

Virtual Annual General Meeting of Schaeffler AG on April 20, 2023

**Explanations of the Shareholders' Rights pursuant to  
section 121 (3) no. 3 German Stock Companies Act  
("Aktiengesetz" – AktG)  
(pursuant to sections 122 (2), 126 (1), 127, 130a, 131 (1) AktG)**

**1. Motions by shareholders to supplement the agenda pursuant to section  
122 (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. Furthermore, the general meeting may, pursuant to section 87 (4) AktG upon motion pursuant to section 122 (2) sentence 1 AktG, reduce the amount of the maximum remuneration for the Board of Managing Directors determined pursuant to section 87a (1) sentence 2 no. 1 AktG. Motions to supplement the agenda must be received by the company in writing at least 30 days prior to the general meeting – the date of receipt and the date of the general meeting will not be counted –, i.e., no later than by the end of

**March 20, 2023**

(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  
Germany

Persons submitting a motion must prove that they have held the shares for at least 90 days prior to 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.

The provisions of the German Stock Companies Act (AktG) underlying these shareholders' rights are as follows:

*Section 122 AktG Convening a meeting at the request of a minority (excerpts)*

- “(1) A shareholders' meeting shall be called if shareholders whose combined shares amount to at least one-twentieth of the share capital request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the board of managing directors. The articles may provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the share capital. 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. Section 121 (7) shall apply mutatis mutandis.
- (2) In the same manner, shareholders whose combined shares amount to at least one-twentieth of the share capital or a proportionate ownership of at least € 500,000 may request that items be placed on the agenda and be published. Each new item must be accompanied by a statement of reason or a draft resolution. The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days prior to the meeting, excluding the day of receipt.”

*Section 70 AktG Calculation of the period of shareholding*

“If the exercise of rights arising from the share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities institution or an enterprise operating under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or Section 53b (7) of the German Banking Act (KWG) shall be deemed equivalent to ownership. The period during which the share has been owned by a predecessor shall be attributed to the shareholder if he / she has acquired the share without consideration, from his / her trustee, as full legal successor, in connection with the winding-up of a co-ownership or as a result of a transfer of assets pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Loan Associations Act.”

*Section 87 (4) AktG Principles applying to the remuneration of the members of the management board:*

“The general meeting may reduce the maximum total remuneration determined pursuant to section 87a (1) sentence 1 no. 1 upon request pursuant to section 122 (2) sentence 1.”

*Section 87a (1) sentence 2 no.1 AktG remuneration system of listed companies:*

“This remuneration system shall contain at least the following information but with regard to remuneration components only to the extent that they are actually included:

1. the determination of a maximum remuneration for the members of the management board.”

**2. Countermotions and proposals for election by shareholders pursuant to sections 126 (1) and 127 AktG**

Each shareholder is entitled to send countermotions to proposals from the Board of Managing Directors and/or the Supervisory Board for specific items on the agenda and make proposal for election for elections included as part of the agenda (sections 126 (1), 127 AktG). Countermotions and proposals for election submitted by shareholders that are required to be disclosed under section 126 (1) sentence 1 AktG or section 127 sentence 1 AktG will at the time of disclosure be deemed to have been submitted to the general meeting, this however applies only if the shareholder submitting the countermotion or the proposal for election is duly authorized and has registered for participation in the general meeting. If the shareholder who has submitted the motion is not duly registered to the general meeting, the motion does not have to be considered at the general meeting.

If countermotions or proposals of election are put to the vote, voting rights can only be exercised via the InvestorPortal. This does not affect the right of the chairman of the meeting to have the proposals of the Board of Managing Directors voted on first. Should the proposals put forward by the Board of Managing Directors be accepted with the necessary majority, the countermotions or (differing) proposals for election are thus deemed to have been settled.

Countermotions, subject to section 126 (2) and (3) AktG, and proposals for election, subject to sections 127 sentence 1, 126 (2) and (3), section 127 sentence 3 AktG, by shareholders will only be made available on the internet at [www.schaeffler.com/agm](http://www.schaeffler.com/agm) if the requirements described below are fulfilled. The publication will include the shareholders’ name, the statement of reason and any comment by the administration.

Countermotions so to be made available must oppose a resolution proposal by the Board of Managing Directors and/or Supervisory Board and refer to a specific item on the agenda and be submitted including a statement of reason. Proposals for election to be made available must refer to the elections included as part of the agenda; they need not to be submitted together with a statement of reason.

Countermotions together with a statement of reason to be made available against a proposal by the Board of Managing Directors and/or the Supervisory Board regarding a specific item of the agenda and the proposals for election by shareholders for elections included as part of the agenda must be received by the company at the following address by no later than

**April 5, 2023**

(24:00 CEST)

Schaeffler AG

Rechtsabteilung

Industriestr. 1–3

91074 Herzogenaurach

Email: OR-HZA-Legal-Team-DE-HZA@schaeffler.com

Countermotions and election proposals as well as other motions may also be submitted during the general meeting by means of video communication, i.e. within the scope of the right to speak.

The provisions of the German Stock Companies Act (AktG) underlying these shareholders' rights are as follows:

*Section 126 AktG Motions by shareholders*

- “(1) Motions by shareholders including the shareholders' name, supporting information and, if any, management's position shall be made available to the eligible persons referred to in Section 125 (1) through (3) under the conditions specified therein, provided that the shareholder transmitted to the company at least 14 days prior to the meeting a counterproposal to a proposal of the board of managing directors and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the shareholders' meeting notice. The day of receipt shall not be counted. In the case of stock exchange listed companies, the required accessibility shall be provided over the website of the company. Section 125 (3) shall apply mutatis mutandis.
- (2) A counterproposal and its supporting information need not be made available if:
1. the board of managing directors would by reason of such availability become criminally liable;

2. the counterproposal would result in a resolution of the shareholders' meeting that would be illegal or would violate the articles;
3. the supporting information contains statements which are manifestly false or misleading in material respects or which are libelous;
4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a shareholders meeting of the company pursuant to Section 125;
5. the same counterproposal of such shareholder based on essentially identical supporting information has already been made available pursuant to Section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favor of such counterproposal;
6. the shareholder indicates that he / she will neither attend nor be represented at the shareholders' meeting; or
7. within the past two years at two shareholders' meetings the shareholder has failed to make a counterproposal he / she has submitted or failed to cause said counterproposal to be made.

The supporting information need not be made available if it exceeds a total of 5,000 characters.

- (3) If several shareholders make counterproposals for resolution with respect to the same subject matter, the board of managing directors may combine such counterproposals and the respective supporting information."

*Section 127 AktG Election proposals by shareholders (excerpt)*

"Section 126 shall apply mutatis mutandis to a proposal by a shareholder for the election of members of the supervisory board or independent auditors. Such proposal need not be supported by a statement of the reasons therefor. The board of managing directors need not make such proposal available if the proposal fails to contain information pursuant to Section 124 (3) sentence 4 and Section 125 (1) sentence 5."

*Section 124 (3) sentence 4 AktG:*

"The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence."

*Section 125 (1) sentence 5 AktG:*

“In the case of stock exchange listed companies, any proposal for the election of supervisory board members must be accompanied by details on the membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.”

**3. Right to submit statements pursuant to section 130a (1) to (4) AktG**

Shareholders who are duly registered for the general meeting have the right, pursuant to section 130a (1) to (4) AktG, to submit statements on the agenda items in text form prior to the general meeting by means of electronic communication via the access-protected InvestorPortal at

[www.schaeffler.com/agm](http://www.schaeffler.com/agm)

Statements must be submitted in text form as a file in PDF format and may not exceed 10,000 characters (including spaces). By submitting a statement, the shareholder or his proxy agrees that the statement may be made available on the access-protected InvestorPortal with reference to his name.

The statements must be submitted no later than five days before the meeting, i.e. no later than April 14, 2023, (24:00 CEST). Statements submitted will be made available on the access-protected InvestorPortal no later than four days prior to the general meeting, i.e. no later than April 15, 2023, (24:00 CEST), unless, in exceptional cases, it is permissible to refrain from making them available pursuant to section 130a (3) sentence 4 AktG. Any statements by the company's management will also be published on the InvestorPortal.

Questions and objections as well as countermotions and proposals for election, on the other hand, are subject to the procedure described separately in this invitation. It is pointed out that questions, objections, countermotions or proposals for election included in a statement but not submitted as described in this invitation will not be considered

The provisions of the German Stock Companies Act (AktG) underlying these shareholders' rights are as follows:

*Section 130a Right to make statements and speak at Virtual General Meetings*

“(1) In the case of the virtual general meeting, shareholders have the right to submit statements on the items on the agenda prior to the

meeting by means of electronic communication using the address provided for this purpose in the invitation. The right may be restricted to shareholders who have duly registered for the meeting. The scope of the statements may be appropriately limited in the invitation.

- (2) Statements must be submitted no later than five days prior to the meeting.
- (3) The statements submitted must be made available to all shareholders no later than four days before the meeting. Such disclosure may be restricted to shareholders who have duly registered for the meeting. In the case of listed companies, the statements shall be made available on the company's website; in the case of sentence 2, they may also be made available on the website of a third party. Section 126 (2) sentence 1 no. 1, 3 and 6 shall apply mutatis mutandis.
- (4) For the calculation of the deadlines referred to in paragraphs 2 and 3 sentence 1, section 121 (7) shall apply."

#### **4. Right to speak pursuant to section 130a (5) and (6) AktG**

Shareholders who have duly registered for the general meeting or their proxies who are connected electronically to the virtual general meeting have the right to speak at the general meeting, which is exercised by means of video communication. From the start of the general meeting, the function for requesting to speak and submitting motions will be activated via the access-protected InvestorPortal, which can be accessed at

[www.schaeffler.com/agm](http://www.schaeffler.com/agm)

allowing duly registered shareholders or their proxies to register their speech or motion. The right to speak includes in particular also the right to submit motions and proposals for election in accordance with section 118a (1) sentence 2 no. 3 AktG and to exercise the right to obtain information at the general meeting (as described below under "Right to obtain information").

The right to speak may also be exercised by authorized third parties of a shareholder. The proxies designated by the company do not exercise the right to speak on behalf of the shareholders authorizing them.

For electronic access by means of video communication, shareholders or their proxies require Internet access and an appropriate device (e.g., laptop, PC, smartphone or tablet, each with a camera and microphone that can be accessed from the browser). Further information on the technical requirements for electronic access to the general meeting can be found at

[www.schaeffler.com/agm](http://www.schaeffler.com/agm).

Persons who have registered via the InvestorPortal to make a speech or submit a motion will be enabled to make their speech or submit their motion in the access-protected InvestorPortal. The company reserves the right to check the functionality of the video communication between the shareholder or proxy and the company during the meeting and prior to the speech or the submission of the motion and to reject it if the functionality is not ensured.

Pursuant to section 18 (2) of the company's Articles of Association, the chairman of the meeting may determine the order in which speeches are made and is authorized to impose reasonable time limits on the right to speak. In particular, he is authorized to set a reasonable time limit for speeches at the beginning of the general meeting or during its course

The provisions of the German Stock Companies Act (AktG) underlying these shareholders' rights are as follows:

*Section 130a Right to make statements and speak at Virtual General Meetings*

- “(5) Shareholders connected electronically to the meeting shall be granted the right to speak at the meeting by means of video communication. The form of video communication offered by the Company shall be used for the speeches. Motions and election proposals pursuant to section 118a (1) sentence 2 no. 3, the request for information pursuant to section 131 (1), follow-up questions pursuant to section 131 (1d) and further questions pursuant to section 131 (1e) may be part of the speech. Section 131 (2) sentence 2 shall apply mutatis mutandis.
- (6) The Company may reserve the right in the invitation to check the functionality of the video communication between the shareholder and the Company in the meeting and before the speech and to reject it if the functionality is not ensured.”

**5. Right to obtain information pursuant to section 131 (1) AktG**

Shareholders who have duly registered for the meeting have a right to obtain information at the general meeting. On request, the Board of Managing Directors shall provide each shareholder with information on the company's affairs pursuant to section 131 (1) AktG insofar as such information is necessary to permit a proper evaluation of the items on the agenda. The duty to provide information also extends to the legal and business relations of the company with an affiliated company.



It is not possible to submit questions in advance of the general meeting. Requests for information may be part of a speech as defined above. It is intended that the chairman of the meeting will determine pursuant to section 131 (1f) AktG that the right to obtain information is to be exercised exclusively by means of the video communication offered by the company on the InvestorPortal, meaning that electronic access of the shareholders to the general meeting is required in order to exercise this right. To exercise this right, each shareholder or his proxy must first submit a request to speak using the request to speak function provided on the InvestorPortal. This is only possible on the day of the general meeting from 10:00 (CEST) up to the time specified by the chairman of the meeting. No other submission of questions by electronic or other means of communication is intended either before or during the general meeting.

The right to obtain information may also be exercised by authorized third parties of a shareholder. The proxies designated by the company do not exercise the right to obtain information on behalf of the shareholders authorizing them.

The company reserves the right to check the functionality of the video communication between the shareholder or proxy and the company at the meeting beforehand and to reject the request to speak if the functionality is not ensured.

Pursuant to section 18 (2) of the company's Articles of Association, the chairman of the meeting is authorized to impose reasonable time limits on the right to obtain information. In particular, he is authorized to set a reasonable time limit for questions at the beginning of the general meeting or during its course.

On all answers given by the Board of Managing Directors, the shareholders have the right to ask further questions at the meeting pursuant to section 131 (1d) AktG. The above statements apply accordingly to this right to ask further questions, in particular with regard to the reasonable time limit imposed by the chairman of the meeting.

The provisions of the German Stock Companies Act (AktG) underlying these shareholders' rights are as follows:

*Section 131 AktG Shareholder's right to obtain information*

“(1) Upon request, each shareholder shall be provided with information at the General Meeting by the Board of Managing Directors on the affairs of the Company to the extent that such information is necessary for a proper evaluation of the item on the agenda. The duty to provide information also extends to the Company's legal and business relations with an affiliated company. If a company makes use of the simplifications under section 266 (1) sentence 3, Art. 276

or Art. 288 of the German Commercial Code, each shareholder may demand that the annual financial statements be presented to him at the General Meeting on the annual financial statements in the form they would have been presented without these simplifications. The duty of the Board of Managing Directors of a parent company (section 290 (1), (2) of the German Commercial Code) to provide information at the General Meeting to which the consolidated financial statements and the Group management report are submitted also extends to the situation of the Group and the companies included in the consolidated financial statements.

- (1a) In the case of the Virtual General Meeting, paragraph 1 sentence 1 shall apply subject to the proviso that the Board of Managing Directors may stipulate that shareholders' questions must be submitted by electronic communication no later than three days before the meeting. Section 121 (7) shall apply to the calculation of the deadline. Questions not submitted by the deadline need not be taken into account.
- (1b) The scope of the submission of questions may be appropriately limited in the invitation. The right to submit questions may be restricted to shareholders who have duly registered for the meeting.
- (1c) The Company shall make duly submitted questions available to all shareholders prior to the meeting and answer them no later than one day prior to the meeting; Section 121 (7) shall apply to the calculation of the deadline. In the case of listed companies, the questions shall be made available and answered via the Company's website. Section 126 (2) sentence 1 no. 1, 3 and 6 shall apply mutatis mutandis to the making available of the questions. If the answers are continuously accessible one day before the start of and at the meeting, the Board of Managing Directors may refuse to provide information on these questions at the meeting.
- (1d) Each shareholder who is electronically connected to the meeting shall be granted a right of inquiry at the meeting by means of electronic communication with regard to all answers given by the Board of Management before and at the meeting. Paragraph 2 sentence 2 also applies to the right to ask further questions..
- (1e) In addition, every shareholder connected electronically to the meeting shall be granted the right at the meeting by means of electronic communication to ask questions on matters which have only arisen after the expiry of the deadline pursuant to subsection 1a sentence 1. Paragraph 2 sentence 2 also applies to this right to ask questions."

**6. Right of objection**

Duly registered shareholders or their proxies have the right to object to resolutions of the general meeting by means of electronic communication. The objection can be submitted for the entire duration of the virtual general meeting until its end by way of electronic communication via the InvestorPortal for the record of the notary public. The notary has authorized the company to receive objections via the InvestorPortal and will receive the objections via the InvestorPortal.

The proxies designated by the company will not be able to submit any objections to resolutions of the general meeting for the record of the notary public certifying the general meeting.

Herzogenaurach, March 2023

Schaeffler AG  
– The Board of Managing Directors –

***Disclaimer***

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