis.

- (2) <sup>1</sup>A 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.

<sup>2</sup>The 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

<sup>1</sup>Section 126 shall apply mutatis mutandis to nominations by shareholders of candidates for the Supervisory Board or for auditors of the annual accounts. <sup>2</sup>No reasons need be specified for the nomination. <sup>3</sup>The 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. <sup>4</sup>The 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 124 Notice by publication of demands for amendment; guidance regarding resolutions [extract]

- (3) *<sup>4</sup>The nominations of candidates for the Supervisory Board or for auditors shall state their names, profession exercised, and places of residence. <sup>5</sup>Where 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) *<sup>1</sup>The 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.*<sup>2</sup>The date of the notification shall not be included in calculating the period. <sup>3</sup>If the agenda is to be amended pursuant to Section 122 (2), the amended agenda shall be notified in the case of listed companies. <sup>4</sup>The notification shall refer to the option of exercising the voting right by proxy, including an association of shareholders. <sup>5</sup>In 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 21<sup>st</sup> 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) *<sup>1</sup>The 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). <sup>2</sup>Section 67a (2) sentence 1 shall apply mutatis mutandis for subsections (1) and (2). <sup>3</sup>In 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. <sup>4</sup>The same applied to companies not listed on a stock exchange, provided the requirements under Implementing Regulation (EU) 2018/1212 are not applicable.

Section 96 Composition of the Supervisory Board [extract]

(2) <sup>1</sup>In 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. <sup>2</sup>The minimum ratio is to be fulfilled by the Supervisory Board as a whole. <sup>3</sup>Where, 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. <sup>4</sup>In all cases, the ratio is to be mathematically rounded up or down in order to achieve full numbers of persons. <sup>5</sup>If, 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. <sup>6</sup>Where 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. <sup>7</sup>Where 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. <sup>8</sup>The 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.

### **3. Right to information pursuant to Section 131 (1) AktG**

At the Annual General Meeting, every shareholder or authorized representative may – after having duly submitted a request pursuant to Sec. 131 (1) AktG – request to be informed by the Executive Board about the Company's affairs, the Company's legal and business relationships with affiliated companies, and the position of the Group and the companies included in the consolidated financial statements to the extent that such information is necessary for proper assessment of an agenda item. Requests for information must generally be made orally at the Annual General Meeting during the discussion.

The information provided must comply with the principles of conscientious and accurate reporting. The Executive Board may refuse to provide information if the conditions set forth in Sec. 131 (3) AktG are met.

Pursuant to § 19 (2) of the Articles of Association, the chairperson of the meeting is authorized to limit the shareholder's right to ask questions and speak to a reasonable amount of time. In particular, he or she is authorized, at the beginning of or during the Annual General Meeting to set a reasonable time limit for the duration of the Annual General Meeting as a whole, for an individual agenda item, or for individual questions and statements.

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

Section 131 Shareholder's right to request information [extract]

- (1) <sup>1</sup>The 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. <sup>2</sup>The obligation to provide information shall also extend to include the legal and business relations of the Company with an associated enterprise. <sup>3</sup>Where 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. <sup>4</sup>The 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) <sup>1</sup>The information provided is to correspond to the principles of conscientious and faithful accounting. <sup>2</sup>The 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) <sup>1</sup>The 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.

<sup>2</sup>Any refusal to provide information for other than the grounds set out above is not permissible.

- (4) <sup>1</sup>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. <sup>2</sup>The Board of Directors may not refuse to provide the information in accordance with subsection (3) sentence 1, nos. 1 to 4.

<sup>3</sup>Sentences 1 to 3 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) <sup>1</sup>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 Articles of Association of Vitesco Technologies Group Aktiengesellschaft underlying this shareholder right are as follows:

Section 19 Conduct of the Shareholders Meeting [extract]

- (2) The chairman shall chair the meeting. He/She determines the order in which the items on the agenda are discussed and the manner and order of voting. He/She is authorised to limit the shareholder's right to ask questions and speak to a reasonable amount of time, in particular at the beginning of or during the Annual Shareholders Meeting to set a reasonable time limit for the duration of the Annual Shareholders Meeting, for an individual agenda item, or for individual questions and statements and to determine a time for the beginning of voting on one or more agenda items.

Regensburg, April 2023

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