



AUMOVIO SE
Frankfurt am Main

ISIN: DE000AUMOV10

WKN: AUMOV1

**Publication of the resolution and the compensation system for members of
the Executive Board pursuant to Section 120a (2) of the German Stock
Corporation Act (*AktG*)**

The Annual Shareholder Meeting of AUMOVIO SE held on Wednesday, May 13, 2026, approved under Agenda Item 8 (“Resolution on the approval of the remuneration system for the members of the Executive Board”) the remuneration system for the members of the Executive Board developed by the Supervisory Board.

The remuneration system for the members of the Executive Board was approved by the Annual Shareholder Meeting with the following result:

75,332,842	shares for which valid votes were cast	
	(= 75.29 % of the share capital)	
57,930,967	votes in favor	76.90 %
17,401,875	votes against	23.10 %

The remuneration system for the members of the Executive Board is structured as follows:



AUMOVIO SE
Remuneration System
for the Executive Board

Convenience Translation

I. Preamble

Pursuant to Section 120a (1) of the German Stock Corporation Act (*Aktiengesetz, AktG*), the Annual General Meeting of a listed company must approve of the remuneration system for the members of the Executive Board as proposed by the Supervisory Board in the event of any material change, but at least every four years (Say on Pay).

With the presented remuneration system, the Supervisory Board of AUMOVIO SE (hereinafter referred to as "AUMOVIO" or "the Company") has adopted a remuneration system for the Executive Board members of the Company for the first time. This system complies with the requirements of Section 87a (1) of the German Stock Corporation Act and the principles, recommendations and proposal of the German Corporate Governance Code (GCGC) in its version dated April 28, 2022. The remuneration system has also been derived from the strategic orientation of the company, current market practice and general capital market expectations as well as the demands of proxy advisors.

The remuneration system for the members of the Executive Board described below shall apply to all currently appointed Executive Board members as well as to all new appointments and re-appointments as of the date of the intended spin-off of Continental Automotive Technologies GmbH including its direct and indirect subsidiaries as well as shareholdings in AUMOVIO as the receiving legal entity from Continental AG as transferring entity takes effect (hereinafter referred to as the "Spin-Off"). The Spin-Off will become effective upon entry into the commercial register of Continental AG. Between the date on which the Spin-Off takes effect and 31 December 2025, special provisions apply for the short year 2025 (hereinafter Sections 2.1.4., 2.2.3., 3.).

The general principles of the remuneration system are explained below.

II. General principles of the remuneration system

The Executive Board remuneration system contributes significantly to the promotion of the business strategy as well as the long-term and sustainable development of AUMOVIO. It incentivizes the achievement of strategic goals and provides effective incentives for the long-term value-creating development of the Company in the interest of all stakeholders: customers, investors, employees, business partners and the society.

The Company develops leading technologies for software-defined and autonomous vehicles, with expertise in software, architecture platforms and assistance systems. In addition, AUMOVIO equips vehicles worldwide with high-performance computers. Moreover, AUMOVIO offers solutions for passive safety, braking, chassis and motion control systems, as well as display, control, audio and camera technologies. The portfolio is complemented by connectivity technologies and communication solutions for fleet and commercial vehicle manufacturers – for safe, connected and sustainable mobility. In preparation of its independence, the Company has specified its financial ambitions and plans continuous growth in order to continuously increase the long-term and sustainable development and profitability of AUMOVIO. This also includes the development of new technologies and the expansion and implementation of the sustainability strategy. For this reason, the most important key financial performance indicators for the implementation of the business strategy are used in the remuneration system next to sustainability criteria. The appropriateness of the remuneration with regard to the performance of the members of the Executive Board is ensured by a high proportion of variable remuneration components on the one hand and on the other hand by ambitiously set targets as part of the

performance criteria of the variable remuneration components. As a result, a special focus is placed on the relationship between the remuneration of the Executive Board members and the performance (Pay for Performance). In addition to share-based, long-term variable remuneration, this primarily includes a relative performance measurement compared to selected competitors through the relative total shareholder return (TSR). Additionally, the criteria of size, complexity and economic situation of the company are used to assess the marketability of the remuneration.

The Supervisory Board follows the below guidelines in determining the remuneration system:

- ▶ Alignment with the business strategy and promotion of long-term and sustainable development through strategy-derived performance criteria
- ▶ Strong pay-for-performance orientation through high proportion of variable remuneration and ambitiously set performance criteria
- ▶ Focus on sustainability by taking into account key ESG metrics in both variable compensation components
- ▶ Alignment of remuneration with the interests of shareholders and general capital market requirements as well as expectations of proxy advisors and investors
- ▶ Ensuring the consistency of remuneration within Continental Automotive through uniform incentivization of the Executive Board and Executives
- ▶ Simple and understandable design of the remuneration system and easy-to-understand structure

Thereby, it is intended to provide a regulatory compliant, market-aligned and competitive remuneration system for the Executive Board members.

III. Remuneration system at a glance

The following graphic provides a summarizing overview of the Executive Board remuneration:

The remuneration system at a glance

Fixed Remuneration	Fixed Annual Base Salary	- Fixed remuneration paid in twelve equal monthly instalments		
	Fringe Benefits	- In principle insurance benefits, provision of a company car for private use and reimbursement of travel and relocation expenses		
	Cash Pension Allowance	- Cash amount of max. 25% of the fixed annual salary for personal pension provisions		
Variable Remuneration	Performance Bonus (STI)	Type	- Annual bonus	
		Performance criteria	- Performance criteria - 45% Adjusted EBIT Margin - 45% Adjusted Free Cash Flow (FCF) - 10% Sustainability criteria (target achievement: each 0-200%) - Personal Contribution Factor (PCF) - Individual or collective (measurable) goals (range: 0-81.2)	
		Cap	- 200% of target amount	
		Payout	- In cash	
	Long Term Incentive (LTI)	Type	- Virtual performance share plan	
		Term	- Four years (three years of performance measurement and additional year of share price performance)	
		Performance Criteria		- 50% Relative Total Shareholder Return - 30% Adjusted ROCE - 20% Sustainability criteria (target achievement: each 0-200%)
			Cap	- 200% of target amount
		Payout	- After four-year term in cash	
Malus/Clawback		- Compliance Malus - Compliance und Restatement Clawback		
Share Ownership Guideline (SOG)		- CEO: 200% of the fixed annual base salary - Other Executive Board members: 100% of the fixed annual base salary - Holding period for duration of Executive Board appointment plus additional two years		
Maximum Compensation purs. to Sect. 87a Stock Corporation Act		- CEO: 8 million € - Other Executive Board members: 4 million €		

1. Components of the remuneration system

The remuneration system comprises fixed, non-performance-related as well as variable, performance-related remuneration components, the sum of which determines the total remuneration of the members of the Executive Board. The fixed remuneration components include the fixed annual salary, fringe benefits and the pension allowance.

The variable, performance-related remuneration components comprise a short-term compensation component (Performance Bonus / Short Term Incentive - STI) and a long-term compensation component (Long Term Incentive - LTI). Prior to the beginning of each fiscal year, the Supervisory Board determines the variable compensation target criteria with a view to the strategic goals, the requirements of Sections 87 and 87a of the German Stock Corporation Act and the GCGC in its respective versions, whose degree of achievement determines the amount of the actual payout.

The remuneration of the members of the Executive Board is thus geared towards the long-term and sustainable development of the Company. The variable remuneration is largely

based on a multi-year assessment. In addition, non-financial target criteria that foster a sustainable development of the Company apply for the members of the Executive Board.

In addition, other key regulations have been implemented in the compensation system, such as the possibility of a sign-on bonus, malus and clawback regulations, Share Ownership Guidelines (SOG) and the maximum compensation required by law.

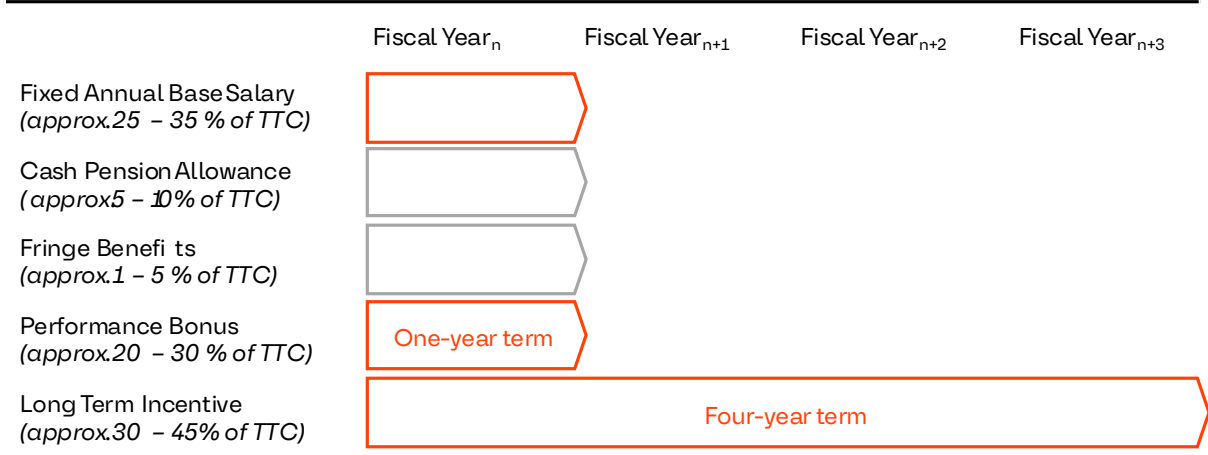
2. Structure of the target total compensation

The sum of the fixed annual salary, the target amount of the STI and the target amount of the LTI as well as fringe benefits and pension allowance determine the target total remuneration.

To ensure that the remuneration system is aligned with the principle of pay for performance, the majority of the target total remuneration consists of variable remuneration components. In addition, the majority of the variable remuneration components is share-based and underlies a multi-year assessment of performance criteria. This aligns the remuneration structure with the sustainable and long-term development of the Company and ensures that the variable remuneration resulting from the achievement of long-term targets exceeds the proportion of short-term targets, thereby aligning the interests of the Management Board with those of the shareholders.

The share of the fixed annual salary in the target total remuneration is around 25 - 35 %. The share of the STI is around 20 - 30 % of the target total remuneration. The share of the LTI accounts for around 30 - 45 % of the target total remuneration. As a further component of the target total remuneration, the pension allowance amounts to 5 - 10 % of the target total remuneration. Fringe benefits (excluding any compensatory payments to newly appointed Executive Board members) regularly account for an average of around 1 - 5% of the target total compensation. The relative proportions of fringe benefits shown may differ slightly in the future due to the development of the costs of contractually agreed fringe benefits.

Terms of the remuneration components and structure of the Total Target Remuneration (TTR)



3. Maximum compensation

In order to ensure a balanced opportunity-risk-profile and a respective incentivization effect of the remuneration system, the variable remuneration components are designed in such a way that, on the one hand, payments can be set to zero in full, and, on the other

hand, maximum amounts (caps) are defined for both the STI and the LTI. In each case, the cap is 200% of the target amount.

In addition, the Supervisory Board has determined maximum compensation levels for the members of the Executive Board in accordance with Section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act. The maximum remuneration comprises all payments for fixed remuneration components in the form of the fixed annual salary, any sign-on bonus to be paid (Section IV.4), the fringe benefits (or their value) and the pension allowance as well as payments from the variable remuneration components. The Spin-Off Bonus pursuant to Section IV.3 is not subject to the maximum compensation, as it is granted for a time period prior to the remuneration system becoming effective. The same applies to the special sign-on bonus that was granted to a member of the Executive Board prior to the Spin-Off by separate agreement as part of the conclusion of the Executive Board service agreement. The maximum compensation limits the remuneration payments granted for a fiscal year, regardless of the actual payout date. The maximum compensation for the Chair of the Executive Board is €8 million and for the other members of the Executive Board €4 million.

IV. Remuneration system in detail

1. Fixed remuneration components

1.1. Fixed annual salary

The fixed annual salary is a fixed remuneration for the entire financial fiscal year, which is paid in twelve equal monthly instalments.

1.2. Fringe Benefits

Each member of the Executive Board is also eligible for fringe benefits in line with market practices. These include the provision of a company car that may also be used for private purposes, the reimbursement of travel expenses and, if applicable, relocation costs and expenses for having to maintain a second domicile, a regular health check, accident insurance, the employers' liability insurance association contribution including any income tax attributable to it, as well as health and long-term care insurance contributions based on Section 257 of Book V of the German Social Code (*Sozialgesetzbuch, SGB*) and Section 61 of Book XI German Social Code.

In addition, coverage of a financial loss liability insurance (D&O insurance) with a deductible in accordance with Section 93 (2) sentence 3 of the German Stock Corporation Act applies for the Executive Board members.

1.3. Pension Allowance

The members of the Executive Board are granted a pension allowance in cash for personal pension provisions in an amount of a maximum of 25% of the respective fixed annual salary. The pension allowance is paid once a year and is calculated on a pro-rated basis in the event of an entry or exit during the year. There is no company pension scheme.

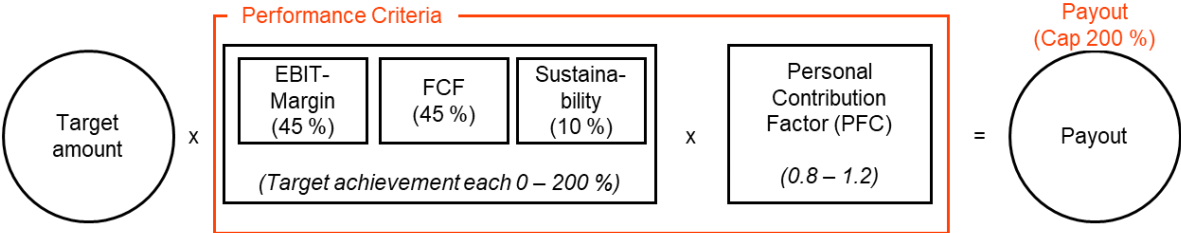
2. Variable remuneration components

2.1. Short Term Incentive (Performance Bonus - STI)

2.1.1. Functionality

As a variable remuneration component, the STI incentivizes for the implementation of AUMOVIO's annual operating targets. The payout depends on the overall achievement of the defined performance criteria and can range between 0% and 200% of the individual target amount agreed with the respective Executive Board member as part of the service agreement. Thus, it is also possible that no STI is paid.

Functionality of the Performance Bonus (STI)



2.1.2. Performance

The choice of performance criteria is intended to incentivize the members of the Executive Board for value-creation and to achieve or exceed the set targets. The STI payout amount depends on the extent to which an Executive Board member achieves the targets as determined by the Supervisory Board for this member of the Executive Board. The achievement of STI targets is measured by the financial performance criteria adjusted EBIT margin (45 % weighting) and adjusted free cash flow (FCF) (45 % weighting) as well as sustainability criteria (10 % weighting), which are linked additively. The achievement of the performance criteria is multiplied by the Personal Contribution Factor (PCF).

a. Adjusted EBIT margin

The adjusted EBIT margin is defined as adjusted EBIT as a percentage of adjusted sales. Adjusted EBIT corresponds to earnings before interest and taxes (EBIT) adjusted for depreciation and amortization of intangible assets from purchase price allocation (PPA), changes in the scope of consolidation and special items. Adjusted sales are defined as sales adjusted for changes in the scope of consolidation. As part of the STI, the adjusted EBIT margin is used to measure operating profitability independently of special items and to incentivize the Executive Board to further increase this profitability. Special items that are eliminated in the calculation of the adjusted EBIT include:

- Impairment on goodwill, other intangible assets, property, plant and equipment, and investment property,
- Income and expenses from restructuring measures,
- Restructuring-related burdens,
- Severance payments,
- Capital gains and losses from disposals of entities and business units,

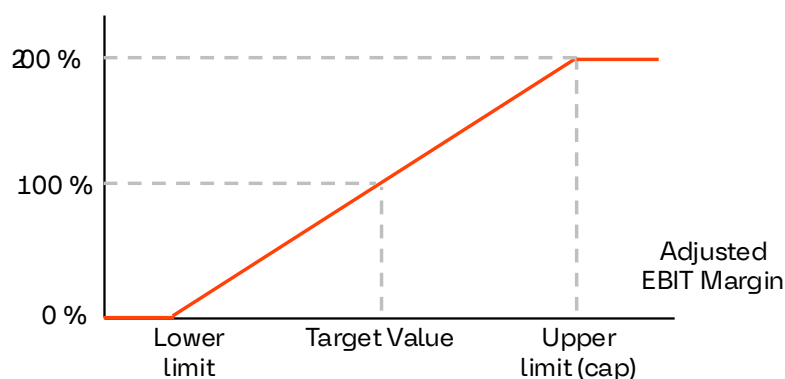
- Other material special circumstances arising from extraordinary events. These include one-off effects from acquisitions and divestments of entities and business units or significant changes in the corporate structure (integration costs, carve-out costs, negative goodwill, purchase price refunds, valuation effects).

The adjusted EBIT margin is one of AUMOVIO's key internal performance indicators and is published in the annual report as well as in other financial communications. The adjusted EBIT margin is measured in comparison to the prior year to incentivize year-over-year increases in operating profitability.

During a fiscal year, the Audit Committee reviews the underlying adjustments of the adjusted EBIT margin as part of its regular meetings. At the end of the fiscal year, it recommends to the Supervisory Board the adjusted EBIT margin to be used as a basis for determining the STI target achievement achieving, taking into consideration the adjustments made. As may be necessary, it recommends to the Supervisory Board the inclusion and/or exclusion of special items and their respective value. Based on the recommendation of the Audit Committee, the Supervisory Board determines adjusted EBIT margin to be used as a basis for the compensation of the Executive Board and based on which the STI target achievement is calculated.

The performance criterion adjusted EBIT margin shall reflect the Executive Board members' overall responsibility for the Company and foster cooperation between the business areas on the one hand and can on the other hand reflect the independent management of the respective business areas. For this reason, for an Executive Board member with group responsibility (e.g. Chair of the Executive Board, Chief Financial Officer), the adjusted EBIT margin target achievement is determined based on the AUMOVIO group figure only. For an Executive Board member with business area responsibility, the target achievement of the performance criterion adjusted EBIT margin can be measured using 100% AUMOVIO group figure or each 50% the figure determined for the AUMOVIO group and for the business segment.

For the determination of the target achievement of the EBIT margin and at the beginning of a fiscal year, the Supervisory Board determines a target value and the thresholds (lower and upper limits) for AUMOVIO group or the business areas, taking into account the actual figures. The target achievement can range between 0 % and 200 %. The degree of target achievement is calculated linearly between the lower limit (threshold) and the target value as well as the target value and the upper limit (cap) by comparison with the respective actual figure for the fiscal year.

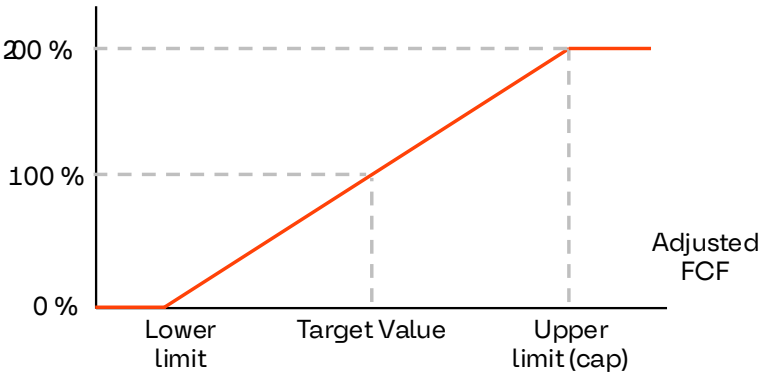


b. Adjusted free cash flow

The adjusted free cash flow as a second financial performance criterion reflects another key performance indicator of AUMOVIO and is used to assess financial efficiency. Adjusted free cash flow is cash flow before financing activities, adjusted for cash inflows/outflows from sales and acquisitions of entities and business units in order to be able to compare financial efficiency independently between periods by eliminating special items.

The target achievement of the performance criterion of adjusted free cash flow is measured by the free cash flow of the AUMOVIO group for all members of the Executive Board.

To determine the target achievement of adjusted free cash flow, the Supervisory Board sets a target value and the thresholds (lower and upper limits) at the beginning of the respective fiscal year. The target achievement can range between 0 % and 200 %. The degree of target achievement is calculated linearly between the lower limit (threshold) and the target value as well as the target value and the upper limit (cap) by comparison with the respective actual figure for the fiscal year.



c. Sustainability criteria

Due to the central importance of the area of sustainability at AUMOVIO, sustainability criteria are implemented as part of the STI in addition to the financial performance criteria. The range of target achievement is also 0 % to 200 %. At the beginning of a fiscal year, the Supervisory Board determines one or more sustainability criteria that are critical for AUMOVIO and that are derived from the Company’s strategy and materiality analysis, as well as their weighting in relation to each other within the STI framework.

The achievement of the sustainability KPIs is measured for all members of the Executive Board on the basis of the AUMOVIO group.

When determining the sustainability criteria, the Supervisory Board pays particular attention to the data availability at group level, data quality and its comparability over time, but also to the ability to influence the target achievement by the respective managerial performance. In addition, the achievement of targets should be verifiable as part of the audit of the Company's non-financial statement or sustainability report. In addition, the Supervisory Board ensures that the sustainability criteria of the STI and LTI complement each other in the best possible way to ensure no double consideration is applied.

d. Personal Contribution Factor (PCF)

The Personal Contribution Factor (PCF) gives the Supervisory Board another opportunity to take into account the individual or collective performance of the Executive Board based

on further performance criteria that are decisive for the implementation of the company strategy, e.g. in the areas of:

- Market development and customer orientation (e.g. new markets, new product or customer segments),
- Implementation of transformation plans (e.g. Spin-Off, portfolio adjustment, re-organization, efficiency improvement, strategic alliances),
- Organizational and cultural development (e.g., promotion of company values, agility and ownership, strengthening internal cooperation and communication, succession planning, employer brand),
- Environmental protection, social aspects and governance.

These performance criteria may be determined by the Supervisory Board before the beginning of a fiscal year. If so, the Supervisory Board ensures that the criteria defined within the framework of the PCF are comprehensible and verifiable. At the end of the fiscal year, the Supervisory Board assesses the performance of the individual Executive Board member on the basis of the determined criteria and sets a PCF value between 0.8 and 1.2.

If the Supervisory Board has not determined any performance criteria for a member of the Executive Board within the framework of the PCF for a fiscal year, the PCF value is 1.0.

2.1.3. Payout

At the end of a fiscal year, the weighted target achievement from the performance criteria adjusted EBIT margin, adjusted free cash flow and sustainability is multiplied by the individual target amount. This result, in turn, is multiplied by the determined value of the PCF, which establishes the total gross STI amount. This amount is paid out in cash to the members of the Executive Board at the end of a fiscal year. The maximum payout is 200 % of the individual target amount.

2.1.4. Special STI regulation for 2025

For the duration of the so-called short year between the date on which the spin-off becomes effective and 31 December 2025, the following regulation deviating from the above paragraphs applies to the STI for the short year:

In addition to the Personal Contribution Factor (PCF), the achievement of targets in the STI is measured exclusively (100 % weighting) by the adjusted EBIT margin performance criterion. The target achievement in the adjusted EBIT margin for each Executive Board member is measured based on the figure determined for AUMOVIO group, even if the respective Executive Board member is responsible for a business area. The other two performance criteria (adjusted free cash flow and sustainability) do not apply. The target amount of the STI for the short year is calculated on a *pro rata temporis* basis reflecting the duration of the short year.

2.1.5. No special or recognition bonus

Without prejudice to the provision in Section 87a (2) sentence 2 of the German Stock Corporation Act (see Section VII), the Supervisory Board cannot grant a special or recognition bonus. The only possibility is granting a sign-on bonus as compensation in lieu of financial losses with a view to the previous employment (see Section IV.3.).

2.2. Long Term Incentive (LTI)

2.2.1. Functionality

The long-term variable compensation is designed as a virtual performance share plan with a four-year term. The performance shares are allocated in rolling annual tranches.

Based on the respective LTI target amount as agreed with the respective Executive Board member in their service agreement, the Executive Board members are allocated a preliminary number of virtual shares (Basic Stock). The number of preliminarily allocated virtual shares is determined based on the LTI target amount, which is divided by the average closing price of the AUMOVIO share in Xetra trading platform on the Frankfurt Stock Exchange in the last 30 trading days before the start of the term.

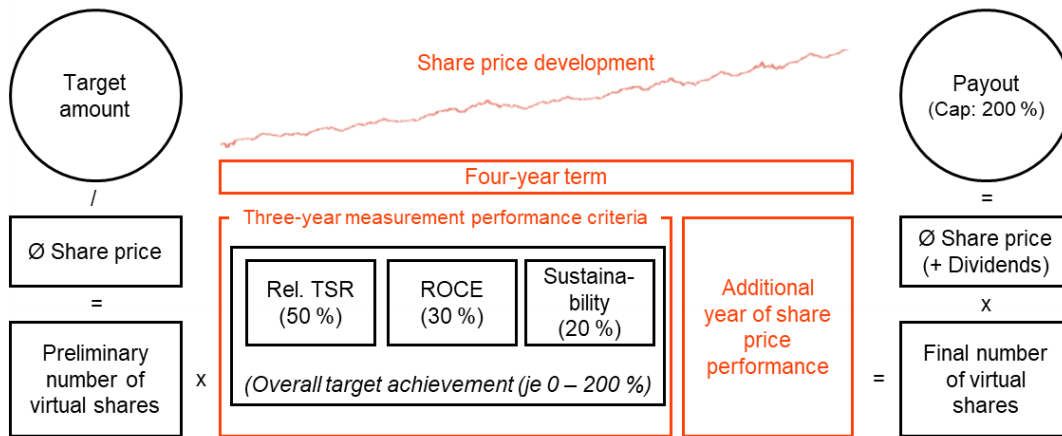
The payout of the virtual shares depends on three performance criteria (relative total shareholder return (TSR), adjusted return on capital employed (ROCE) and sustainability criteria) as determined in advance by the Supervisory Board and measured over a period of three years, as well as on the performance of the AUMOVIO share price over a period of four years. The Supervisory Board examines the achievement of the performance criteria based on the audited consolidated financial statements and the non-financial statement of the AUMOVIO group for the third fiscal year of the term of the LTI. The range of possible target achievement for all performance criteria is 0 % to 200 %.

Depending on the overall attainment of the performance criteria, the virtual shares preliminarily allocated at the start of the term will be converted into the final number of virtual shares after three years. For this purpose, the overall target achievement is firstly determined by adding up the weighted target achievement of the financial performance criteria (relative TSR and ROCE) and the weighted target achievement of the sustainability performance criteria. Multiplying the Basic Stock of virtual shares by the total target achievement results in the final number of virtual shares (Final Stock).

At the end of an additional year, the payout is determined by multiplying the Final Stock by the payout price. The payout price corresponds to the sum of the average closing price of the AUMOVIO share in Xetra trading on the Frankfurt Stock Exchange in the last 30 trading days before the end of the four-year term and the dividends paid per share during the four-year term.

The final payout amount is capped at 200% of the individual LTI target amount. LTI payments will be made at the end of the entire term of a tranche and thus more than four years after the start of the plan.

Functionality of the Long Term Incentive (LTI)



2.2.2. Performance

The overall target achievement of the performance criteria is measured by 50% relative TSR, 30% adjusted ROCE and 20% sustainability criteria.

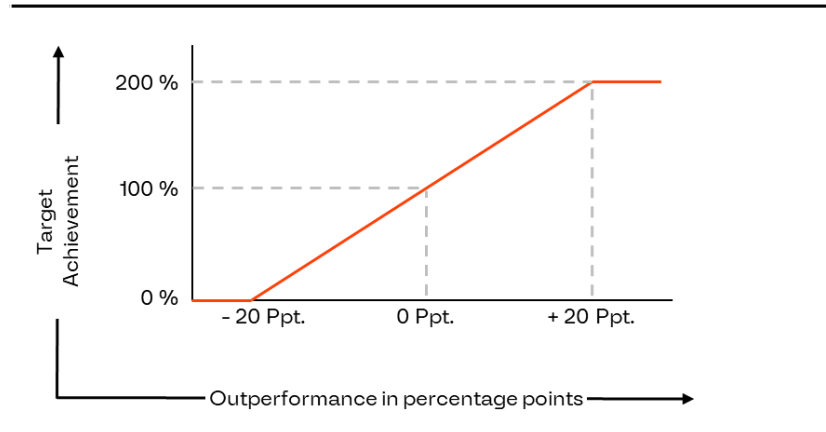
a. Relative Total Shareholder Return (Relative TSR)

The relative TSR is measured by the performance of the AUMOVIO share compared to the performance of the STOXX® Europe 600 Automobiles & Parts (WKN: A1CRF2; ISIN: CH0102633101) (hereinafter referred to as the "Peer Group Index"). With the relative TSR, a performance target is used which largely reflects shareholder interests and which incentivizes outperformance on the capital market compared to relevant competitors.

The relative TSR is determined based on a comparison to peer companies and expressed as the difference in percentage points between the TSR of the AUMOVIO share and the TSR of the Peer Group Index. In order to compensate for possible short-term share price fluctuations, the average closing price of the last 30 trading days before the start of the term and of the last 30 trading days before the end of the third year of the term are used.

If the TSR of AUMOVIO corresponds to the TSR of the Peer Group Index, the degree of target achievement is 100 %. If the TSR of AUMOVIO is 20 percentage points or more above the TSR of the Peer Group Index, the target achievement level is 200 %. If the TSR of AUMOVIO is 20 percentage points below the TSR of the Peer Group Index, the degree of target achievement is 0 %. The achievement of goals in the range of values between these points is determined by linear interpolation.

Relative TSR: Target achievement curve



The Supervisory Board can adjust the Peer Group Index for measuring the relative TSR if necessary. For example, instead of the STOXX® Europe 600 Automobiles & Parts, the Supervisory Board can also use another appropriate industry index or an individually compiled peer group consisting of competitors. An adjustment of the Peer Group Index during the term of an respective tranche is only possible if the Peer Group Index defined at the beginning of the respective term can no longer be used, for example because it is no longer available.

The Supervisory Board shall determine appropriate arrangements in the event of changes in AUMOVIO's share capital, the stock exchange listing of AUMOVIO shares or the Peer Group Index that have a material impact on AUMOVIO's TSR or the TSR of the Peer Group Index.

b. Adjusted Return on Capital Employed (ROCE)

Adjusted ROCE represents the adjusted return on capital employed and refers to the ratio of EBIT (adjusted for impairments on goodwill and capital gains and losses on disposals of entities and business units) to average operating assets (hereinafter: "adjusted ROCE"). The use of adjusted ROCE as a performance criterion in the LTI provides incentives to increase capital efficiency.

At the beginning of a tranche, the Supervisory Board determines a target value as well as a lower and upper limit based on which a target achievement of between 0 % and 200 % can be achieved. The target achievement in the value range between these points is determined by linear interpolation. The target achievement is reviewed after the expiry of three years of the term and based on the audited consolidated financial statements for the third fiscal year of the respective tranche. The target achievement is determined by comparing the actual ROCE value on 31 December of the third year of the term with the target value set by the Supervisory Board for the respective tranche.

c. Sustainability metrics

Sustainability is a high priority for AUMOVIO's business activities and is an integral part of the company strategy. Against this background, sustainability criteria within the LTI are additively linked to the other performance criteria and have a weight of 20 %. This is intended to create even stronger incentives for long-term and sustainable growth of AUMOVIO.

When determining the sustainability criteria, the Supervisory Board considers AUMOVIO's sustainability strategy, goals and ambitions, and also takes into account their successive further development.

Before the start of the term of a tranche, the Supervisory Board determines measurable and quantifiable sustainability criteria. Generally, the Supervisory Board selects between one and up to four sustainability criteria per tranche. The respective criteria are derived from

AUMOVIO's company or sustainability strategy as well as materiality analysis and are relevant for their promotion and implementation strategies. If several sustainability criteria are selected, the Supervisory Board also determines their weighting in relation to each other before the start of the term of a tranche. The sustainability criteria can relate to one or more of the areas environment, social and corporate governance. When determining the sustainability criteria, the Supervisory Board particularly considers the data availability at group level, data quality and its comparability over time, but also to the ability of management performance to influence the achievement of the targets. In addition, the target achievement should be verifiable as part of the audit of the company's non-financial statement or sustainability report. In addition, the Supervisory Board ensures that the sustainability criteria of the STI and LTI complement each other in the best possible way to ensure no double consideration is applied.

For each sustainability criterion, the Supervisory Board determines a target value that corresponds to a target achievement of 100 %, as well as a lower limit that corresponds to a target achievement of 0 % and an upper limit that corresponds to a target achievement of 200 %. The target achievement in the value range between these points is determined by linear interpolation.

2.2.3. Special LTI regulation for 2025

For the duration of the so-called short year between the date on which the spin-off becomes effective and 31 December 2025, the following regulation deviating from the above paragraphs applies to the LTI for the short year:

The calculation of the Basic Stock of the virtual shares is based on the arithmetic average of the closing prices of the AUMOVIO share in XETRA trading on the Frankfurt Stock Exchange in the first three months since and including the initial listing. The same applies to the calculation of the TSR of the AUMOVIO share at the beginning of the term. The same consideration applies *mutatis mutandis* to the Peer Group Index at the beginning of the term.

In addition, there is no separate definition of sustainability criteria. Instead, a target achievement of 100% is assumed. The LTI target amount for the short year is calculated *pro rata temporis* based on the duration of the short year.

3. One-Time Spin-Off Bonus

Each Executive Board member, who, at the time the spin-off of the Continental Automotive Technologies GmbH to under AUMOVIO in 2025, as planned by Continental AG takes effect, is appointed, receive a one-time Spin-Off Bonus, which is designed to incentivize a contribution to the mid- to long-term success of the future AUMOVIO group. The Spin-Off Bonus consists of the payment of a certain gross amount in two tranches. The Executive Board member must invest the respective net amount in AUMOVIO shares upon payment. The target total value of the gross amount for both tranches equals to half of the fixed annual salary of the respective Executive Board member. 50% of the target total value of the gross amount (equivalent to 1/4 fixed annual salary) will be paid out upon the initial public offering of the AUMOVIO shares ("Tranche 1"), with the holding period for the

shares to be acquired under Tranche 1 being three years from the date of acquisition of the shares. A second payment will be made with the next payroll cycle, or latest the cycle following such cycle, after the expiry of 18 months after the initial public offering of the AUMOVIO shares ("Tranche 2"), whereby the gross payout amount of Tranche 2 is based on the AUMOVIO share price development. If the final share price (average of the last 30 trading days before the end of the 18-month period) corresponds to the starting share price (four-month average after initial listing on the stock exchange), a further 50% of the target total value will be paid out (corresponds to 1/4 fixed annual salary). If the final share price has doubled compared to the starting share price, twice the target total value will be paid out (equivalent to one fixed annual salary). If the final share price is half as high compared to the starting share price, 1/16 of the fixed annual salary is paid. A payment of less than 1/16 or more than one fixed annual salary is not possible. The holding period with respect to the shares to be acquired under Tranche 2 is three years from the date of acquisition of the shares.

The acquisition of shares is processed independently by an Executive Board member in compliance with the applicable legal provisions, in particular the legal regulations on insider trading and Director's Dealings (Art. 7 et seq., Art. 19 Market Abuse Regulation) and within a defined period of time after settlement and transfer of the amount. The acquired shares from Tranche 2 will be credited toward the obligation of the Executive Board member to acquire shares in AUMOVIO in accordance with the Share Ownership Guideline, the acquired shares from Tranche 1 will not be taken into account.

4. Sign-On Bonus

For the recruitment of qualified candidates for the Executive Board, the Supervisory Board may grant a sign-on bonus to Executive Board members who are initially appointed. This can serve both to compensate in lieu of forfeited remuneration with the previous employer due to a transfer to AUMOVIO (e.g. long-term variable remuneration allocations) and to create an additional incentive for a transfer to AUMOVIO.

5. Share Ownership Guideline

To safeguard an even greater alignment with shareholder interests, each Executive Board member is obliged to invest a minimum amount in AUMOVIO shares and to hold such shares throughout the respective term in the office as Executive Board member, and two additional years after the expiry of the Executive Board appointment and termination of the service agreement. The minimum amount to be invested by a member of the Executive Board is determined based on the respective agreed gross fixed annual salary. The minimum amount corresponds to 200 % of the fixed annual salary for the Chairman of the Executive Board and 100 % of the fixed annual salary for other members of the Executive Board. An initial four-year build-up period, which begins with the appointment of the respective member to the Executive Board, but not before the start of the term of the respective service agreement and the commencement of share trading, allows the members of the Executive Board to acquire the necessary shares over time. For the measurement of fulfillment of the shareholding obligations, all shares held by the Executive Board members will be taken into account, with the exception of the shares acquired from Tranche 1 of the Spin-Off Bonus. For the duration of the holding obligation, a member of the Executive Board may neither pledge nor otherwise dispose of the AUMOVIO shares as acquired in accordance with the Share Ownership Guideline.

6. Malus and clawback regulations

Within the framework of the contractual agreements, so-called malus or clawback regulations are implemented.

6.1 Compliance malus and clawback regulation

If a member of the Executive Board, in his or her function as an Executive Board member, demonstrably and knowingly commits a gross violation of one of his or her duties of care within the meaning of Section 93 of the German Stock Corporation Act, a fundamental principle of conduct as part of the internal guidelines issued by the Company or one of his or her other duties agreed under the service agreement, the Supervisory Board may, at its reasonable discretion, reduce or set to zero the STI granted for the fiscal year in which the gross violation occurred. The same applies to an LTI grant if the gross violation took place in the first fiscal year of its term (compliance malus regulation).

If the STI and/or LTI have already been paid out at the time of the decision to reduce, the Supervisory Board may, at its discretion, reclaim the net payout amounts the Executive Board member received in excess pursuant to the reduction decision (compliance clawback regulation). In addition, in this case, the Company is entitled to offset against other remuneration entitlements of the Executive Board member.

6.2 Restatement Correction and Restatement Clawback

In case it occurs that the data on which the determination of the STI and/or LTI is based was incorrect, e.g. in the case of erroneous consolidated financial statements or in case of other calculations or evaluations relevant to the amount of variable remuneration are incorrect, the Supervisory Board may correct the determination of all elements of the variable remuneration on which the erroneous data was based accordingly (restatement correction). If the STI and/or LTI have already been paid out at the time of a restatement correction, the Supervisory Board may, at its reasonable discretion, reclaim the excess net payout amounts received from the respective Executive Board member (restatement clawback). In addition, in this case, the Company is entitled to offset against other remuneration entitlements of the Executive Board member.

6.3 Claims for damages

Any claims for damages by AUMOVIO against the Executive Board member, in particular arising from Section 93 (2) of the German Stock Corporation Act, remain unaffected by the agreement on a malus, restatement or clawback provision.

V. Remuneration-related legal transactions

1. Duration of service agreements

The Supervisory Board observes the requirements of Section 84 of the German Stock Corporation Act and the recommendations of the GCGC when appointing Executive Board members and for the term of Executive Board service agreements. In the case of an initial appointment to the Executive Board, the term of appointment and the term of the service agreement usually equal to three years. For re-appointments or extensions of the term of office, the maximum term of the service agreement is five years. The Supervisory Board may agree an Executive Board member, whose appointment as a member of the Executive Board is temporarily revoked pursuant to Section 84 (3) of the German Stock Corporation Act with assurance of reappointment (pause in office), that this Executive Board member

will continue to receive certain remuneration components throughout the interruption of their term of office.

The service agreements do not provide for the possibility of an ordinary termination; the mutual right to an extraordinary termination of the service contract for good cause remains unaffected. If an Executive Board member becomes permanently incapacitated to work during the term of the service agreement, the service agreement ends on the day on which the permanent incapacity to work is determined.

2. Early termination of the employment contract

In the event of an early termination of the service agreement without good cause, any agreed payments to the Executive Board member, including fringe benefits, may not exceed the value of two years' remuneration (severance pay cap) or the value of the remuneration for the remaining term of the service agreement. The determination of the severance pay cap is based on the total remuneration for the past fiscal year and, if applicable, also on the expected total remuneration for the current fiscal year.

If the service relationship of an Executive Board member ends without good cause before the expiry of an LTI tranche, the member of the Executive Board is entitled to a reduced LTI, *pro-rated* until the end of the service relationship.

In the event of an early or regular termination of the service agreement, both the STI and the payout from the LTI will not be paid out early, but in line with the agreed point in time. There will be no early payout.

If the service relationship ends for good cause for which the Executive Board member is responsible, all compensation entitlements from the STI or LTI become fully void.

3. Post-contractual non-compete clause

A post-contractual non-competition period of up to two years is agreed with the members of the Executive Board. For this period, an appropriate compensation (*Karrenzentschädigung*) is granted in the amount of annually 50% of the last contractually agreed benefits. The pension allowance is not considered here. Any severance payment is to be offset against the compensation for non-competition periods.

4. Change of control

The remuneration system does not provide for any special provisions in the event of a change of control or severance payment provisions.

5. Secondary employment and crediting of remuneration

Secondary activities must be reported to the Supervisory Board before the commencement of the activity. They require the prior approval of the Supervisory Board to the extent that the interests of the Company may be affected by the secondary activity. The same

applies to the assumption of mandates or comparable functions in companies outside the group.

If a member of the Executive Board holds a mandate in a Group company, any separate remuneration paid for such a mandate will be offset against the remuneration of the Executive Board.

When exercising a mandate outside the Group, the Supervisory Board decides on a case-by-case basis at its dutiful discretion whether and to what extent this remuneration is to be offset against the remuneration of the Executive Board. Particular consideration is given to the extent to which the activity is in the interest of the company or the member of the Executive Board.

VI. Procedure for determining, reviewing and implementing the remuneration system and for determining and reviewing the remuneration levels

1. Determination and implementation as well as review of the remuneration system

The Supervisory Board determines the system for the remuneration of the members of the Executive Board in accordance with the legal requirements of Sections 87 (1) and 87a (1) of the German Stock Corporation Act. The Supervisory Board is supported by its Presiding Committee. Taking into account the guidelines presented above and the recommendations of the GCGC in its current version, the Presiding Committee develops recommendations on the remuneration system for Executive Board members which the Supervisory Board will discuss in detail as part of its decision process. If deemed necessary, the Presiding Committee and the Supervisory Board can appoint external advisors, who may change from time to time. When mandating any such, their independence from the Supervisory and the Company is paid attention to. The applicable provisions of the German Stock Corporation Act and the GCGC as well as the rules of procedure of the Supervisory Board for addressing conflicts of interest within the Supervisory Board are also complied with in the process of determining, implementing and reviewing the remuneration system.

The remuneration system as resolved by the Supervisory Board will be submitted to the Annual General Meeting for approval. If the Annual General Meeting does not approve of the remuneration system submitted for vote, a revised remuneration system will be submitted for resolution latest at the following Annual General Meeting in accordance with Section 120a (3) of the German Stock Corporation Act.

The Presiding Committee prepares the regular review of the remuneration system for Executive Board members. If necessary, it recommends changes to the system to the Supervisory Board. In the event of any material change to the remuneration system, but at least every four years, the remuneration system is submitted to the Annual General Meeting for approval in accordance with Section 120a (1) sentence 1 of the German Stock Corporation Act.

2. Determination and appropriateness of the specific target total remuneration

In accordance with the remuneration system, the Supervisory Board determines the target total compensation level per individual Executive Board member. The basis for this is the respective remuneration is commensurate to the responsibilities and performance of the Executive Board member as well as to the situation of the Company, does not exceed the market-aligned remuneration level without special reasons and is geared

towards the long-term and sustainable development of AUMOVIO. For assessing customary practice, the Supervisory Board applies both a horizontal and a vertical comparison.

2.1. Horizontal comparison

In the context of the horizontal comparison of the individual target total remuneration, taking into account the criteria of country, size and industry against the background of AUMOVIO's market position, in particular DAX and MDAX companies are used as comparison group. In addition, international peer companies that are comparable to AUMOVIO in size and industry and serve as relevant competitors can also be used. The peer group for the horizontal comparison is transparently disclosed in the compensation report.

2.2. Vertical comparison

When determining the individual target total remuneration of the Executive Board members, the Supervisory Board considers the remuneration and employment conditions of AUMOVIO's workforce. Therefore, the Supervisory Board conducts a vertical comparison based on the average remuneration level of senior management and the average remuneration level of the general workforce of AUMOVIO. According to the definition of the Supervisory Board, the senior management comprises the management levels below the AUMOVIO Executive Board within the AUMOVIO group, which belong to the circle of senior executives in line with the internal job grading system. The general workforce includes the group of executives, which is also defined in line with the internal job grading system, as well as non-tariff employees and tariff employees covered by collective bargaining agreements.

In addition to the relationship between the Executive Board remuneration and the comparison groups, the Supervisory Board also considers how this relationship has developed within prior years as part of its review.

In the event of significant shifts in the relationship between the remuneration of the Executive Board and the comparison groups, the Supervisory Board examines the causes and, in case of the absence of objective reasons, adjusts the remuneration of the Executive Board .

In addition, the Supervisory Board ensures that the remuneration system of the Executive Board on the one hand and the remuneration system of the senior management on the other, in particular with regard to the variable remuneration components, provide equalized incentives and that the systems are thus aligned. For example, the consistency of the remuneration system with regard to structure and methodology is a central criterion within the group compensation strategy.

3. Differentiation according to requirement profile

When determining the target total remuneration, the Supervisory Board may consider the function and area of responsibility of the individual member of the Executive Board. At the reasonable discretion of the Supervisory Board, function-specific differentiation, taking into account criteria such as best market practices, experience of the respective Executive Board member and the Executive Board area of responsibility is therefore permissible.

VII. Consideration in the event of extraordinary developments and temporary deviations from the remuneration system

1. Consideration of extraordinary developments

In accordance with the recommendation of the GCGC, the Supervisory Board reserves the right, at the prior suggestion of the Presiding Committee, to take appropriate account of material extraordinary developments in the context of variable remuneration. In rare special situations, this can lead to both an increase and a decrease in the target achievement and thus the respective payouts of the variable remuneration.

Extraordinary developments, in this sense, exist if circumstances have occurred that were not foreseeable at the time the target values were set and thus render them invalid. General positive or negative market trends are expressly not considered extraordinary developments.

In the event of an adjustment of the variable remuneration payments, information on the adjustments shall be provided in the remuneration report for the following year, including a corresponding explanation of the reasons.

2. Temporary deviations from the remuneration system

Pursuant to Section 87a (2) sentence 2 of the German Stock Corporation Act, the Supervisory Board has the right to temporarily deviate from the remuneration system in case as far as this is appropriate and deemed necessary in the interest of the long-term well-being of the Company; the remuneration of the Executive Board member continues to be geared towards the sustainable and long-term development of the Company and if the financial capacity of the Company is not impaired. This is particularly the case if the long-term profitability of the company is impaired or in the event of exceptional and far-reaching impairments of the economic conditions (e.g. due to a severe economic or financial crisis or war) that render the original target criteria and/or financial incentives of the remuneration system obsolete, if these or their concrete effects are not foreseeable. General positive or negative market developments do expressly not constitute such impairments.

The components of the remuneration system from which deviations can be made are the procedure, the provisions on the remuneration structure as well as the individual remuneration components, including the payouts resulting from them. If an adjustment of the existing remuneration components is not sufficient to restore the incentivization effect of the Executive Board member's remuneration, subject to the same conditions, the Supervisory Board is entitled to grant additional remuneration components or offer the promise of additional remuneration components in the event of such developments.

A deviation from the remuneration system or addition to the remuneration components is only possible through an associated Supervisory Board resolution upon prior proposal of the Presiding Committee, which determines the necessity of a deviation or addition as well as the reasoning behind.

In the event of a temporary deviation from the remuneration system, the remuneration report for the following year shall provide information on such deviations, including an explanation as to why such deviations were deemed necessary, and an indication of the specific elements of the remuneration system from which deviations have been made.
