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AUMOVIO SE

Articles of Association

As at: September 3, 2025

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Part I

General Provisions

Section 1

Company Name and Registered Office

- (1) The Company is a European stock corporation (Societas Europaea). The name of the Company is AUMOVIO SE.
- (2) The Company has its registered office in Frankfurt am Main, Germany. It is established for an unlimited period of time.

Section 2

Object of the Company

- (1) The object of the Company is the management, holding and administration of a group of companies (including joint ventures) that are active in the following areas:
 - a) the development, manufacture and distribution of assembly parts, system components and complete systems for all kinds of vehicles,
 - b) the manufacture or purchase of raw materials which are required for the production of these goods.
- (2) The Company may itself operate in the areas specified in paragraph 1 or fulfil the object of the Company through subsidiaries and affiliates. The Company may also confine its activity to part of the activities specified in paragraph 1.
- (3) The Company shall be entitled to transact all business and to take all measures which appear suitable to directly or indirectly promote the object of the Company, in particular to acquire and dispose of real estate, to establish branches in any domestic or foreign location, to hold participations in other enterprises and to enter into contracts on the pooling of interests and intercompany agreements. The Company may combine enterprises under uniform management and confine itself to the management of the enterprises or the administration of its participation. In particular, the Company is entitled to establish, take over, acquire or hold participations in other enterprises of the same or a similar type. The Company may establish affiliated companies, acquire participations, change their structure, combine them under uniform management or confine itself to the administration of the participation, and sell participations. Furthermore, the Company may enter into intercompany agreements and cooperation agreements of all kind.

Section 3

Announcements and Transmission of Information

- (1) Announcements of the Company are published in the German Federal Gazette (*Bundesanzeiger*). Where another form of announcement is required by mandatory law, the German Federal Gazette shall be replaced by that other form of announcement.
- (2) Information to the holders of listed securities of the Company may also be transmitted by means of remote data transmission under the conditions provided for by law.

Part II

Share Capital and Shares

Section 4

Share Capital

The share capital of the Company amounts to €250,127,477.50. It is divided into 100,050,991 registered no-par value shares (*auf den Namen lautende Stückaktien*).

Section 5

Share Certificates

- (1) The Executive Board shall determine the form and content of the share certificates and any profit participation certificates and renewal coupons. The same applies to bonds and interest coupons.
- (2) The shares may be certificated in individual, collective and global certificates. The entitlement of the shareholder to demand the issue of share certificates and profit participation certificates is excluded, unless a certificate is required by rules that apply at a stock exchange at which the share is admitted to trading.

Part III

Constitution

Section 6

Corporate Bodies

- (1) The Company has a two-tier management and control system consisting of a management body (Executive Board) and a supervisory body (Supervisory Board).
- (2) The corporate bodies of the Company are
 - a) the Executive Board,

- b) the Supervisory Board as well as
- c) the Shareholders' Meeting.

1. The Executive Board

Section 7

Composition and By-laws

- (1) The Executive Board of the Company shall consist of at least two members with the Supervisory Board determining the overall number. The appointment of deputy members of the Executive Board shall be permitted. The Supervisory Board may appoint one member of the Executive Board as chairperson of the Executive Board.
- (2) The Supervisory Board is responsible for appointing members of the Executive Board, concluding and revoking their appointments and amending and terminating their employment contracts.
- (3) The Executive Board may adopt by-laws for itself by unanimous resolution, unless the Supervisory Board issues by-laws for the Executive Board.
- (4) The members of the Executive Board shall be appointed by the Supervisory Board for a maximum term of five years. Reappointments are permitted.

Section 8

Management and Representation of the Company

- (1) The Executive Board is responsible for managing the Company. It shall conduct the Company's business in accordance with the law, the Articles of Association and the by-laws for the Executive Board. Without prejudice to the Executive Board's overall responsibility, each member of the Executive Board manages the business area assigned to them by the by-laws independently.
- (2) The Company is legally represented by two members of the Executive Board or by one member of the Executive Board jointly with an authorized signatory (*Prokurist*).
- (3) The Supervisory Board may exempt individual or all members of the Executive Board, either generally or in individual cases, from the prohibition of multiple representation under Section 181 alt. 2 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*); Section 112 of the German Stock Corporation Act (*Aktiengesetz – AktG*) remains unaffected. In addition, the Company shall be represented by authorized signatories (*Prokuristen*) or other persons with signing authority as determined by the Executive Board.

Section 9

Resolutions of the Executive Board

- (1) The Executive Board generally adopts resolutions in meetings. Upon the request of a member of the Executive Board or the instruction of the chairperson, meetings may also be held in the form of a telephone conference or by other means of electronic communication (in particular video conference), and individual members of the Executive Board may participate by telephone or by other means of electronic communication (in particular video conference); in such cases, resolutions may be adopted by means of telephone conference or by other means of other electronic communication (in particular video conference).
- (2) Upon the request of a member of the Executive Board or the instruction of the chairperson, resolutions may also be adopted outside of meetings in writing, orally, by telephone, fax, email or other common means of communication, in combination of the aforementioned forms, as well as in combination of a meeting and the adoption of resolutions outside of a meeting. If a member of the Executive Board has not taken part in the adoption of such a resolution, they shall be informed of the resolutions passed without undue delay.
- (3) If the Executive Board has only two members, it has a quorum if all members have been properly invited and take part, and if it has three or more members, if all members have been properly invited and at least half of them take part, in the adoption of the resolution in one of the forms mentioned in paragraphs 1 or 2. Members of the Executive Board who abstain from voting are considered to take part in the adoption of the resolution.
- (4) The Executive Board shall endeavor to pass all its resolutions unanimously. If unanimity cannot be achieved, the resolution shall be passed by a simple majority of the votes cast, unless other majorities are prescribed by law or these Articles of Association or the by-laws. In the event of a tie, the chairperson of the Executive Board shall have a casting vote (Art. 50(2) sentence 1 SE Regulation). If the Executive Board has only two members, any resolutions must be adopted unanimously.

2. The Supervisory Board

Section 10

Composition of the Supervisory Board

- (1) The Supervisory Board shall consist of sixteen (16) members. Of these, eight (8) members shall be elected by the Shareholders' Meeting without being bound by nominations. Further eight (8) members shall be appointed by the Shareholders' Meeting after having been nominated by the employees, provided that the Shareholders' Meeting shall be bound by the nominations for the election of the employee representatives. If a concluded agreement regarding the involvement of employees in the SE (Section 13 para. 1, Section 21 SE-Participation Act (*SE-Beteiligungsgesetz – SEBG*))

provides for a different appointment procedure for the employee representatives on the Supervisory Board, the employee representatives shall be appointed in accordance with the agreed procedure, in deviation from sentence 3.

- (2) The appointment shall be made for a period not extending beyond the conclusion of the Shareholders' Meeting which resolves on the ratification of the actions of the members of the Supervisory Board for the fourth fiscal year following the start of the term of office, but not exceeding five years. The fiscal year in which the term of office begins is not included in the calculation. Reappointments are permitted. When electing the shareholder representatives, the Shareholders' Meeting may determine that the term of office of the Supervisory Board members to be elected (or of individual members) shall commence or terminate at different dates, taking into account the maximum limit provided by law.
- (3) The appointment of a successor to a member who has left before the end of his term of office shall be for the remainder of the term of office of the member who has left, unless the Shareholders' Meeting decides otherwise.
- (4) When a member of the Supervisory Board is appointed, a substitute member may be appointed at the same time who will join the Supervisory Board if the Supervisory Board member leaves the Supervisory Board before the end of his term of office without a successor having been appointed beforehand; paragraph 1 shall apply accordingly. If a substitute member takes the place of the member who has left, that substitute member's term of office shall end at the conclusion of the Shareholders' Meeting at which a new member is elected to replace the member who has left, but at the latest upon expiry of the term of office of the Supervisory Board member who has left.
- (5) Each member of the Supervisory Board and each substitute member may resign from office for good cause with immediate effect. Each member of the Supervisory Board and each substitute member may resign from office without good cause by giving four weeks' written notice to the chairperson of the Supervisory Board or the Executive Board. The chairperson of the Supervisory Board may shorten the notice period or waive the notice requirement.

Section 11

Chairperson and Deputy Chairperson

- (1) The Supervisory Board shall elect the chairperson and one deputy chairperson from among its members to serve for the duration of those members' terms.
- (2) If the chairperson of the Supervisory Board or his/her deputy leaves such office before the end of its term, the Supervisory Board shall conduct a new election without undue delay. If the term of office of the chairperson ends at the conclusion of a Shareholders' Meeting, the election of the chairperson of the Supervisory Board shall be held following this Shareholders' Meeting in a meeting of the Supervisory Board without the meeting being specially

convened for this purpose. The deputy chairperson may also be elected at this meeting.

- (3) The deputy chairperson of the Supervisory Board shall only have the rights and duties of the chairperson under the law and these Articles of Association if the chairperson is unable to perform his/her duties. The deputy chairperson shall only have a casting vote like the chairperson in accordance with Section 13 para. 6 if such deputy chairperson is a shareholder representative.

Section 12

Convening of Meetings

Supervisory Board meetings shall be convened by the chairperson or his/her deputy, stating the items on the agenda, as often as required by law or business. Meetings may be convened by notice in writing, by telephone, in text form or in any other legally permissible form. It shall be issued with a notice period of two weeks. In urgent cases, the notice period may be shortened.

Section 13

Meetings of the Supervisory Board and Resolutions

- (1) The chairperson of the Supervisory Board – and in the absence of the chairperson his/her deputy – chairs the meeting. The chairperson shall determine the order in which the items on the agenda are addressed and the manner and order of voting. The chairperson may allow individual members of the Supervisory Board to participate in a meeting by means of a telephone or video conference or to cast their vote in writing subsequently within a reasonable period of time determined by him/her. The chairperson may furthermore determine that meetings of the Supervisory Board are conducted by telephone or video conference and that in these cases, resolutions are adopted or votes are cast also in such a manner. The members of the Supervisory Board may not object to the determination of such form of adopting a resolution. Members of the Supervisory Board attending a meeting by means of telephone or video conference shall be deemed to be present.
- (2) A meeting which has been convened may be cancelled or rescheduled by the chairperson at his/her reasonable discretion. The chairperson shall appoint the person who takes the minutes and decide on whether to call in experts and persons who provide information for the discussion of individual items on the agenda.
- (3) The Supervisory Board shall constitute a quorum if all members have been properly invited and if at least half of its total number of members of which it is to be composed take part in the adoption of the resolution. Members who abstain from voting are considered to take part in the adoption of the resolution. Absent members of the Supervisory Board may take part in the adoption of the resolution by having written votes submitted by other members of the Supervisory Board. A written vote may also be cast by fax or other means of telecommunication.

- (4) If not all members of the Supervisory Board are present when a resolution is up for a vote and if the absent members of the Supervisory Board do not submit written votes, the vote on adoption of the resolution shall be adjourned at the request of at least two members of the Supervisory Board present. In the event of an adjournment, the new vote on the resolution shall be undertaken at the next regular meeting of the Supervisory Board unless a special meeting of the Supervisory Board is called. A further minority request for adjournment is not permitted in the case of a new vote on the resolution.
- (5) If the chairperson of the Supervisory Board attends the meeting or if an attending member of the Supervisory Board is in possession of the written vote of the chairperson within the meaning of Section 108 para. 3 sentences 1 and 2 AktG, paragraph 4 shall not apply if the same number of shareholder and employee representatives are present in person or take part in the adoption of the resolution by submitting their votes in writing or if any inequality is eliminated by the fact that individual Supervisory Board members do not take part in the adoption of the resolution.
- (6) Resolutions of the Supervisory Board require a majority of the votes cast, unless other majorities are prescribed by law. This also applies to elections. In the event of a tie, the chairperson shall have a casting vote.
- (7) Resolutions may be passed outside of meetings by means of votes cast in writing, orally, by telephone, in text form or by other means of telecommunication, if the chairperson of the Supervisory Board so determines in the individual case. The members of the Supervisory Board may not object to the determination of such form of adopting a resolution.
- (8) Minutes shall be taken of the Supervisory Board meetings and signed by the chairperson of the Supervisory Board.

Section 14

Reserved Matters

- (1) The Supervisory Board has all the rights and duties assigned to it by law and the Articles of Association.
- (2) The following transactions and measures require the prior consent of the Supervisory Board:
 - a) Annual planning and annual investment plans for fixed asset investments and financial investments;
 - b) Closure of business operations or separable parts of business operations if more than 500 employees are to be affected by the measure;
 - c) Acquisition or disposal of or other disposition over subsidiaries and affiliates and interests in other companies, as well as acquisition or disposal of or other disposition over business units, operations or parts thereof, if the value exceeds €50 million in individual cases. This does not include transactions only involving the Company and subsidiaries;

- d) Acquisition, disposal and encumbrance of real estate, rights equivalent to real estate and rights to real estate, provided that these transactions are not expressly included in the approved investment plan and exceed the amount of €50 million. This does not include transactions only involving the Company and subsidiaries;
 - e) Conclusion, significant amendment and termination of inter-company agreements (Sections 291 et seq. AktG).
- (3) The Supervisory Board may define, in the by-laws for the Executive Board or the Supervisory Board or by resolution, other types of transactions and measures subject to a requirement of its consent in addition to the transactions and measures specified in paragraph 2.
 - (4) The Supervisory Board may give revocable consent in advance to a certain group of transactions in general or to individual transactions that meet certain requirements.
 - (5) The Executive Board shall ensure that the measures referred to in paragraph 2 at subsidiaries and affiliates also require the consent (to an appropriate extent) of the body supervising the management.

Section 15

Committees

- (1) The Supervisory Board may set up committees from among its members in accordance with legal requirements. The Supervisory Board determines the tasks, composition, powers and procedures of the committees. To the extent permitted by law, decisive powers of the Supervisory Board may also be granted to committees. The committee may elect a chairperson from among its members, unless the Supervisory Board appoints a chairperson. Section 13 para. 6 sentences 1 and 2 and para. 7 shall apply mutatis mutandis to resolutions passed by the committees, unless mandatory law provides otherwise.
- (2) The chairperson is authorized, on behalf of the Supervisory Board and its committees, to make the declarations of intent required to implement their resolutions.

Section 16

Remuneration

- (1) The members of the Supervisory Board shall each receive, in addition to reimbursement of their cash expenses and any VAT charged to them for their work on the Supervisory Board, a fixed basic remuneration of €100,000 per year, payable in the last month of each fiscal year. In derogation of sentence 1, the fixed basic remuneration for the chairperson of the Supervisory Board shall be €300,000 and for the deputy chairperson of the Supervisory Board €150,000.
- (2) The chairpersons and the other members of the Executive Committee, the Audit Committee and the Technology Committee shall receive an increased

remuneration. The chairpersons and the other members of committees other than those mentioned in sentence 1 shall not receive any increased remuneration. The chairperson of the Executive Committee shall receive €50,000, the chairperson of the Audit Committee shall receive €100,000 and the chairperson of the Technology Committee shall receive €40,000 in addition to the fixed basic remuneration pursuant to paragraph 1. Each other member of the Executive Committee shall receive €50,000, every other member of the Audit Committee shall receive €50,000 and every other member of the Technology Committee shall receive €20,000 for their respective work in addition to the fixed basic remuneration pursuant to paragraph 1. Increased remuneration according to this paragraph only accrues if the relevant committee met at least once in the fiscal year. If a member of the Supervisory Board performs more than one function for which an increased remuneration is envisaged under this paragraph, their remuneration shall be determined based on all the activities in committees performed by such member. If a member of the Supervisory Board is chairperson of multiple committees for which increased remuneration is provided for in accordance with sentence 3, sentence 6 shall apply with the proviso that only the highest-paid position as chairperson of a committee shall be remunerated in accordance with sentence 3, while the other positions as chairperson of a committee shall be remunerated in accordance with the corresponding remuneration of another member of the respective committee in accordance with sentence 4.

- (3) Each member shall receive an attendance fee of €1,000 for each Supervisory Board meeting that the member attends in person. This applies accordingly to personal attendance at committee meetings that do not take place on the day of a Supervisory Board meeting or further committee meeting for which the member has already received an attendance fee. If a member attends a Supervisory Board meeting which is conducted by telephone or video conference or if a member attends a Supervisory Board meeting by means of telephone or video conference, such attendance shall also be deemed personal attendance.
- (4) If the office or the function with an increased remuneration begins or ends during the course of a fiscal year, the Supervisory Board member will receive the remuneration or increased remuneration pro rata temporis.
- (5) The Company may take out a pecuniary damage liability insurance policy for the members of the Supervisory Board at its own expense. It shall include an appropriate deductible.

3. The Shareholders' Meeting

Section 17

Place of the Shareholders' Meeting

The Shareholders' Meeting shall be held at the registered office of the Company, in a German city with a stock exchange or in a German city with more than 150,000 residents. Sentence 1 does not apply in the case of a virtual shareholders' meeting.

Section 18

Convening of the Shareholders' Meeting

- (1) Unless a shorter period is permitted by law, the Shareholders' Meeting shall be convened at least 30 days prior to the day of the meeting. The day of the Shareholders' Meeting and the day of the convening notice shall not be included when calculating this period. The notice period shall be extended by the days of the registration period (Section 19 para. 1 sentence 2).
- (2) The Executive Board is authorized to provide that the Shareholder's Meeting be held without the physical presence of the shareholders or their proxies at the location of the Shareholders' Meeting (virtual Shareholders' Meeting). The authorization shall apply to Shareholders' Meetings which are held within a period of five years after the entry of this provision of the Articles of Association in the commercial register of the Company.

Section 19

Conditions for Participation and Exercise of Voting Rights

- (1) Those shareholders who are entered in the Company's share register and who have registered in time are entitled to attend the Shareholders' Meeting and to exercise their voting rights. The registration must be received by the Company at the address specified for this purpose in the convening notice at least six days before the Shareholders' Meeting. The Executive Board may provide for a shorter registration period, to be measured in days, in the convening notice to the Shareholders' Meeting. The Executive Board is authorized to determine the details of registration for participation in the shareholders' meeting and the exercise of voting rights. These individual issues will be announced in the convening notice to the Shareholders' Meeting.
- (2) Voting rights may be exercised by proxy. The granting of the power of attorney, its revocation and the evidence of authority to be provided to the Company shall be in text form, unless a simplified form is set out in the convening notice to the Shareholders' Meeting. The details for granting powers of attorney, their revocation and the evidence of authority to be provided to the Company shall be communicated in the convening notice to the Shareholders' Meeting. Section 135 AktG remains unaffected.
- (3) The Executive Board may provide that shareholders may participate in the Shareholders' Meeting without being present in person at the place of the Shareholders' Meeting or represented and may exercise all or specific

shareholder rights in total or in part by means of electronic communication (online participation). It is also authorized to determine the individual aspects of the procedure. The details will be communicated in the convening notice to the Shareholders' Meeting. Members of the Supervisory Board may participate in the Shareholders' Meeting by means of an audio and video transmission in agreement with the chairperson of the Supervisory Board if the Supervisory Board member concerned is unable to attend the Shareholders' Meeting physically at the location of the Shareholders' Meeting, if the Supervisory Board member is resident abroad, if attendance at the location of the Shareholders' Meeting would involve an unreasonably long travel time, or if the Shareholders' Meeting is held as a virtual Shareholders' Meeting without the physical presence of shareholders or their proxies at the location of the Shareholders' Meeting.

- (4) In addition, the Executive Board may provide that shareholders may cast their votes in writing or by means of electronic communication (postal vote) without attending the meeting. It may determine the details of the procedure, in particular limiting voting to a designated transmission channel and setting a deadline for a postal vote. The details will be communicated in the convening notice to the Shareholders' Meeting.

Section 20

Conduct of the Shareholders' Meeting

- (1) The Shareholders' Meeting is chaired by the chairperson of the Shareholders' Meeting. This is either the chairperson of the Supervisory Board or, if the chairperson of the Supervisory Board is unable to attend, another shareholder representative on the Supervisory Board or a third party each to be designated by the chairperson of the Supervisory Board. In the event that neither the chairperson nor a member of the Supervisory Board nor a third party designated by the chairperson takes the chair, the chairperson of the Shareholders' Meeting shall be elected by a simple majority of votes of the shareholder representatives on the Supervisory Board present at the Shareholders' Meeting.
- (2) The chairperson of the Shareholders' Meeting chairs the meeting. The chairperson of the Shareholders' Meeting shall determine the order in which the items on the agenda are addressed and the manner and order of voting. The chairperson of the Shareholders' Meeting shall be authorized 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 Shareholders' Meeting to set a reasonable time limit for the duration of the 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.
- (3) Insofar as this has been communicated in the convening notice, the chairperson of the Shareholders' Meeting may permit the partial or full video and audio transmission and recording of the Shareholders' Meeting via electronic media in a manner to be determined by the chairperson. The

transmission can also be effected in a manner granting the public unrestricted access.

Section 21

Resolutions

- (1) Each no-par value share confers one vote at the Shareholders' Meeting.
- (2) The resolutions of the Shareholders' Meeting shall be adopted by a simple majority of the votes cast, unless a higher majority is required by mandatory law or these Articles of Association. Where the law prescribes a majority of the share capital in addition to the majority of votes for resolutions of the Shareholders' Meeting, a simple majority of the share capital represented at the time of the resolution shall suffice, to the extent permitted by law. Unless mandatory law provides otherwise, amendments to the Articles of Association require a majority of two thirds of the valid votes cast or, if at least half of the share capital is represented, a simple majority of the valid votes cast. The majority requirement for the dismissal of Supervisory Board members as provided for in Section 103 para. 1 sentence 2 AktG remains unaffected.
- (3) The Supervisory Board may amend the Articles of Association insofar as such amendments only relate to the wording.

Part IV

Annual Financial Statements and Distribution of Profits

Section 22

Annual Financial Statements

- (1) The fiscal year is the calendar year.
- (2) The Executive Board shall prepare the annual financial statements and the management report for the past fiscal year within the statutory period each year and, if legally required, the consolidated financial statements and the group management report for the past fiscal year and shall submit these documents to the auditor and the Supervisory Board without undue delay. At the same time, the Executive Board shall submit a proposal to the Supervisory Board regarding the appropriation of distributable profit that it intends to make to the Shareholders' Meeting. Section 298 para. 2 and Section 315 para. 5 of the German Commercial Code (*Handelsgesetzbuch – HGB*) shall remain unaffected.
- (3) The Supervisory Board shall submit its report to the Executive Board within one month of receipt of these documents. If this is not done within this period, the Executive Board shall immediately set the Supervisory Board a further period of at most one month. In the event that the Supervisory Board report is not passed on to the Executive Board by this deadline, the annual financial statements shall be deemed not approved by the Supervisory

Board. The preceding sentence also applies to the consolidated financial statements.

- (4) The annual financial statements and the management reports for the Company and the Group, the report of the Supervisory Board and the Executive Board's proposal for the appropriation of distributable profit shall be made available for inspection by shareholders at the Company's premises from the date on which the Shareholders' Meeting is convened. The requirement to make these documents available for inspection may be waived if the documents are available for the same period of time on the Company's website.
- (5) When adopting the annual financial statements, the Executive Board and the Supervisory Board are authorized to transfer the net income for the year, which remains after deduction of the amounts to be transferred to the legal reserve and any loss carryforward, in part or in full to other revenue reserves. The transfer of a larger portion than half of the net income for the year is not permitted if the other revenue reserves would exceed half of the share capital after the transfer.

Section 23

Annual Shareholders' Meeting and Appropriation of Distributable Profit

The Annual Shareholders' Meeting which resolves on the discharge of the members of the Executive Board and the Supervisory Board, the appropriation of profits and the election of the auditors shall be held within the first six months of each fiscal year. The Shareholders' Meeting may resolve in favor of a distribution in kind instead of or in addition to a cash distribution.

Section 24

Appropriation of Profit

- (1) The net profit shall be distributed evenly among the shareholders, unless the profit is carried forward or the Shareholders' Meeting resolves on a different use.
- (2) Subject to the consent of the Supervisory Board, the Executive Board is authorized to make an interim payment to the shareholders out of the estimated distributable profit in accordance with Section 59 AktG once the fiscal year has expired.
- (3) In the event of a capital increase, the profit participation of new shares may be determined in deviation from Section 60 AktG.