

*– Convenience Translation –
For information purposes only*

Vitesco Technologies Group Aktiengesellschaft

Regensburg

**Annual General Meeting of Vitesco Technologies Group Aktiengesellschaft
on Wednesday, 24 April 2024, 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 Secs. 122(2), 126(1) and (4), 127, 130a,
131(1) and 118a(1) sentence 2 no. 8 in conjunction with Sec. 245 AktG**

The invitation to the Annual General Meeting already contains information in keeping with Secs. 122(2), 126(1) and (4), 127, 130a, 131(1) and 118a(1) sentence 2 no. 8 in conjunction with Sec. 245 AktG. The information below serves to explain these provisions in more detail.

1. Annual General Meeting held as virtual general meeting

The Annual General Meeting of Vitesco Technologies Group Aktiengesellschaft will be held on Wednesday, 24 April 2024, 10:00 hours (CEST) as a virtual Annual General Meeting without the physical presence of shareholders or their proxies.

For properly registered shareholders and their representatives, the Annual General Meeting will be broadcast in its entire duration in a live video and audio stream. Shareholders and their representatives may exercise their voting rights – including by authorizing third parties – exclusively by postal vote (also by electronic communication) or by issuing powers of attorney and instructions to the proxies nominated by Vitesco Technologies Group Aktiengesellschaft. The location of the Annual General Meeting within the meaning of the AktG is Gaszählerwerkstatt, Agnes-Pockels-Bogen 6, 80992 Munich, Germany.

2. 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. (CET) on Sunday, March 24, 2024**, at the latest. Please send any such requests to the following address:

**Executive Board (Vorstand) of Vitesco Technologies Group
Aktiengesellschaft**
Siemensstraße 12
93055 Regensburg

or in electronic form in accordance with § 126a BGB, i.e. by e-mail with the addition of your name and a qualified electronic signature, to

hv2024@vitesco.com.

Additions to the agenda that need to be published will be published – including the name and domicile or, as applicable, registered office of the person requesting the addition 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.

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).

3. Countermotions and election proposals pursuant to Sections 126(1) and (4), 127 AktG

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 time of receipt is **24:00 hrs. (CEST) on Tuesday, April 9, 2024**. 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 (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.

Countermotions and election proposals that are submitted by shareholders and must be made available in accordance with Sec. 126 or 127 AktG will be deemed to have been submitted at the time they are made available in accordance with Sec. 126(4) AktG. Voting rights may be exercised regarding such countermotions and election proposals after timely registration through the channels described above. If the shareholder who has submitted the motion or election proposal is not recorded as a shareholder of the Company in the Company's share register and is not duly registered for the Annual General Meeting, the motion or election proposal does not have to be dealt with at the Annual General Meeting.

Any shareholder motions (including statements of grounds therefor) or election proposals pursuant to Secs. 126(1) and (4), 127 AktG must be sent exclusively to the following address:

Vitesco Technologies Group Aktiengesellschaft
Investor Relations
Siemensstraße 12
93055 Regensburg

or by email to: hv2024@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.

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

- (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.*
- (4) *¹In the case of a virtual general meeting, motions to be made available in accordance with Section 126(1) through (3) shall be deemed to have been submitted at the time they are made available. ²The company shall enable voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the requirements for exercising voting rights stipulated by law or in the articles. ³If the shareholder who has submitted the motion is not duly authorized to do so and, if notification of attendance is required, has not given due notification of attendance at the general meeting, the motion does not have to be dealt with at the general meeting.*

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 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.*

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.*

4. Right to submit comments pursuant to Sec. 130a(1) to (4) AktG

Prior to the Annual General Meeting, shareholders duly registered for the Annual General Meeting may submit comments on the items on the agenda by means of electronic communication. These comments may be submitted to the Company in text form. They must be submitted via email sent to hv2024@vitesco.com

or via the InvestorPortal at

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

and must be received at one of the specified addresses by **24:00 hrs. (CEST) on Thursday, April 18, 2024**, at the latest. We ask that the comments be limited to a reasonable scope to enable shareholders to properly review the comments. A length of 10,000 characters should serve as guidance here.

We will publish shareholder comments to be made available, including the name and domicile or, as applicable, registered office of the submitting shareholder, for duly registered shareholders and their authorized representatives in the InvestorPortal for the Annual General Meeting at the internet address <https://ir.vitesco-technologies.com/websites/vitesco/English/3000/annual-general-meeting.html> on **Friday, April 19, 2024**, at the latest. Any comments by the management will also be published in the above-mentioned InvestorPortal.

The opportunity to submit comments does not constitute an opportunity to submit questions in advance pursuant to Sec. 131(1a) AktG. Any questions contained in comments will therefore not be answered at the Annual General Meeting unless they are asked by way of video communication at the Annual General Meeting. Motions, election proposals, or objections to resolutions of the Annual General Meeting contained in comments will not be considered, either. These must be submitted or made or declared exclusively by the means separately indicated in this notice.

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

Section 118a Virtual general meeting [extract]

(1) *¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following pre-requisites are to be met:*

[...]

6. the stockholders are granted the right to submit statements in accordance with section 130a(1) to (4) by way of electronic communication,

[...]

Section 130a Right to submit statements and right to speak at virtual general meetings [extract]

(1) *¹In the case of a virtual general meeting, shareholders have the right to submit statements on the items on the agenda prior to the meeting by means of electronic communication using the address designated for this purpose in the notice of the general meeting. ²The right may be confined to shareholders who have duly submitted notification of attendance at the meeting. ³The length of the statements may be reasonably restricted in the notice of the general meeting.*

(2) *Statements shall be submitted by no later than five days prior to the meeting.*

- (3) ¹The submitted statements shall be made available to all shareholders by no later than four days prior to the meeting. ²Availability of them may be confined to shareholders who have duly submitted notification of attendance at the meeting. ³In the case of stock exchange listed companies, they shall be made available over the website of the company; in the case of Section 130a(3) sentence 2, they may also be made available over the website of a third party. ⁴Section 126(2) sentence 1 numbers 1, 3 and 6 shall apply mutatis mutandis.
- (4) Section 121(7) shall apply to calculation of the deadlines specified in Section 130a(2) and (3) sentence 1.
- [...]

5. Right to speak pursuant to Secs. 118a(1) sentence 2 no. 7, 130a(5) and (6) AktG

At the Annual General Meeting, duly registered shareholders and their authorized representatives who are connected to the Annual General Meeting electronically have the right to speak using video communication. As part of their speech, shareholders may submit motions and election proposals pursuant to Sec. 118a(1) sentence 2 no. 3 AktG, as well as all types of requests for information pursuant to Sec. 131 AktG.

Requests to speak must be submitted via the InvestorPortal at <https://ir.vitesco-technologies.com/websites/vitesco/English/3000/annual-general-meeting.html> during the Annual General Meeting when called by the chairperson. The chairperson will give more detailed information during the Annual General Meeting regarding the procedure for requests to speak and their granting.

The Company reserves the right to check the proper functioning of the video communication between the shareholder or, as the case may be, the shareholder's authorized representative and the Company during the Annual General Meeting and prior to that shareholder's turn to speak and will deny their turn to speak if a properly functioning connection cannot be ensured.

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

Section 118a Virtual general meeting [extract]

- (1) ¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised

representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following prerequisites are to be met:

[...]

- 7. the stockholders participating in the meeting by electronic means are granted a right to speak at the general meeting by means of video communication technology in accordance with section 130a(5) and (6),*

[...]

Section 130a Right to submit statements and right to speak at virtual general meetings
[extract]

[...]

- (5) ¹The stockholders participating in the meeting by electronic means are to be granted a right to speak at the meeting by means of video communication technology. ²The form of video communication offered by the company is to be used for the spoken contributions. ³Motions and election nominations in accordance with Section 118a(1) sentence 2 number 3, requests for information in accordance with Section 131(1), follow-up questions in accordance with Section 131(1d) and further questions in accordance with Section 131(1e) may be part of the address. ⁴Section 131(2) sentence 2 shall apply mutatis mutandis.*
- (6) The company may reserve the right in the notice of the general meeting to examine the working order of video communication between the shareholder and the company at the meeting and prior to the address and to reject the address if the working order of video communication is not assured.*

6. Right to information pursuant to Sec. 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. In connection with agenda item 9 (Resolution on the approval of the merger agreement between Vitesco Technologies Group Aktiengesellschaft (transferring legal entity) and Schaeffler AG (acquiring legal entity) dated March 13, 2024), the right to information also relates to any matters of Schaeffler AG that are material with regard to the merger (Sec. 64(2) UmwG).

It is intended for the chair of the meeting to determine at the Annual General Meeting based on Sec.131(1f) AktG that the right to information under Sec. 131 AktG may be exercised (in all its forms) at the Annual General Meeting exclusively by way of video communication via the InvestorPortal. Submitting questions any other way, whether by electronic or other communication, will not be possible either before or during the Annual General Meeting.

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 118a Virtual general meeting [extract]

(1) *¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following pre-requisites are to be met:*

[...]

4. the stockholders are granted a right to seek information in accordance with section 131 by way of electronic communication,

[...]

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

(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.

- (1a) ¹In the case of the virtual general meeting, subsection (1) sentence 1 is to be applied subject to the proviso that the management board may stipulate that questions by the stockholders are to be submitted by way of electronic communication no later than three days prior to the general meeting. ²Section 121(7) applies to the calculation of the time limit. ³Questions not submitted in due time need not be considered.
- (1b) ¹The scope in which questions may be submitted may reasonably be restricted in the invitation convening the general meeting. ²The right to submit questions may be restricted to stockholders duly registered for the meeting.
- (1c) ¹The company is to make accessible to all stockholders, prior to the general meeting, the questions duly submitted and is to provide answers to such questions no later than by one day prior to the meeting; section 121(7) applies to the calculation of the time limit. ²In the case of listed companies, the questions are to be made accessible and the answers are to be provided via the company's website. ³Section 126(2) sentence 1 no. 1, 3 and 6 applies accordingly to the accessibility of the questions. ⁴If the answers have been continuously accessible one day prior to commencement of the general meeting and while the meeting is ongoing, the management board may refuse, at the meeting, to provide information regarding those questions.
- (1d) ¹Each stockholder participating in the general meeting by electronic means is to be granted a right, by way of electronic communication, to ask follow-up questions regarding all of the answers provided by the management board before the meeting and while it is ongoing. ²Subsection (2) sentence 2 applies also to the right to ask follow-up questions.

- (1e) ¹Moreover, each stockholder participating in the general meeting by electronic means is to be granted the right, by way of electronic communication, to ask questions regarding facts and circumstances that have come about only after the time limit defined in subsection (1a) sentence 1 has expired. ²Subsection 2 sentence 2 applies also to this right to ask questions.
- (1f) The person chairing the meeting may establish that the right to seek information under subsection (1), the right to ask follow-up questions under subsection (1d) and the right to ask questions under subsection (1e) may be exercised at the general meeting exclusively by means of video communication technology.
- (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.*

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

- (4) *¹Where 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. ²The Board of Directors may not refuse to provide the information in accordance with subsection (3) sentence 1, nos. 1 to 4. ³Sentences 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) *¹Where 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.*

7. Declaring objections for the record pursuant to Sec. 118a(1) sentence 2 no. 8 in conjunction with Sec. 245 sentence 1 no. 1, sentence 2 AktG

Shareholders and their authorized representatives have the right to declare objections to resolutions of the Annual General Meeting by means of electronic communication. Due registration for attendance and electronic connection to the Annual General Meeting is required in order to exercise the right to declare objections.

Objections may be declared via the InvestorPortal at <https://ir.vitesco-technologies.com/websites/vitesco/English/3000/annual-general-meeting.html> from the beginning of the Annual General Meeting until it ends. The notary has authorized the Company to accept objections via the InvestorPortal and will receive the objections via the InvestorPortal.

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

Section 118a Virtual general meeting [extract]

(1) *¹The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the stockholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). ²Where a virtual general meeting is held, the following pre-requisites are to be met:*

[...]

8. the stockholders participating in the meeting by electronic means are granted a right to lodge an objection against a resolution adopted by the general meeting by way of electronic communication.

[...]

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

¹The following have authority to bring an action for avoidance:

1. Any shareholder attending the general meeting, provided they have already acquired the shares prior to the agenda having been published by notice and provided they raised an objection concerning the resolution and had it recorded in the minutes.

²In the case of a virtual general meeting, all shareholders connected to the meeting electronically shall be deemed to be in attendance within the meaning of sentence 1 number 1.

Regensburg, March 2024

**Vitesco Technologies Group Aktiengesellschaft
The Executive Board**