

**Invitation
to the Extraordinary General Meeting of
Schaeffler AG on February 2, 2024**

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Overview of the Agenda

1. Resolution on the conversion of non-voting common shares into voting common shares by canceling the preferential right to profits and corresponding amendments of the Articles of Association as well as instructions to the Board of Managing Directors
2. Special resolution of the voting common shareholders on the resolution of the general meeting under agenda item 1 on the approval of the conversion of non-voting common shares into voting common shares by canceling the preferential right to profits and corresponding amendments of the Articles of Association as well as instructions to the Board of Managing Directors

Schaeffler AG
Herzogenaurach

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

We hereby invite our shareholders to the **extraordinary general meeting** on

Friday, February 2, 2024, 10:00 hours (CET)

at the Schaeffler Conference Center, Industriestraße 1-3, 91074 Herzogenaurach.

Agenda

1. Resolution on the conversion of non-voting common shares into voting common shares by canceling the preferential right to profits and corresponding amendments of the Articles of Association as well as instructions to the Board of Managing Directors

The Board of Managing Directors and the Supervisory Board propose that the non-voting common shares of the company be converted into voting common shares by canceling the preferential right to profits and that the associated amendments to the Articles of Association and instructions be resolved in accordance with the proposal of the Board of Managing Directors. The resolution on this requires a special resolution of the non-voting common shareholders to be passed at a separate meeting of the preference shareholders. In addition, it will be proposed to the voting common shareholders under agenda item 2 to also approve the resolution by way a of a special resolution as a precautionary measure.

The Board of Managing Directors and the Supervisory Board therefore propose the following resolution:

1. The no-par value non-voting common shares will be converted into no-par value voting common shares by canceling the preferential right to profits.
2. Section 6.2 of the Articles of Association shall be reworded as follows:
“The share capital is divided into 666,000,000 no-par value common shares. The notional interest in the share capital attributable to each no-par value share is EUR 1.00. The share capital of EUR 500,000,000.00 was provided by way of a change in the legal form of INA Beteiligungsgesellschaft mit beschränkter Haftung, Herzogenaurach, to a stock corporation.”
3. Section 6.3 of the Articles of Association shall be deleted without replacement.
4. Section 7.2 of the Articles of Association shall be deleted without replacement and is provisionally subject to change.
5. Section 19.1 of the Articles of Association shall be reworded as follows:
“Each share of Schaeffler confers one voting right.”

6. Section 22.2 of the Articles of Association shall be deleted without replacement and is provisionally subject to change.
7. The Board of Managing Directors is instructed to prepare the conclusion of a merger agreement with Vitesco Technologies Group Aktiengesellschaft and to negotiate and conclude a merger agreement with Vitesco Technologies Group Aktiengesellschaft for this purpose and to submit it to the company's general meeting for approval.
8. The Board of Managing Directors is instructed not to file the amendments to the Articles of Association resolved under agenda item 1 for entry in the commercial register until a separate general meeting of the company has approved a merger agreement between the company and Vitesco Technologies Group Aktiengesellschaft as the transferring legal entity in accordance with item 7 of this resolution. The registration of the amendments to the Articles of Association resolved under agenda item 1 shall be conditional on the prior or simultaneous entry of the merger of Vitesco Technologies Group Aktiengesellschaft into the company in the commercial register of the company.

2. Special resolution of the voting common shareholders on the resolution of the general meeting under agenda item 1 regarding the approval of the conversion of non-voting common shares into voting common shares by canceling the preferential right to profits and corresponding amendments of the Articles of Association as well as instructions to the Board of Managing Directors

Under agenda item 2, the Board of Managing Directors and the Supervisory Board propose to the general meeting that the no-par value non-voting common shares be converted into no-par value voting common shares and that the Articles of Association be amended accordingly.

The Board of Managing Directors and the Supervisory Board propose that the resolution of the general meeting to convert the non-voting common shares into voting common shares by special resolution of the voting common shareholders be approved as follows:

The voting common shareholders approve the resolution of the general meeting on February 2, 2024 on the conversion of non-voting common shares into voting common shares by canceling the preferential right to profits and the associated amendments of the Articles of Association and instructions to the Board of Managing Directors according to agenda item 1.

Report of the Board of Managing Directors on agenda items 1 and 2 of the Extraordinary General Meeting and at the same time on agenda item 1 of the separate meeting of the non-voting common shareholders on February 2, 2024

Under agenda item 1 of the extraordinary general meeting on February 2, 2024, the Board of Managing Directors and the Supervisory Board propose to cancel the preferential right to profits of the non-voting common shares and thereby convert the non-voting common shares of Schaeffler AG (the "**Company**") into common shares with voting rights. Under agenda item 2 of the extraordinary general meeting on February 2, 2024, the Board of Managing Directors and the Supervisory Board also propose that the voting common shareholders approve agenda item 1 by special resolution as a precautionary measure. At the separate meeting of non-voting common shareholders, which will also take place on February 2, 2024, the Board of Managing Directors and the Supervisory Board will also propose that the resolution of the extraordinary general meeting on agenda item 1 also be approved by special resolution.

The Board of Managing Directors substantiates and explains these proposed resolutions in this report, which is also part of the invitations to the extraordinary general meeting and the separate meeting of

the non-voting common shareholders on February 2, 2024 and is also available at the meetings and on the Internet at

www.schaeffler.com/egm.

The Chairman of the Board of Managing Directors and the Chairman of the Supervisory Board are also publishing a letter to the Company's shareholders in connection with the intended measures, which the Board of Managing Directors adopts as its own and which is as part of this report also published in section I below.

I. Letter to the Company's shareholders

"Stronger Together"

Herzogenaurach, December 20, 2023

Dear Shareholders,

Schaeffler is taking the next major step in its development: Through the planned merger with Vitesco, we are creating a unique Motion Technology Company with four focused divisions, each with leading market positions in their respective markets. The combined company will have a projected pro-forma annual turnover of around EUR 25 billion, employ more than 120,000 people worldwide and have more than 100 production plants in all major regions of the world.

The merger with Vitesco will further improve our competitiveness considerably. The two companies have a highly complementary technology portfolio, particularly in the field of electrification. As a combined company, we will be able to offer a complete product range in this area and thus better advantage-taking of the accelerated growth potential of electromobility. The transaction also offers considerable synergy potential with an expected EBIT effect of EUR 600 million per year, which should be fully achieved in 2029. This will be offset by one-off integration costs of up to EUR 665 million. The transaction is expected to have a positive impact on earnings per share for the first time in 2026.

To create this leading Motion Technology Company, we announced a three-step overall transaction on October 9, 2023 and concluded an agreement on the business combination (so-called business combination agreement) with Vitesco on November 27, 2023. The first step of the overall transaction is the public tender offer for all outstanding Vitesco shares, which we expect to successfully complete shortly.

The second step is now pending: the planned simplification of Schaeffler's shareholder structure. In this regard, we are offering you, dear shareholders, to vote on the conversion of your non-voting common shares into voting common shares. For this purpose, we invite you to the extraordinary general meeting of Schaeffler AG and to the separate meeting of the non-voting common shareholders on February 2, 2024 in Herzogenaurach.

The acquisition offer and the simplification of the shareholder structure follows the third step of the overall transaction in the course of 2024: the merger of Vitesco into Schaeffler. This step will then require the approval of the respective general meetings of both companies, which are expected to take place on April 24, 2024 (Vitesco) and April 25, 2024 (Schaeffler).

First, however, the vote on the conversion of the non-voting common shares into voting common shares with full voting rights at a ratio of 1:1 is pending. In our view, the proposed

standardization of the classes of shares offers you, dear non-voting common shareholders, two significant advantages:

Firstly, you will benefit from significantly improved co-determination rights in our Company. With the conversion of the non-voting common shares into voting common shares, Schaeffler will apply with the principle of “one share, one vote” in the future, i.e. each share is associated with a voting right at the general meeting. We are thus responding to a request often expressed by capital market participants for greater participation in our Company. This will further increase Schaeffler’s attractiveness as an investment for many institutional investors.

Secondly: In addition to a simplified shareholder structure with only one class of shares, the conversion into voting common shares, together with the intended merger, will lead to improved liquidity in the share and an increased free float. On this basis, the Schaeffler shares are expected to be included in the MDAX and the MSCI Europe indices after completion of the transaction.

In addition, we continue to view Schaeffler shares as a dividend-paying security that provides you with reliable recurring income and intend to maintain the current payout ratio wherever possible.

By granting voting rights, the family shareholders are therefore not only supporting the overall transaction. They are also making you an offer, which is in line with a long-standing request of the non-voting common shareholders. Due to this exclusively advantageous structure, we are confident that this offer is entirely in your interest and that you will accordingly vote in favor of converting your non-voting common shares into voting common shares.

We look forward to welcoming you in person at the extraordinary general meeting and the separate meeting of the non-voting common shareholders on February 2, 2024 in Herzogenaurach. Of course, registered shareholders also have the opportunity, in accordance with their respective participation and voting rights, to follow the extraordinary general meeting and the separate meeting of the non-voting common shareholders via the Internet and to cast their votes or to authorize a proxy designated by the Company to exercise their voting rights in accordance with their instructions. We ask you to make use of these opportunities if you are unable to attend the meetings in person. Please note that you must register in good time as described in the invitations to the meetings.

Thank you very much for your support.

Yours sincerely

Georg F.W. Schaeffler

Family Shareholder and
Chairman of the Supervisory Board

Klaus Rosenfeld

Chairman of the
Board of Managing Directors

II. Further Report of the Board of Managing Directors

1. Reason for and subject of the proposed resolutions

The Company's share capital is currently divided into 500,000,000 common bearer shares with voting rights and 166,000,000 non-voting common bearer shares. The non-voting common shares carry a preferential dividend of EUR 0.01 per share and are admitted to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*).

The Company is seeking to merge Vitesco Technologies Group Aktiengesellschaft („Vitesco“) into the Company as the acquiring legal entity (the “**Merger**”). With the Merger, the Company is pursuing the goal of combining the strengths of the Company and Vitesco in the area of mobility and thus being able to meet the challenges in this area (in particular e-mobility) even better and more efficiently. The Merger is also intended to create the basis for joint sustainable investments in research and development as well as the expansion of the existing cooperation with Vitesco to leverage further significant synergies. As a result of the Merger, Vitesco would cease to exist and Vitesco shareholders would become shareholders of the Company in accordance with the merger ratio to be examined by an independent expert auditor in accordance with the law.

In preparation for and in connection with the Merger, the Board of Managing Directors and the Supervisory Board of the Company propose to convert the existing non-voting common shares into voting common shares at a ratio of 1:1 (the “**Change of Class of Shares**”).

The Change of Class of Shares shall be effected by cancellation of the existing preferential right to profits of the Company's non-voting common shares and is to be registered in the Company's commercial register (*Handelsregister*) as close in time as possible to the Merger, without, however, delaying the fastest possible entry of the Merger. It is intended that at the time the Merger becomes effective, the Company's share capital will consist solely of voting common shares, which will be immediately admitted to trading on the Frankfurt Stock Exchange. In the interests of the non-voting common shareholders in particular, this is intended to result in an increased liquidity of the voting common shares of the Company, which will then be listed on the stock exchange and provide an opportunity for a possible increase in the value of their shares.

Accordingly, the proposed resolution contains an instruction to the Company's Board of Managing Directors not to submit the amendments to the Articles of Association to be resolved under agenda item 1 for registration in the commercial register until a separate general meeting of the Company has approved a merger agreement to be concluded between the Company and Vitesco. Furthermore, the registration of the amendments to the Articles of Association to be resolved under agenda item 1 shall be subject to the prior or simultaneous registration of the Merger of Vitesco into the Company in the Company's commercial register.

In order to ensure the appropriate preparation of the Merger and to ensure the prompt submission of the merger agreement to the general meeting, an instruction on the further preparation of the Merger with Vitesco will be submitted to the general meeting for resolution in this context.

The conversion of the non-voting common shares into voting common shares and the subsequent admission of the voting common shares to trading on the Frankfurt Stock Exchange will provide the Company's non-voting common shareholders with the opportunity to exercise their voting rights on the resolutions of the general meeting and simplify the Company's governance. The conversion of the non-voting common shares to voting common shares is therefore accompanied by a number of advantages for the Company and its shareholders, which are not offset by any significant disadvantages (see no. 6 for more details).

2. Current share and capital structure

Currently, the share capital amounts to EUR 666,000,000.00. It is divided in 500,000,000 common shares with voting rights and 166,000,000 non-voting common shares. Each of the voting common shares and the non-voting common shares has a notional value in the share capital of EUR 1.00.

The non-voting common shares have a preferential right to profits in accordance with section 22.2 of the Articles of Association. Accordingly, unless the general meeting resolves otherwise, the Company's retained earnings are used in the following order: (1) to pay any arrears of preference dividends on the non-voting common shares from previous years, whereby no interest is payable and the older arrears are to be repaid before the more recent ones; (2) to pay a preference dividend amounting to EUR 0.01 per non-voting common share; (3) to distribute any further profit shares to the voting and non-voting common shares in proportion to their shares in the Company's share capital.

The non-voting common shares do not confer any voting rights at the Company's general meetings, subject to mandatory legal requirements.

3. Future share and capital structure

The conversion of the non-voting common shares to voting common shares will not change the amount of the Company's share capital. It will continue to amount to EUR 666,000,000.00. However, the share capital in future will be divided into 666,000,000 no-par value common bearer shares with voting rights.

In future, i.e. after the registration of the amendments to the Articles of Association to be resolved under agenda item 1 in the Company's commercial register, the preference dividend attributable to the current non-voting common shares will no longer apply, so that each share will have the same dividend entitlement.

Assuming that the conversion of the non-voting common shares into voting common shares will become effective in accordance with the registration instruction after the next general meeting of the Company, which is expected to resolve on the Merger, and before the end of the financial year 2024, in accordance with section 22.2 of the Articles of Association, the preference dividend is to be taken into account for the last time when distributing the net profit for the financial year 2023.

As a result of the elimination of the preferential right to profits, the former non-voting common shareholders will receive voting rights at the general meeting following the conversion of their shares into voting common shares in accordance with statutory provisions (section 141 para. 4 of the German Stock Corporation Act (*Aktiengesetz*) ("**AktG**"). Each share in the Company then has the same voting rights of one vote per share.

4. Course of the conversion

The conversion of the non-voting common shares into voting common shares is carried out by canceling the preferential right to profits associated with the non-voting common shares

by way of an amendment to the Articles of Association. As a result, the features of the non-voting common shares are adjusted to those of the voting common shares and the class of non-voting common shares is completely canceled. A share swap will therefore not take place. Instead, the rights associated with the non-voting common shares will be adjusted to the effect that the preferential right to profits will be canceled and the shares will have voting rights. The respective proportional participation of each shareholder in the share capital remains unchanged. No additional payment will be made by the non-voting common shareholders.

The conversion of the non-voting common shares into common shares with voting rights requires a resolution by the general meeting to amend the Articles of Association, which must be passed with a simple majority of the votes cast and the share capital represented in accordance with section 179 para. 2 AktG in conjunction with section 19.4 of the Company's Articles of Association. This resolution shall be adopted by the extraordinary general meeting on February 2, 2024 under agenda item 1.

Furthermore, it is proposed to the voting common shareholders to approve the resolution of the general meeting by way of a special resolution in accordance with section 179 para. 3 AktG as a precautionary measure. This special resolution also requires a simple majority of the votes cast and the share capital represented in accordance with section 179 para. 3 AktG in conjunction with section 179 para. 2 sentence 2 AktG in conjunction with section 19.4 of the Company's Articles of Association and shall also be adopted on February 2, 2024 under agenda item 2.

The resolution on the conversion of the non-voting common shares into voting common shares also requires the approval of the non-voting common shareholders, who shall decide on this by special resolution at a separate meeting of the non-voting common shareholders, also to be held on February 2, 2024 following the extraordinary general meeting. In accordance with section 141 para. 3 sentence 2 AktG, this special resolution of the non-voting common shareholders requires a majority of at least three quarters of the votes cast.

In order to ensure the appropriate preparation of the Merger and to ensure the prompt submission of the merger agreement to the general meeting, an instruction for the further preparation of the Merger with Vitesco pursuant to section 119 para. 2 AktG in conjunction with section 83 AktG will also be submitted to the extraordinary general meeting for resolution in this context. The Board of Managing Directors shall be instructed to prepare the conclusion of a merger agreement with Vitesco and to negotiate and conclude a merger agreement with Vitesco for this purpose and to submit it to the Company's general meeting for approval. Once the proposed instruction has been issued by the general meeting, the Board of Managing Directors is obliged to implement the instructed measures (section 83 para. 2 AktG).

If the necessary resolutions are passed, the amendments to the Articles of Association will only be submitted for registration in the commercial register once a separate general meeting of the Company has approved a merger agreement concluded in accordance with the instruction of the extraordinary general meeting between the Company and Vitesco as the transferring legal entity in accordance with the registration instruction to the Board of Managing Directors included in the resolutions. It is intended that the general meeting of the Company will decide on the approval of the merger agreement probably at the end of April, shortly after the shareholders of Vitesco have already given their approval to the merger agreement. The Merger does not require a separate resolution by the non-voting common shareholders, as they are not entitled to vote in this regard (section 65 para. 2 UmwG).

The submission of the amendments to the Articles of Association must also be subject to the prior or simultaneous entry of the Merger of Vitesco into the Company in the Company's

commercial register. This ensures that the Change of Class of Shares does not become effective without the Merger and that it becomes effective as simultaneously as possible with the capital increase of the Company taking place in this context – provided that the Change of Class of Shares is then already registrable.

The submission will therefore not take place before or without an approving resolution of the general meeting on the Merger.

Once the amendments to the Articles of Association have been registered with the commercial register, they will take effect, the structure of the shares held by the existing non-voting common shareholders will be adjusted to that of the voting common shares and the special class of the existing non-voting common shares will be canceled.

5. Effect on the stock exchange listing

As a result of the Change of Class of Shares, the previous stock exchange listing of the non-voting common shares will expire, meaning that they can no longer be traded on the stock exchange in future. However, it is intended to obtain the admission of all voting common shares of the Company – including the “new” voting common shares resulting from the Change of Class of Shares and the additional “new” voting common shares to be issued as part of the Merger – to trading on the Frankfurt Stock Exchange with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*).

The custodian banks will convert their customers’ holdings of non-voting common shares into voting common shares immediately after the conversion of the non-voting common shares to voting common shares becomes effective and the global certificates securitizing the shares are exchanged for voting common shares at Clearstream Banking AG immediately thereafter. The shareholders themselves have nothing to do in this regard. There are no separate costs for the shareholders associated with the conversion of the non-voting common shares to voting common shares. The Company has no influence on the exact timing of the registration in the commercial register that changes the law. However, it is intended to facilitate the smoothest possible conversion process in close coordination with the Frankfurt Stock Exchange on the one hand and the relevant commercial register on the other. A temporary suspension of stock exchange trading in the Company’s shares should be avoided wherever possible. The Company will provide information on the planned exact date of registration of the Change of Class of Shares in company reports and by public announcement.

6. Advantages for the Company and the shareholders associated with the Change of Class of Shares

The conversion of the non-voting common shares to voting common shares is in the interests of the Company and the shareholders. It will lead to a standardization of the structure of the Company’s shares and thus to a simplification and greater transparency of the capital structure. As a result of the Change of Class of Shares, all shares in the Company will in future have the same rights, in particular voting rights, and will participate in the Company’s net profit to the same extent.

In particular from the perspective of international investors, the intended standardization and simplification will create an increased level of transparency, which can further increase the

attractiveness of an investment in the Company. This increase in attractiveness is further enhanced by the fact that the creation of a single class of shares with prior or simultaneous implementation of the Merger will increase the number of shares in free float and thus tendentially also the liquidity of the Company's shares on the capital market and thus also the possibility of inclusion in prominent share indices in the future. In particular, this is also in the interests of non-voting common shareholders, who will consequently be provided with a better liquidity of their shares.

At the same time, the future concentration on one class of shares is in line with internationally recognized and widespread corporate governance, according to which each share also entitles the holder to exercise one vote ("*one share – one vote*").

The consolidation of the share classes will also reduce the Company's administrative expenses and simplify reporting. Separate reporting of earnings per share figures for voting and non-voting common shares is no longer necessary. In addition, there is no need for a separate meeting of the non-voting common shareholders, which is currently still required for certain resolutions by the general meeting.

The advantages for the Company described above are not offset by any significant disadvantages. The conversion of the non-voting common shares to voting common shares is initially associated with one-off costs for the Company. However, the Company assumes that the Change of Class of Shares will reduce costs overall in the future.

The non-voting common shareholders will also be provided with the opportunity of a significant increase of the value of their shares, as voting common shares are often traded at a higher stock market price than non-voting common shares, with the difference between the stock market price of a non-voting common share and a voting common share regularly exceeding the amount of the non-voting common share's preferential right to profits. The sole voting common shareholder of the Company has indicated that, in view of the advantages for the Company associated with the Change of Class of Shares in connection with the Merger, it supports the Change of Class of Shares in accordance with the proposed procedure despite the potential dilution of its voting rights associated. In comparable cases of other companies, however, non-voting common shareholders have often only been provided with the opportunity to change the class of their non-voting common shares to voting common shares either in return for a substantial additional payment or at a less favorable exchange ratio for the non-voting common shareholders, so that the proposed procedure is particularly advantageous for the non-voting common shareholders.

The conversion of the non-voting common shares to voting common shares also facilitates the implementation of the Merger of Vitesco into the Company, which is in the economic interest of the Company, as the existing shareholders of Vitesco, who have previously held only voting common shares in Vitesco, will remain invested in a comparable manner in a voting and liquid share without the Company having to admit two separate and correspondingly less liquid classes of shares for trading on the regulated market in the future.

The shareholders will benefit from the advantages described above; the Change of Class of Shares will not result in any significant disadvantages for them. As a result, the conversion of the non-voting common shares to voting common shares is clearly in the interests of the Company and its shareholders. The advantages associated with the standardization of the Company's capital structure cannot be realized in a comparable manner in any other way. As there are no significant disadvantages associated with the Change of Class of Shares, according to the persuasion of the Board of Managing Directors, which is shared by the Supervisory Board, the proposed measures are objectively justified.

In agreement with the Supervisory Board, the Board of Managing Directors therefore recommends that the voting common shareholders and the non-voting common shareholders grant the necessary approvals for the proposed unification of the share classes.

Further information and notes

Total number of shares and voting rights

Currently, 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 non-voting common shares. The non-voting common shares (also) have no voting rights in the general meeting pursuant to section 140 para. 2 sentence 1 AktG. At the time of the convocation the Company holds no treasury shares.

Requirements for participating in the extraordinary general meeting and exercising shareholders' rights

Shareholders, i.e. voting common shareholders and/or non-voting common shareholders, who register in due time and provide proof of their right to participate in the extraordinary general meeting are entitled to participate in the extraordinary general meeting and to exercise their respective shareholders' rights in connection with the extraordinary general meeting (see below).

Registration and proof of right to participate must 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 (0)69 – 12012 86045
Email: wp.hv@db-is.com

at least six days before the extraordinary general meeting, excluding the day of the general meeting and the day of receipt, that is by **January 26, 2024 (24:00 hours (CET))**. Proof of share ownership shall be provided by submitting a special proof of share ownership issued by the ultimate intermediary in text form (section 126b of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*)) in German or English; proof in accordance with section 67c para. 3 AktG shall suffice in any case. Proof of shareholding must be as of the end of business of **January 11, 2024 (24:00 hours (CET))** (“**record date**”). Section 17.4 sentence 3 of the Articles of Association is not applicable.

Upon due registration and proper proof of share ownership, access cards for the extraordinary general meeting will be automatically sent to the shareholders entitled to participate or their proxies. In order to ensure the timely receipt of the access cards, we kindly request that shareholders submit their registration and the proof of shareholding to the Company sufficiently in advance.

Proof of the non-voting common shareholders' entitlement to participate in the extraordinary general meeting on February 2, 2024 also serves as proof of entitlement to participate in the separate meeting of non-voting common shareholders. Non-voting common shareholders who have provided proof of

share ownership for participation in the extraordinary general meeting are therefore not required to provide separate proof of share ownership for participation in the separate meeting of non-voting common shareholders. Registrations by non-voting common shareholders for the extraordinary general meeting or the separate meeting of non-voting common shareholders shall also be deemed to be registrations for the other meeting, unless the non-voting common shareholder expressly declares at the time of registration that he only wishes to register for the meeting designated by him. For technical reasons, non-voting common shareholders are generally issued with a single access card for the extraordinary general meeting and the separate meeting of the non-voting common shareholders.

Relevance of the record date

In relation to the Company, only a voting and/or non-voting common shareholder, who has provided the specific proof of entitlement to participation in the extraordinary general meeting or to exercise shareholders' rights shall be deemed to be a shareholder for the purpose of participating in the extraordinary general meeting and exercising shareholders' rights. The record date is not associated with a block on the saleability of the shareholding. Even in the event of the complete or partial sale of the shareholding after the record date, only the shareholding of the shareholder on the record date is relevant for the exercise of shareholder rights (i.e., sales of shares after the record date have no effect on the exercise of the shareholder rights). The same applies to purchase and additional purchases of shares after the record date. Persons who do not yet hold any shares on the record date and only become shareholders thereafter are only entitled to participate and, in the case of the voting common shares, to vote from the shares held by them if and to the extent that they are authorized by the person entitled on the record date or authorized to exercise rights.

Use of the password protected InvestorPortal

For duly registered shareholders or their proxies, an Internet-based and access-protected general meeting system, the InvestorPortal, is expected to be available from January 12, 2024 at the Internet address

www.schaeffler.com/egm

and will also be available to them on the day of the general meeting and for its entire duration.

Registration in the InvestorPortal is possible using the access credentials that the duly registered shareholders or their proxies receive together with the access card. When using the password protected InvestorPortal, the information and terms of use provided in the InvestorPortal must be observed.

Procedure for absentee voting

Voting common shareholders may exercise their voting rights by means of electronic communication (absentee voting) and by granting a proxy. Only those voting common shareholders who are duly registered by January 26, 2024, 24:00 hours (CET) at the latest and who have duly provided proof of share ownership (as stated above) are entitled to exercise their voting rights via electronic communication (absentee voting) and to grant power of attorney for voting. The voting rights exercised by absentee voting are based on the number of shares held as of the record date.

Votes cast by absentee voting, their revocation or amendment is also possible via the InvestorPortal during the general meeting, but must be case at the latest by the time specified by the chairman of the meeting during the extraordinary general meeting.

Absentee votes can also be cast, revoked or changed by email, for organizational reasons at the latest by February 1, 2024, 24:00 hours (CET) (receipt decisive), at the following email address:

anmeldestelle@computershare.de

Voting common shareholders who wish to exercise their voting rights by email are requested to use the form provided by the Company for this purpose. The voting common shareholders will receive this form together with the access card for the extraordinary general meeting. The use of the form is not mandatory. In order to effectively exercise their voting rights by absentee voting, voting common shareholders are required to state their full name (and, in the case of legal entities or partnerships, the full Company name), their address and the number stated on the access card for the extraordinary general meeting when casting their vote.

Authorization for proxies of exercising voting rights or participation

Shareholders may also have their voting rights (voting common shareholders) or other participation rights (voting and non-voting common shareholders) exercised at the extraordinary general meeting via proxy, e.g. the custodian bank, an association of shareholders, the proxies designated by the Company or another person of their choosing.

Shareholders who would like to grant a power of attorney must also register for the 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 authorize a proxy are requested to use the form provided by the Company for this purpose. It can be found on the back of the access card, which the shareholder will receive upon timely registration and provision of proof.

The authorization of a proxy as well as the revocation and proof of authorization vis-à-vis the Company can also be submitted prior to the extraordinary general meeting in text form (section 126b BGB) to the following address:

Schaeffler AG
c/o Computershare Operations Center
80249 München
Email: anmeldestelle@computershare.de

The power of attorney can also be granted or revoked via the InvestorPortal using the data on the access card from the time the InvestorPortal is opened and also during the general meeting up to the time specified by the chairman of the meeting in the general meeting. For technical reasons, however, it is only possible to grant a power of attorney via the InvestorPortal for both the extraordinary general meeting and the separate meeting of the non-voting common shareholders. If you only wish to grant a power of attorney for one of the two meetings or authorize different proxies for the extraordinary general meeting and the separate meeting of the non-voting common shareholders, please use the options for granting powers of attorney outside the InvestorPortal.

If powers of attorney for exercising voting rights are granted to intermediaries, as well as to associations of shareholders, proxy advisors or persons or institutions 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

kindly ask voting common shareholders who wish to grant power of attorney to an intermediary, an association of shareholders, a proxy advisor or an equivalent person or institution within the meaning of section 135 AktG to coordinate the form of the power of attorney with the proxy.

If the shareholder authorizes more than one person, the Company may reject one or more of these persons.

Particularities of the authorization of proxies designated by the Company

Voting common shareholders have the possibility to have their voting rights exercised in accordance with their instructions in the general meeting through proxies designated by the Company for this purpose. In this case, the voting common shareholders must, as described above, also register for the general meeting and provide proof of shareholding in a timely manner.

If a voting common shareholders wishes to grant power of attorney to the proxies designated by the Company, it 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. Only instructions on resolutions proposed by the management and announced by the Company as well as on resolutions proposed by shareholders at the request of a minority announced by the Company pursuant to section 122 para. 2 AktG, as a counterproposal pursuant to section 126 para. 1 AktG or as an election proposal pursuant to section 127 AktG will be considered.

Please note that the proxies designated by the Company do not accept authorizations for the lodging of objections against resolutions by the general meeting, for the exercise of the right to speak or to ask questions or to submit motions.

To issue authorizations and voting instructions to the proxies designated by the Company, the form can be used which the voting common shareholders receive with the access card for the general meeting if they register and provide proof of shareholding in a timely manner. The relevant form is also available on the Company's website at www.schaeffler.com/egm.

The authorization of a proxy designated by the Company as well as the revocation and the issuance of instructions can also be submitted prior to the extraordinary general meeting in text form (section 126b BGB) by February 1, 2024, 24:00 hours (CET) to the following address.

Schaeffler AG
c/o Computershare Operations Center
80249 München
Email: anmeldestelle@computershare.de

Authorizations and instructions to the proxies designated by the Company can also be issued, amended or revoked by voting common shareholders via the InvestorPortal from the time the InvestorPortal is activated and also during the general meeting until the time specified by the chairman of the meeting in the general meeting, also using the data on the access card.

Further Information on exercising shareholders' rights

If several absentee votes or authorizations and instructions are received by the same means of transmission within the deadline, the last declaration received shall be binding.

If voting rights are exercised in several ways in due time by absentee voting or if authorization and instructions are issued, these will be considered in the following order: 1. electronically via the InvestorPortal, 2. electronically through intermediaries, 3. By email, 4. by postal mail.

If declarations with more than one form of exercising voting rights are received in the same way, the following applies: absentee votes take precedence over the granting authorization. Authorization and instructions to the proxies designated by the Company take precedence over any other form of authorization.

Personal participation shall be deemed to be a revocation of the declarations previously made.

Information on the 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 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 January 2, 2024 24:00 hours (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
Industriestraße 1-3
91074 Herzogenaurach

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/egm

and communicated to the shareholders.

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

Shareholders may also submit countermotions at the general meeting to proposals by the Board of Managing Directors and/or Supervisory Board on specific items on the agenda and - if a corresponding item is placed on the agenda - make election proposals of Supervisory Board members or the auditor.

Countermotions and election proposals from shareholders that are received by the Company at the address given below at least 14 days before the general meeting - not including the day of receipt and the day of the general meeting - i.e. by no later than the end of January 18, 2024, 24:00 hours (CET), will be published with the name of the shareholder, any reasons and any statement of the management immediately on the Company's website (section 126 para. 1 sentence 3, section 127 sentence 1 AktG) at

www.schaeffler.com/egm.

The Company may refrain from making available a countermotion and any reasons as well as an election proposal if one of the exclusion criteria of section 126 para. 2 AktG (for countermotions and election proposals) or section 127 sentence 3 AktG (for election proposals) applies. The grounds for exclusion can be found on the Company's website at www.schaeffler.com/egm.

Countermotions (including any reasons) and election proposals from shareholders for the general meeting must be sent exclusively to the following address:

Schaeffler AG
Legal Department
Industriestraße 1-3
91074 Herzogenaurach
Email: OR-HZA-Legal-Team-DE-HZA@schaeffler.com

Countermotions/election proposals addressed otherwise will not be made accessible.

The right of every shareholder to submit countermotions to the various agenda items or election proposals for the election of Supervisory Board members or the auditor during the general meeting, even without prior submission to the Company, remains unaffected. We would like to point out that countermotions or election proposals that have been submitted to the Company in advance in due time will only be considered at the general meeting if they are submitted verbally.

Right to obtain information pursuant to section 131 para. 1 AktG

Upon request, each shareholder must be provided with information by the Board of Managing Directors at the general meeting on the Company's affairs, including the Company's legal and business relationships with affiliated companies and the situation of the Group and the companies included in the consolidated financial statements, insofar as this is necessary for a proper assessment of the item on the agenda. The exercise of the statutory right to obtain information in accordance with section 131 para. 1 AktG requires attendance at the general meeting.

In accordance with section 18.2 of the Company's Articles of Association, the chairman of the meeting may impose a reasonable time limit on the shareholders' right to ask questions and to speak. In addition, the Board of Managing Directors is entitled to refuse to provide information in certain cases regulated in section 131 para. 3 AktG. The circumstances in which the Board of Managing Directors is entitled to refuse to provide information are set out in the section on shareholders' rights on the Company's website at www.schaeffler.com/egm.

Information pursuant to section 124a AktG on the Company's website

The content of the convocation of the extraordinary general meeting, documents to be made available, motions and election proposals from shareholders that are to be made available as well as further information relating to the general meeting (including the rights of shareholders pursuant to section 122 para. 2, section 126 para. 1, section 127 and section 131 para. 1 AktG) are available on the Company's website at

www.schaeffler.com/egm.

The documents to be made available will also be available during the extraordinary general meeting on February 2, 2024.

Broadcast on the internet

The shareholders of Schaeffler AG duly registered for the extraordinary general meeting or their proxies can watch the entire separate meeting of the non-voting common shareholders (including the general debate and the vote) live in picture and sound on February 2, 2024 from 10:00 hours (CET) via the InvestorPortal, which is accessible via

www.schaeffler.com/egm.

Please retrieve the required access credentials for the InvestorPortal from your access card.

The extraordinary general meeting will be broadcast for the interest public and the voting common shareholders in extracts directly at www.schaeffler.com/egm.

The transmissions of the extraordinary general meeting described above will only take place if and to the extent permitted by the chairman of the meeting in accordance with section 20 of the Articles of Association of Schaeffler AG and is subject to technical availability.

It is not possible for shareholders to participate in the extraordinary general meeting pursuant to section 118 para. 1 sentence 2 AktG without being present at the respective venue and without a proxy and to exercise all or some of their rights in whole or in part by means of electronic communication; in particular, the transmission does not enable participation in the extraordinary general meeting within the meaning of section 118 para. 1 sentence 2 AktG.

Information on data protection for shareholders

In connection with the holding of the general meeting, the Company (Industriestraße 1-3, 91074 Herzogenaurach, Germany, email data protection officer: Datenschutz@schaeffler.com) as controller collects and processes personal data about the shareholders and/or their proxy. This is in order to enable shareholders to exercise their rights at the general meeting. Shareholders can find details on the handling of personal data and their rights under the General Data Protection Regulation (GDPR) on the general meeting website at

www.schaeffler.com/egm.

Herzogenaurach, December 2023

The Board of Managing Directors

Information pursuant to Table 3 of the Implementing Regulation (EU) 2018/1212 for the notification pursuant to section 125 AktG of Schaeffler AG

A. Specification of the message

1. Unique identifier of the event: Extraordinary general meeting of Schaeffler AG on February 2, 2024
(Formal information acc. to EU-IR 2018/1212: 3e3ee7c20d98ee11b52d00505696f23c)
2. Type of message: Convocation of the general meeting
(Formal information acc. to EU-IR 2018/1212: NEWM)

B. Specification to the issuer

1. ISIN:

Voting common shares	DE000SHA0019
Non-voting common shares	DE000SHA0159
2. Name of issuer: Schaeffler AG

C. Specification of the general meeting

1. Date of the General Meeting: February 2, 2024
(Formal information acc. to EU-IR 2018/1212: 20240202)
2. Time of the General Meeting: 10:00 hours (CET)
(Formal information acc. to EU-IR 2018/1212: 9:00 hours UTC)
3. Type of General Meeting: Extraordinary General Meeting (Meeting in person)
(Formal information acc. to EU-IR 2018/1212: XMET)
4. Location of the General Meeting: Schaeffler Konferenzzentrum, Industriestraße 1-3, 91074 Herzogenaurach
5. Record Date: January 11, 2024, 24:00 hours (CET)
(Formal information acc. to EU-IR 2018/1212: 20240111, 23:00 hours UTC)
6. Uniform Resource Locator (URL): www.schaeffler.com/egm