

**SCHAEFFLER**

**Invitation  
to the Annual General Meeting of  
Schaeffler AG on April 24, 2019**

*This is a convenience translation of the German language invitation to the annual general meeting of Schaeffler AG, which is provided to English-speaking readers for informational purposes only. Only the German version of this document is legally binding on Schaeffler AG. No warranty is made as to the accuracy of this translation and Schaeffler AG assumes no liability with respect thereto.*

**Schaeffler AG**  
Herzogenaurach

ISIN (common shares): DE000SHA0019 (WKN SHA001)  
ISIN (common non-voting shares): DE000SHA0159 (WKN SHA015)

We hereby invite our shareholders to attend the annual general meeting taking place on

Wednesday, April 24, 2019, 11:00 (CEST)

at the Frankenhalle of the NürnbergMesse GmbH, Exhibition Center, 90471 Nuremberg.

## Agenda

### 1. Presentation of the adopted separate financial statements and the approved consolidated financial statements as at December 31, 2018 and the combined management report for the company and the group, including the report of the Supervisory Board for the business year 2018

The Supervisory Board approved the separate financial statements and the consolidated financial statements prepared by the Board of Managing Directors. The separate financial statements have thus been adopted pursuant to section 172 sentence 1 of the German Stock Corporation Act (*Aktiengesetz – AktG*). The annual general meeting therefore does not need to adopt a resolution on this agenda item 1. The abovementioned documents are available on the company's website at [www.schaeffler.com/agm](http://www.schaeffler.com/agm). In addition, the documents will be available and explained in detail at the annual general meeting.

### 2. Resolution on the appropriation of the retained earnings available for distribution for the business year 2018

The Board of Managing Directors and the Supervisory Board propose to appropriate the retained earnings available for distribution for the business year 2018 shown in the separate financial statements of Schaeffler AG in the amount of EUR 499,458,949.24 as follows:

Distribution of a dividend of EUR 0.55 per common non-voting share entitled to a dividend, at 166,000,000 common non-voting shares this comes to:	EUR 91,300,000.00
Distribution of a dividend of EUR 0.54 per common share entitled to a dividend, at 500,000,000 common shares this comes to:	EUR 270,000,000.00
Transfer to the revenue reserves:	EUR 138,158,949.24

In case of a corresponding resolution of the annual general meeting, the dividend is due in accordance with section 58 para. 4 sentence 2 AktG on the third business day following the resolution adopted by the annual general meeting, i.e. on April 29, 2019.

### 3. Resolution on the approval of the acts of the members of the Board of Managing Directors for the business year 2018

The Board of Managing Directors and the Supervisory Board propose to approve the acts of the members of the Board of Managing Directors holding office in the business year 2018 for this period.

### 4. Resolution on the approval of the acts of the members of the Supervisory Board for the business year 2018

The Board of Managing Directors and the Supervisory Board propose to approve the acts of the members of the Supervisory Board holding office in the business year 2018 for this period.

### 5. Resolution on the appointment of the auditor for the audit of the separate financial statements and the consolidated financial statements and for the review of the condensed financial statements and the interim management report as well as for any review of additional interim financial information

The Supervisory Board – based on the recommendation of the audit committee – proposes to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Munich,

- a) as auditor for the audit of the separate financial statements and the consolidated financial statements for the financial year 2019;
- b) as auditor for the review of the condensed financial statements and the interim management report (sections 115 para. 5 and 117 no. 2 Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*) for the first six months of the financial year 2019; and
- c) as auditor for any review of additional interim financial information (section 115 para. 7 WpHG) for the first and/or third quarter of the financial year 2019 and/or for the first quarter of the financial year 2020.

## 6. New election of members to the Supervisory Board

The current term of office of the shareholder representatives on the Supervisory Board expires with the end of the annual general meeting on April 24, 2019, so that a new election of all shareholder representatives on the Supervisory Board is necessary.

Pursuant to Sections 96 para. 1 and 2 and 101 para. 1 AktG in conjunction with Section 7 para 1 sentence 1 no. 3 of the German Co-determination Act of 1976, the Supervisory Board of Schaeffler AG is composed of ten shareholder representatives and ten employee representatives.

In addition, pursuant to Section 96 para. 2 sentence 1 AktG, the Supervisory Board must be composed of at least 30% women and at least 30% men. The statutory minimum quota applies to the Supervisory Board as a whole (cumulative compliance). However, both the shareholder representatives and the employee representatives are entitled to object to compliance by a majority resolution. The employee representatives unanimously objected to cumulative compliance on December 10, 2015. The minimum quota must therefore be fulfilled separately by each of the shareholder and the employee representatives. The election proposal of the Supervisory Board must therefore include at least three female and three male candidates each, so that the statutory quota on the shareholder side is satisfied after the proposed candidates have been elected.

The nomination proposal of the Supervisory Board is based on the recommendation of its Nomination Committee, takes into account the objectives set by the Supervisory Board for its composition in accordance with Section 5.4.1 of the German Corporate Governance Code (GCGC) and aims to implement the competence profile drawn up by the Supervisory Board for the entire board. The diversity scheme developed by the Supervisory Board for its composition is thereby realized as well.

The Supervisory Board proposes, based on the recommendation of its Nomination Committee, that the following persons be elected to the Supervisory Board as shareholder representatives for the period until the end of the annual general meeting, which resolves on the ratification of actions of the Supervisory Board for the 2023 business year:

- a) Ms. Maria-Elisabeth Schaeffler-Thumann  
resident in Herzogenaurach  
Partner of INA-Holding Schaeffler GmbH & Co. KG and Managing Director of IHO Verwaltungs GmbH
- b) Mr. Georg F. W. Schaeffler  
resident in Dallas/USA and Herzogenaurach  
Partner of INA-Holding Schaeffler GmbH & Co. KG and Managing Director of IHO Verwaltungs GmbH
- c) Mr. Prof. Dr.-Ing. habil Prof. E.h. mult. Dr. h.c. mult. Hans-Jörg Bullinger  
resident in Stuttgart  
Professor Technology Management
- d) Mr. Dr. Holger Engelmann  
resident in Gräfelfing  
Chairman of the Management Board of Webasto SE
- e) Mr. Prof. Dr. Bernd Gottschalk  
resident in Esslingen  
Managing Shareholder of AutoValue GmbH
- f) Ms. Dr. Vera Rothenburg  
resident in Stuttgart  
Lawyer and Partner at the law firm GleissLutz Hootz Hirsch PartmbB Rechtsanwälte, Steuerberater, Stuttgart
- g) Ms. Sabrina Soussan  
resident in Bubenreuth  
CEO Siemens Mobility GmbH
- h) Mr. Robin Stalker  
resident in Oberreichenbach  
Certified Public Accountant, Supervisory Board Member of Commerzbank AG and Schmitz Cargobull AG

- i) Mr. Prof. KR Ing. Siegfried Wolf  
resident in Weikersdorf/Austria  
Entrepreneur, Supervisory Board Member of, i.a., SBERBANK Europe AG and Continental AG
- j) Mr. Prof. Dr. Ing. Tong Zhang  
resident in Shanghai/ People's Republic of China and Pulheim  
Director of the Academic Commission, Department of Automotive Engineering, Tongji University, Shanghai,  
People's Republic of China

If re-elected, Mr. Georg F. W. Schaeffler is supposed to be nominated as the candidate for chairman of the Supervisory Board.

The Supervisory Board has also obtained the assurance from all candidates that they will be able to devote the necessary time for their mandate on the Supervisory Board.

Ms. Maria-Elisabeth Schaeffler-Thumann, Mr. Georg F. W. Schaeffler, Mr. Prof. Dr.-Ing. habil Prof. E.h. mult. Dr. h.c. mult. Hans-Jörg Bullinger, Mr. Dr. Holger Engelmann, Mr. Prof. Dr. Bernd Gottschalk, Mr. Robin Stalker, Prof. KR Ing. Siegfried Wolf and Mr. Prof. Dr. Ing. Tong Zhang currently serve as members of the Supervisory Board of Schaeffler AG and Mr. Georg F. W. Schaeffler also chairs the board. Ms. Maria-Elisabeth Schaeffler-Thumann and Mr. Georg F. W. Schaeffler indirectly hold all common voting shares in Schaeffler AG and Ms. Maria-Elisabeth Schaeffler-Thumann is the mother of Mr. Georg F. W. Schaeffler. Dr. Rothenburg is a partner at the law firm Gleiss Lutz Hootz Hirsch PartmbB Rechtsanwälte, Steuerberater, Stuttgart, which advises Schaeffler AG on a case-by-case basis. Ms. Soussan is CEO of Siemens Mobility GmbH, which is supplied by subsidiaries of Schaeffler AG. Other than that, in the opinion of the Supervisory Board, there are no personal or business relationships that would be material for the decision of the general meeting on the election between any of the proposed candidates, on the one hand, and the companies of the Schaeffler Group, the executive and supervisory bodies of Schaeffler AG or a shareholder directly or indirectly holding more than 10% of the voting shares in Schaeffler AG, on the other hand.

The proposed candidates have agreed in advance to accept the office in the event of their election.

Further information on this agenda item, in particular the resumes of the candidates and the information pursuant to Section 125 para. 1 sentence 5 AktG are set forth in the annex to the agenda.

## Further information and notes

### Total number of shares and voting rights

At the time of the convocation of the annual general meeting, the company's share capital amounts to EUR 666,000,000.00 and is divided into 666,000,000 no-par-value shares, each representing a notional interest in the share capital of EUR 1.00. Of the 666,000,000 no-par-value shares, 500,000,000 shares are common shares with just as many voting rights and 166,000,000 shares are common non-voting shares. The common non-voting shares also have no voting rights in the annual general meeting pursuant to section 140 para. 2 sentence 1 AktG. At the time of the convocation the company holds no treasury shares.

### Conditions for participating in the annual general meeting and exercising voting rights

Holders of common shares are entitled to participate in the annual general meeting and to exercise their voting rights if they register in a timely manner and provide proof of their right to participate.

Holders of common non-voting shares are entitled to participate in the annual general meeting if they register in a timely manner and provide proof of their right to participate.

Registration and proof of right to participate must each be received by the company at

Schaeffler AG  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
Post Box 20 01 07  
60605 Frankfurt am Main  
Germany  
Fax: +49 69 12012-86045  
Email: wp.hv@db-is.com

at least six days before the annual general meeting, whereby the date of the annual general meeting and the date of receipt are not counted, i.e. by **April 17, 2019 (24:00 CEST)**. For the purpose of proving the right to participate, a proof of shareholding issued by the custodian bank in text form (section 126b German Civil Code (*Bürgerliches Gesetzbuch* – BGB) in the German or English language is sufficient. Proof of shareholding must be as of the beginning of **April 3, 2019 (00:00 CEST)** (“**record date**”).

In relation to the company, only someone who has provided the specific proof of the right to participate in the annual general meeting or to exercise voting rights may participate in the annual general meeting and exercise voting rights as a shareholder. This means that shareholders who have acquired their shares after 00:00 CEST on the record date have the right to participate and exercise their voting rights (holders of common shares) with regard to these shares only if they have been appointed as a proxy or authorized to exercise these rights. The record date does not prevent a sale of shares. Shareholders who sell all or any of their shares after 00:00 CEST on the record date are therefore – subject to timely registration and submission of proof of shareholding – nevertheless entitled in relation to the company both to participate in the annual general meeting and – if they are holders of common shares – to exercise their voting rights. The record date is not a relevant date for the dividend entitlement of the shares.

### Authorization of proxies for exercising voting rights or participation

The shareholder may also exercise his voting rights (holders of common shares) or other rights to participate (holders of common shares and common non-voting shares) in the annual general meeting via a proxy, e.g. via the custodian bank, an association of shareholders, the proxies designated by the company or another person of his choosing.

Shareholders who would like to grant a power of attorney must also register for the annual general meeting as described above in a timely manner and provide proof of their entitlement. Granting of the power of attorney, its revocation and proof of authorization vis-à-vis the company must be in text form; section 135 AktG remains unaffected. Shareholders who wish to grant a power of attorney are kindly requested to use the proxy form for issuance, which the company provides for this purpose. This form is printed on the back of the admission ticket that the shareholder receives upon timely registration and provision of proof.

The appointment of a proxy, its revocation and proof of a power of attorney vis-à-vis the company can also be submitted in text form (section 126b BGB) to the following address before the annual general meeting:

Schaeffler AG  
c/o Computershare Operations Center  
80249 München  
Fax: +49 89 30903-74675  
Email: schaeffler-HV2019@computershare.de

If powers of attorney for exercising voting rights are granted to credit institutions, equivalent institutions or enterprises (sections 135 para. 10, 125 para. 5 AktG) as well as to associations of shareholders or persons within the meaning of section 135 para. 8 AktG, the proxy holder must verifiably record the power of attorney. It must also be complete and may only contain declarations related to the exercise of voting rights. We therefore ask shareholders who wish to grant power of attorney to a credit institution, an association of shareholders or another equivalent institution, enterprise or person under section 135 AktG to coordinate the form of the power of attorney with the proxy.

If the shareholder grants power of attorney to more than one person, the company may reject one or more of these persons.

Holders of common shares have the possibility to have their voting rights exercised in accordance with their instructions in the annual general meeting through proxies designated by the company for this purpose. In this case, a holder of common shares must, as described above, also register for the annual general meeting and provide proof of shareholding in a timely manner. If a holder of common shares wishes to grant power of attorney to the proxies designated by the company, he must give them instructions with respect to every item on the agenda that is being voted on as to how the voting right is to be exercised. The proxies designated by the company are obligated to vote in accordance with the instructions issued to them. The proxies designated by the company are not permitted to exercise voting rights at their own discretion.

Please note that the proxies designated by the company do not accept authorizations for the lodging of objections against resolutions by the annual general meeting, for the exercise of the rights to speak or ask questions or submit motions. They are also not available to vote on motions in respect of which proposals have not been published in the present convocation or later.

The form that holders of common shares receive with the admission ticket to the annual general meeting when registering and providing proof in a timely manner can be used for granting power of attorney and instructions to the instruction-bound proxy designated by the company. The same form is also available to holders of common shares on the company's website at [www.schaeffler.com/agm](http://www.schaeffler.com/agm).

The appointment of the proxies designated by the company, its revocation and the issuance of instructions can also be submitted in text form to the following address before the annual general meeting until April 23, 2019 (24:00 CEST):

Schaeffler AG  
c/o Computershare Operations Center  
80249 München  
Fax: +49 89 30903-74675  
Email: schaeffler-HV2019@computershare.de

## **Rights of shareholders**

### **Motions by shareholders to supplement the agenda pursuant to section 122 para. 2 AktG**

Shareholders whose shares, alone or taken together, represent a one-twentieth part (5%) of the share capital or, alone or taken together, reach the proportionate amount of EUR 500,000.00 may demand items to be included on the agenda and announced. Each new item must be accompanied by a statement of reason or a draft resolution. Motions to supplement the agenda must be received by the company in writing at least 30 days before the annual general meeting – the date of receipt and the date of the annual general meeting will not be counted –, i.e. no later than by the end of March 24, 2019 (24:00 CET). Motions to supplement the agenda received later will not be taken into account. The shareholders are asked to direct such motions to supplement the agenda to the following address:

Schaeffler AG  
Board of Managing Directors  
attn.: Legal Department  
Industriestr. 1–3  
91074 Herzogenaurach

Persons submitting a motion must prove that they have held the shares for at least 90 days before the date the motion is received and that they hold the shares until the Board of Managing Directors decides on the motion, with section



70 AktG being applicable when calculating the time for which the shares have been held. A shift from a Sunday, Saturday or a public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 BGB shall not be applied accordingly.

Motions to supplement the agenda that are to be announced – if they were not announced with the convocation – will be announced promptly after receipt of the motion in the Federal Gazette and will be submitted for publication to such media for which it may be expected that they will disseminate the information across the European Union. They will also be announced on the internet at [www.schaeffler.com/agm](http://www.schaeffler.com/agm) and communicated to the shareholders.

### **Countermotions and proposals for election by shareholders pursuant to sections 126, 127 AktG**

In the annual general meeting, the shareholders may also submit countermotions to proposals from the Board of Managing Directors and/or the Supervisory Board for specific items on the agenda to the company and make proposals for the election of members to the Supervisory Board or the auditor.

Countermotions and proposals for election by shareholders that are received by the company at the address specified below at least 14 days prior to the annual general meeting – not including the day of receipt and the day of the annual general meeting –, i.e. no later than by the end of April 9, 2019 (24:00 CEST), will promptly be made available, including the name of the shareholder, the potential statement of reason and any comment by the administration, on the internet at [www.schaeffler.com/agm](http://www.schaeffler.com/agm) (sections 126 para. 1 sentence 3, 127 sentence 1 AktG).

The company may refrain from making available a countermotion and its potential statement of reason as well as a proposal for election if circumstances for exclusions under section 126 para. 2 AktG (for countermotions and proposals for election) or under section 127 sentence 3 AktG (for proposals for election) apply. The circumstances for exclusions are presented on the company's website at [www.schaeffler.com/agm](http://www.schaeffler.com/agm).

Countermotions (including a possible statement of reason) and proposals for election by shareholders for the annual general meeting must be directed exclusively to the following address:

Schaeffler AG  
Legal Department  
Industriestr. 1–3  
91074 Herzogenaurach  
Fax: +49 9132 82-4963  
Email: [OR-HZA-Legal-Team-DE-HZA@schaeffler.com](mailto:OR-HZA-Legal-Team-DE-HZA@schaeffler.com)

Countermotions/proposals for election addressed otherwise will not be made available.

The right of each shareholder to submit countermotions to the various items on the agenda or to make proposals for the election of Supervisory Board members or the auditor during the annual general meeting, without prior submission to the company, remains unaffected. Please note that countermotions or proposals for elections submitted in advance to the company in a timely manner will only be considered at the annual general meeting if they are submitted verbally at the meeting.

### **Right to information pursuant to section 131 para. 1 AktG**

Every shareholder is entitled to information from the Board of Managing Directors on the company affairs, including the company's legal and business relations with affiliated companies, and on the position of the group and the companies included in the consolidated financial statements, upon request in the annual general meeting to the extent that it is required to make an informed judgment on any given agenda item. Requests for information must be submitted verbally in the annual general meeting during the general debate.

In accordance with section 18.2 of the company's articles of association, the chairman of the meeting can limit the shareholders' right to pose questions and speak as appropriate. The Board of Managing Directors is also authorized to refuse information in specific cases as provided by section 131 para. 3 AktG. The circumstances under which the Board of Managing Directors is entitled to refuse to provide information are presented on the company's website at [www.schaeffler.com/agm](http://www.schaeffler.com/agm).

### **Information pursuant to section 124a AktG on the company's website**

The content of the convocation of the annual general meeting, the documents to be made available (in particular the documents to be submitted under agenda item 1), motions and proposals for election from shareholders that are to be made available as well as further information relating to the annual general meeting (including the rights of

shareholders) are available on the company's website at [www.schaeffler.com/agm](http://www.schaeffler.com/agm). The documents to be made available will also be available during the annual general meeting on April 24, 2019.

The convocation of the annual general meeting is published in the Federal Gazette dated March 14, 2019 and was submitted for publication to such media for which it may be expected that they will disseminate the information across the European Union.

### **Transmission on the Internet**

The shareholders of Schaeffler AG and the interested public may follow the opening of the annual general meeting by the chairman of the meeting and the speeches of the chairman of the Supervisory Board and the Chief Executive Officer on April 24, 2019 starting 11:00 (CEST) on the internet ([www.schaeffler.com/agm](http://www.schaeffler.com/agm)). After the annual general meeting the opening by the chairman of the meeting and the speech of the Chief Executive Officer will be available as a recording on the internet at the stated address. The shareholders may not participate in the annual general meeting pursuant to section 118 para. 1 sentence 2 AktG without being present at its location and without a proxy or exercise all or any of their rights by means of electronic communication; in particular the transmission does not enable participation in the annual general meeting within the meaning of section 118 para. 1 sentence 2 AktG.

Herzogenaurach, March 2019

The Board of Managing Directors

### **Information on data protection for shareholders**

The company, as the responsible body within the meaning of Article 4 no. 7 of the General Data Protection Regulation, processes personal data (last name, address, email address, number of shares, class of shares, type of ownership of shares and number of the admission ticket and participation ticket) based on applicable data protection laws. In addition, the company also processes personal data of a proxy holder authorized by a shareholder, if any (in particular, such proxy holder's name and place of residence). If a shareholder or proxy holder contacts the company, the company also processes the personal data required to respond to any inquiries (such as the contact information provided by the shareholder or proxy holder, e.g., telephone numbers).

Depending on individual cases, this may also apply to additional personal data. For example, the company processes information on motions, questions, election proposals and requests from shareholders at the general meeting. In the event of counter motions and election proposals which must be made available, the company will also publish such proposals together with the shareholder's name, online at

<http://www.schaeffler.com/agm> (Menu item "Annual General Meeting 2019").

The processing of personal data of shareholders is required pursuant to Sections 118 et seq. AktG in order to prepare, carry out and perform follow-up work on the general meeting, as well as to enable shareholders to exercise their rights in connection with the general meeting. Without the provision of such personal data, a participation of shareholders in the general meeting and the exercise of voting rights and other rights would not be possible. The AktG in conjunction with Article 6 para. 1 c) of the General Data Protection Regulation, form the legal basis for the processing. Given that all shares in the company are bearer shares, the company does, however, point out that shareholders may be represented by a financial institution (Section 135 para. 5 AktG), a shareholders' association or any other equivalent person or institution pursuant to Section 135 para. 8 AktG or Section 135 para. 10 in conjunction with Section 125 para. 5 AktG, while maintaining their anonymity and without providing personal data, respectively. The company may also process personal data to fulfil other legal obligations, such as regulatory requirements as well as obligations to retain data under stock corporation laws, securities laws, commercial laws and tax laws. The relevant statutory provisions in conjunction with Article 6 para. 1 sentence 1 c) of the General Data Protection Regulation form the legal basis for such processing.

The company's service providers that are commissioned for the purpose of holding the general meeting receive personal data from the company only to the extent such data is required to provide the requested services and only process the data in accordance with instructions from the company.

Furthermore, personal data is made available to the shareholders and shareholder representatives in accordance with applicable laws, notably in the form of the list of participants. Shareholders and shareholder representatives may inspect the list of participants during the general meeting (Section 129 para. 4 sentence 1 AktG) and for a period of up to two years after the general meeting (Section 129 para. 4 sentence 2 AktG). The company does not use personal data recorded in connection with the general meeting for any decision based on automated processing (profiling).

The company and its service providers, respectively, generally receive personal data of shareholders via the registration office of the financial institutions such shareholders have commissioned to hold their shares in the company (so-called custodian banks).

The storage period for the data recorded in connection with the general meeting regularly amounts to up to three years, unless the company is legally required to provide evidence and retain data for a longer period of time or where the company has a legitimate interest in further retention, for example in case of judicial and extrajudicial disputes in connection with the general meeting. After the expiration of the relevant period, personal data will be deleted.

If certain statutory requirements are met, shareholders have information, correction, limitation, objection and deletion rights with respect to their personal data and the processing thereof. If personal data of shareholders is inaccurate or incomplete, such shareholders have the right to request a correction and supplement. Shareholders may at any time request the deletion of their personal data, unless the company is legally required or entitled to further process their data. Furthermore, shareholders have a right to data portability pursuant to Article 20 of the General Data Protection Regulation.

Shareholders can assert these rights vis-à-vis the company free of charge via the following contact details, which also allow shareholders to contact the company with respect to questions on data protection:

Schaeffler AG  
Industriestraße 1-3  
91074 Herzogenaurach  
Fax: +49 9132 82-5901

Moreover, shareholders have the right to file a complaint with the data protection supervisory authorities pursuant to Article 77 of the General Data Protection Regulation.

The data protection supervisory authority responsible for the company is:

Bayerisches Landesamt für Datenschutzaufsicht  
Promenade 27  
91522 Ansbach  
Tel.: +49 981 53-1300  
Fax: + 49 981 53-5300  
Email: [poststelle@lda.bayern.de](mailto:poststelle@lda.bayern.de)

The company's data protection officer can be contacted at:

Schaeffler AG  
Data Protection Officer  
Industriestraße 1-3  
91074 Herzogenaurach  
Fax: +49 9132 82-5901

**Additional Information concerning Agenda Item 6, in particular the resumes of the candidates as well as information pursuant to Section 125 para. 1 sentence 5 AktG**

**Maria-Elisabeth Schaeffler-Thumann**

Partner of INA-Holding Schaeffler GmbH & Co. KG and  
Managing Director of IHO Verwaltungs GmbH

Personal information:

**Year of birth:** 1941  
**Nationality:** German

Education:

**1960 – 1963** Medical studies at the Medical University of Vienna (preliminary examination)

Professional background:

**Since 1996** Shareholder of the INA-Holding Schaeffler KG (since 2010: INA-Holding Schaeffler GmbH & Co. KG)  
**1996 – 2010** Chairwoman of the advisory board of the Schaeffler Group  
**Since 2010** Vice Chairwoman of the Supervisory Board of Schaeffler AG

Awards:

**2001** Cross of Merit with Ribbon of the Order of Merit of the Federal Republic of Germany  
**2003** Bavarian Order of Merit  
**2007** 1st Class Cross of Merit of the Order of Merit of the Federal Republic of Germany  
**2007** Large Silver Medal with Star for Services to the Republic of Austria

Information regarding memberships in other supervisory boards required to be established by law and in comparable supervisory bodies of German and foreign commercial enterprises:

Continental AG, Hannover

## Georg F. W. Schaeffler

Partner of INA-Holding Schaeffler GmbH & Co. KG and  
Managing Director of IHO Verwaltungs GmbH

### Personal information:

**Year of birth:** 1964  
**Nationality:** German

### Education:

**1986 – 1990** Studied business administration at the University of St. Gallen, Switzerland (lic. oec. HSG degree)  
**1996 – 1999** Combined degree of Juris Doctor and Master of Law in International and Comparative Law at Duke Law School, USA

### Professional background:

**since 1981** Shareholder of the Schaeffler Group (including predecessor companies)  
**1990 – 1996** Various management functions in companies of the Schaeffler Group (including predecessor companies) in Germany and the USA  
**2000 – 2006** Business lawyer in Dallas, USA

### Information regarding memberships in other supervisory boards required to be established by law and in comparable supervisory bodies of German and foreign commercial enterprises:

Continental AG, Hannover  
ATESTEO Management GmbH,  
Herzogenaurach (Chairman)

# Prof. Dr.-Ing. habil Prof. E.h. mult. Dr. h.c. mult. Hans-Jörg Bullinger

Professor of Technology Management

## Personal information:

**Year of birth:** 1944  
**Nationality:** German

**Education:** Apprenticeship as mechanic;  
Undergraduate, doctorate, and post-  
doctoral studies at the University of  
Stuttgart in the mechanical engineering  
department

## Professional background:

**1975 – 1980** Director of the department of corporate  
planning at the Fraunhofer Institute for  
Manufacturing Engineering and Automation  
(IPA)

**Since 1980** Professor of labor studies/ergonomics at the  
Distance Learning University of Hagen

**1981 – 2002** Director of the Fraunhofer Institute for Labor  
Studies and Organization IAO and the  
Institute of Human Factors and Technology  
Management at the University of Stuttgart

**2002 – 2012** President of the Fraunhofer Society in  
Munich

**2006 – 2012** Chairman of the Industry-Science Research  
Alliance of the Federal Ministry of Education  
and Research (jointly with Dr. Arend  
Oetker)

**2013 – 2018** Senator of the Fraunhofer Society

Awards:

<b>2009</b>	Elected “Manager of the Year” by Manager Magazine
<b>2012</b>	Cross of Merit with Star of the Federal Republic of Germany
<b>2013</b>	Induction into the “Hall of Fame of German Research”
<b>2014</b>	“Schöller Prize as honorary fellow” of the Dr. Theo and Friedel Schöller Research Center for Economics and Society
	Several honorary doctorates plus two honorary professorships

Information regarding memberships in other supervisory boards required to be established by law and in comparable supervisory bodies of German and foreign commercial enterprises:

Arri AG, Munich (Chairman)  
Bauerfeind AG, Zeulenroda-Triebes  
Alfred Kärcher SE, Winnenden  
TÜV-Süd AG, Munich (Chairman)  
Wilo SE, Dortmund (Vice Chairman)

## Dr. Holger Engelmann

Chairman of the Executive Board of Webasto SE

### Personal information:

**Year of birth:** 1965  
**Nationality:** German

Education: Studied business administration in Munster and Cologne;  
Ph.D. studies at the University of Cologne in economics (1993)

### Professional background:

**1993 – 1998** Various positions at Fichtel und Sachs (today ZF Friedrichshafen) amongst others; director of the department for project controlling and investment projects

**1998 – 2007** Various management positions at Mannesmann Plastics Machinery; culminating in Group CFO

**2007 – 2010** CFO of Webasto AG (today Webasto SE)

**Since 2008** Chairman of the Management Board of Webasto Roof & Components

**2010 – 2012** Vice Chairman of the Executive Board of Webasto SE

**Since 2013** Chairman of the Executive Board of Webasto SE

### Information regarding memberships in other supervisory boards required to be established by law and in comparable supervisory bodies of German and foreign commercial enterprises:

Webasto Thermo & Comfort SE, Gilching (Chairman)



## **Prof. Dr. Bernd Gottschalk**

Managing shareholder of AutoValue GmbH

### Personal information:

**Year of birth:** 1943  
**Nationality:** German

Education: Studied economics at universities in Hamburg, Saarbrücken and Stanford, California/USA, Ph.D. studies at the University of Hamburg (1971)

### Professional background:

**1972 – 1996** Daimler-Benz AG

**Since 1982** Group management positions in public relations, economic policy and transport policy

**Since 1988** Commercial management of the plant in Mannheim

**Since 1991** President of Mercedes-Benz do Brasil

**Since 1992** Regular member of the executive board of Daimler-Benz AG, responsible for the Commercial Vehicles Business Unit globally

**1997 – 2008** President of the German Association of the Automotive Industry (VDA)

President of the International Organization of Automobile Manufacturers (OICA), Paris

Vice President of the Federal Association of the German Industry (BDI)

**Since 2008** Founder and managing shareholder of AutoValue GmbH, Frankfurt

### Awards:

Federal Cross of the Order of Merit of the Federal Republic of Germany

Grand Golden Badge of Honor for Services to the Republic of Austria

**2017** Knight of the Legion of Honor of France

Information regarding memberships in other supervisory boards required to be established by law and in comparable supervisory bodies of German and foreign commercial enterprises:

Jost Werke AG, Neu-Isenburg (Vice Chairman)

Plastic Omnium SA, Paris/France

Woco Industrietechnik GmbH, Bad Soden-Salmünster (Chairman)

## Dr. Vera Rothenburg

Lawyer and Partner at the law firm GleissLutz Hootz Hirsch PartmbB Rechtsanwälte, Steuerberater, Stuttgart

### Personal information:

**Year of birth:** 1977

**Nationality:** German

Education: Legal studies in Tübingen und Fribourg/Switzerland;  
Legal clerkship in Karlsruhe, Berlin and Bangkok/Thailand;  
Ph.D. studies at the University of Tübingen (2008)

### Professional background:

**Since 2004** Lawyer at Gleiss Lutz Hootz Hirsch PartmbB Rechtsanwälte, Steuerberater, Stuttgart

**2010** Secondment at the law firm Herbert Smith LLP in London/UK

**Since 2014** Partner at Gleiss Lutz Hootz Hirsch PartmbB Rechtsanwälte, Steuerberater, Stuttgart

Information regarding memberships in other supervisory boards required to be established by law and in comparable supervisory bodies of German and foreign commercial enterprises:

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## Sabrina Soussan

CEO Siemens Mobility GmbH

### Personal information:

**Year of birth:** 1969

**Nationality:** French

Education: Master Degree Mechanical and Aeronautical Engineering E.N.S.M.A, Aeronautical and Mechanical Engineering School, Poitiers University/France

Postgraduate Degree in Business Administration (MBA)

### Professional background:

**1999 – 2003** Siemens Automotive, Powertrain Division in Toulouse/Frankreich, Regensburg, London/UK as Project Director Ford for Gasoline and Diesel Systems

**2003 – 2008** Siemens VDO Automotive, Powertrain Division in Regensburg, Tokyo (Japan) as Managing Director for Diesel Systems Renault-Nissan

**2008** Continental AG, Powertrain Division as Managing Director for Gasoline and Diesel Systems Renault-Nissan

**2009 – 2011** Siemens Schweiz, Building Technologies Division as Head of Strategy and Marketing for Building Automation

**2011 – 2013** Siemens Schweiz, Building Technologies Division as Vice President Sustainability and Energy Management

**2013 – 2015** Siemens AG, Mobility Division as Vice President Commuter and Regional Trains

**2015 – 2017** Siemens AG, Mobility Division as CEO Business Unit Mainline Transport

**2017 – 2018** Siemens AG as CEO Mobility Division und CEO Business Unit Rolling Stock

**Since 08/2018** Siemens Mobility as CEO Siemens Mobility und CEO Business Unit Rolling Stock

Information regarding memberships in other supervisory boards required to be established by law and in comparable supervisory bodies of German and foreign commercial enterprises:

ITT, Inc. White Plains NY/USA

## Robin J. Stalker

Certified Public Accountant, Supervisory Board Member of Commerzbank AG and Schmitz Cargobull AG

### Personal information:

**Year of birth:** 1958

**Nationality:** New Zealand

Training: Studied business administration with an International degree;  
Tax Consultant / Certified Public Accountant

### Professional background:

**1982 – 1986** Arthur Young\*  
Auditor

**1986 – 1989** United International Pictures  
Controller – Far East

**1989 – 1992** Warner Bros. International  
Director of Operations

**1992 – 1996** Independent Business Consultant  
for UCI and Hewitt Group among others

**1996 – 1997** adidas AG  
Head of Corporate Services/Reporting

**1997 – 1999** adidas AG\*\*  
Vice President Group Reporting

**1999 – 2000** adidas-Salomon AG\*\*  
Vice President Group Reporting & Taxes

**Since 02/2000** adidas AG\*\*  
Chief Financial Officer

**Since 02/2001** adidas AG\*\*  
Member of the Executive Board,  
responsible for finance

**2005 – 05/2017** adidas AG\*\*  
Member of the Executive Board,  
responsible for Finance and Employment  
Director

Information regarding memberships in other  
supervisory boards required to be  
established by law and in comparable  
supervisory bodies of German and foreign  
commercial enterprises:

Schmitz Cargobull AG, Horstmar  
(Vice Chairman)

Commerzbank AG, Frankfurt

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\* now Ernst & Young

\*\*adidas-Salomon AG from 12/1996 until 05/2006

## **Prof. KR Ing. Siegfried Wolf**

Entrepreneur, Supervisory Board Member of, i.a., SBERBANK Europe AG und der Continental AG

### Personal information:

**Year of birth:** 1957  
**Nationality:** Austrian

Training: Trained as master tool and die maker  
In-service training as an engineer at the  
Federal Institute for Mechanical Engineering  
and Industrial Engineering  
(*Bundeslehranstalt für Maschinenbau und  
Betriebstechnik*)

### Professional background:

**1974 – 1981** Apprenticeship, technical employee in the  
quality measuring laboratory, PHILIPS,  
Vienna

**1981 – 1983** Vereinigte Metallwerke Wien, Vienna,  
Austria  
Management Line Precision Measuring  
Assistant director of Quality Control

**1983 – 1995** Hirtenberger AG, Hirtenberg  
Head of Quality Assurance  
Plant Director, Authorized signatory

**1995 – 1999** President of Magna Europa AG

**1999 – 2001** President of Magna Europa AG and  
Vice-Chairman of Magna International Inc.

**2001 – 2002** President & CEO of Magna Steyr AG

**2002 – 2005** Executive Vice-Chairman of Magna  
International Inc.

**2005 – 2010** Chief Executive Officer (CEO) of Magna  
International Inc.

**2010 – 2018** Chairman of the Board of Directors of  
Russian Machines Corporation

### Awards:

**2002** Awarded the title Honorary Senator of the  
Technical University of Vienna

**2009** Awarded the title Honorary Professor of the  
Technical University of Graz



Information regarding memberships in other supervisory boards required to be established by law and in comparable supervisory bodies of German and foreign commercial enterprises:

Continental AG, Hannover

Banque Eric Sturdza SA,  
Geneva/Switzerland

MIBA AG, Laakirchen/Austria

Mitterbauer Beteiligungs AG,  
Laakirchen/Austria

SBERBANK Europe AG, Vienna/Austria  
(Chairman)

## **Prof. Dr.-Ing. Tong Zhang**

Director of the Academic Commission, Department of Automotive Engineering, Tongji University, Shanghai, People's Republic of China

### Personal information:

**Year of birth:** 1960  
**Nationality:** German

Training: Studied Automotive Engineering at the Technical University of Berlin  
Ph.D. studies at the Institute of Automotive Engineering Technical University of Berlin (1991)

### Professional background:

**1992 – 2006** Ford Werke GmbH, Cologne  
Development Engineer, Senior Engineer, Group Leader and Technical Manager

**2006 – 2010** Vice Director of Clean Energy Automotive Engineering Center at Tongji University in Shanghai, People's Republic of China  
Managing Director of Shanghai Fuel Cell Vehicle Powertrain Co., Ltd.

**2011 – 2016** Director of the Clean Energy Automotive Engineering Center at Tongji Universität, Shanghai, People's Republic of China  
Director of the National Fuel Cell Vehicle and Powertrain System Engineering Research Center

**Since 2017** Director of the Academic Commission, Department of Automotive Engineering, Tongji University, Shanghai, People's Republic of China

### Awards:

**2007** Shanghai Science and Technology Award

**2008** China Science and Technology Award

**2009** Winner of the Chinese “Thousand Talent People” Program

**2010** Shanghai Expo Contribution Award

Information regarding memberships in other supervisory boards required to be established by law and in comparable supervisory bodies of German and foreign commercial enterprises:

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