

We pioneer motion

SCHAEFFLER

Invitation
to the Annual General Meeting of
Schaeffler AG on April 23, 2026



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.

Agenda

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1. Presentation of the adopted separate financial statements and the approved consolidated financial statements as of December 31, 2025, and the combined management report for the company and the group, as well as the report of the Supervisory Board for the financial year 2025
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2. Resolution on the appropriation of the retained earnings for the financial year 2025
-
3. Resolution on the approval of the acts of the members of the Board of Managing Directors for the financial year 2025
-
4. Resolution on the approval of the acts of the members of the Supervisory Board for the financial year 2025
-
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 and the auditor of sustainability reporting
-
6. Resolution on the approval of the remuneration report for the financial year 2025
-
7. Resolution on the revision of the remuneration and remuneration system for members of the Supervisory Board
-
8. Resolution on the election of a member of the Supervisory Board
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Schaeffler AG Herzogenaurach

Unique identifier of the event: 66b1e247fdd0f011b55096c6c2a55906

ISIN DE000SHA0100 (WKN SHA010)

We hereby invite our shareholders to the
Annual General Meeting

on Thursday, April 23, 2026,
10:00 (CEST) at the
Schaeffler Conference Center,
Industriestrasse 1–3,
91074 Herzogenaurach

I. Agenda

1. Presentation of the adopted separate financial statements and the approved consolidated financial statements as of December 31, 2025, and the combined management report for the company and the group, as well as the report of the Supervisory Board for the financial year 2025

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 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. 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 for the financial year 2025

The Board of Managing Directors and the Supervisory Board propose to appropriate the retained earnings for financial year 2025 of EUR 374,611,599.08 reported in the separate financial statements of Schaeffler AG as follows:

Distribution of a dividend of EUR 0.30 per no-par share entitled to a dividend, at 944,884,641 no-par shares this comes to:	EUR 283,465,392.30
Transfer to the revenue reserves:	EUR 91,146,166.78

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 28, 2026.

3. Resolution on the approval of the acts of the members of the Board of Managing Directors for the financial year 2025

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 financial year 2025 for this period.

It is intended to have the Annual General Meeting resolve on the approval of the acts of the members of the Board of Managing Directors by way of an individual vote.

4. Resolution on the approval of the acts of the members of the Supervisory Board for the financial year 2025

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 financial year 2025 for this period.

It is intended to have the Annual General Meeting resolve on the approval of the acts of the members of the Supervisory Board by way of an individual vote.

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 and the auditor of sustainability reporting

The Supervisory Board, – based on the recommendation of the audit committee – proposes to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main,

1. as auditor for the audit of the separate financial statements and the consolidated financial statements for the financial year 2026;
2. 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 2026;

3. 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 2026 and/or for the first quarter of the financial year 2027; and
4. as auditor of sustainability reporting within the meaning of Directive (EU) 2022/2464 on corporate sustainability reporting (Corporate Sustainability Reporting Directive) for the financial year 2026.

The appointment of the auditor for the sustainability report by the Annual General Meeting is made in view of the draft law implementing Directive (EU) 2022/2464 on corporate sustainability reporting (Corporate Sustainability Reporting Directive – CSRD) as amended by Directive (EU) 2025/794 (“CSRD Implementation Act”). This Act, which is still in the legislative process at the time of the resolution on this convocation of the Annual General Meeting, provides in its current draft version for the appointment of the auditor of the sustainability report by the Annual General Meeting for financial years beginning after December 31, 2024.

6. Resolution on the approval of the remuneration report for the financial year 2025

Pursuant to section 162 AktG, the Board of Managing Directors and the Supervisory Board of a listed company must prepare an annual remuneration report on the remuneration of the board members.

The remuneration report was audited by the auditor in accordance with section 162 para. 3 AktG to determine whether the legally required disclosures pursuant to section 162 para. 1 and 2 AktG were made. In addition to the legal requirements, the auditor also examined the content of the report. The auditor’s report on the remuneration report is attached to the remuneration report.

According to section 120a para. 4 sentence 1 AktG, the Annual General Meeting of a listed company has to resolve on the approval of the remuneration report for the previous financial year prepared and audited in accordance with section 162 AktG. The remuneration report for the financial year 2025 can be accessed online at www.schaeffler.com/agm from the convening of the Annual General Meeting onwards.

The Board of Managing Directors and the Supervisory Board propose to the Annual General Meeting to approve the remuneration report for the financial year 2025, which can be accessed online at www.schaeffler.com/agm from the convening of the Annual General Meeting onwards.

7. Resolution on the revision of the remuneration and remuneration system for members of the Supervisory Board

The remuneration of the members of the Supervisory Board was determined by resolution of the Annual General Meeting on December 1, 2014. The remuneration of the Supervisory Board was reviewed in financial year 2021 and supplemented

by additional remuneration for the members of the Technology Committee. The Annual General Meeting approved the remuneration system for the members of the Supervisory Board and the remuneration of the members of the Supervisory Board based on the remuneration system on April 23, 2021, with 100% of the votes cast.

After thorough review, the Board of Managing Directors and Supervisory Board propose adjusting the remuneration, which has been in effect since 2014 and was only partially supplemented in 2021, to reflect the size and economic significance of Schaeffler AG following the merger with Vitesco Technologies Group AG and the associated increase in the workload of the members of the Supervisory Board.

According to the German Stock Corporation Act and the German Corporate Governance Code (DCGK), the remuneration of members of the Supervisory Board should be commensurate with their duties and the situation of the company (Principle 25 of the DCGK). In addition, it is recommended that the increased time commitment of the chairman and deputy chairman of the Supervisory Board and the members of the committees be taken into account appropriately (Recommendation G. 17 of the DCGK).

Therefore, the basic remuneration of the members of the Supervisory Board shall be EUR 100,000, the basic remuneration of the chairman shall be EUR 250,000, and the basic remuneration of the deputy chairman of the Supervisory Board shall be EUR 150,000 for each full financial year.

The basic remuneration for members of the Supervisory Board committees and the attendance fee shall also be adjusted in future to reflect the changed size and increased workload.

The following chart illustrates the future remuneration of the members of the Supervisory Board:

Overview of the remuneration of the Supervisory Board

Fixed annual remuneration for members of the Supervisory Board		
chairman EUR 250.000	deputy chairman EUR 150.000	member EUR 100.000
Additional remuneration for committee membership		
Presidential Committee	Audit Committee	Technology Committee
chairman/ member EUR 45.000	chairman* EUR 100.000 member EUR 45.000	chairman* EUR 40.000 member EUR 20.000
Additional attendance fee per supervisory and committee meeting		
EUR 2.000 per meeting		

*In the case of chairmanship of several committees the respective lower additional remuneration for the further chairmanship shall not apply.

The Supervisory Board has appointed an independent remuneration expert to review the appropriateness of the proposed adjustment to the remuneration of the members of the Supervisory Board. The Supervisory Board has considered the results of the review in its decision.

The Board of Managing Directors and Supervisory Board therefore propose to the Annual General Meeting that the remuneration system for the members of the Supervisory Board set out following this agenda item be adopted and that the remuneration of the members of the Supervisory Board be approved on the basis of the remuneration system as follows:

“The following remuneration arrangements have been made for the Supervisory Board of Schaeffler AG:

1. The chairman of the Supervisory Board receives a fixed annual remuneration of EUR 250,000 and the deputy chairman of the Supervisory Board EUR 150,000.
2. The members of the Supervisory Board receive a fixed annual remuneration of EUR 100,000.
3. In addition to their fixed annual remuneration, the following members receive additional remuneration for their work on committees:
 - (a) the chairman of the Audit Committee receives EUR 100,000 per annum and the chairman of the Technology Committee of the Supervisory Board receives EUR 40,000 per annum,
 - (b) the members of the Presidential Committee (including the chairman of the Presidential Committee) and the Audit Committee of the Supervisory Board receive EUR 45,000 per annum, and
 - (c) the members of the Technology Committee of the Supervisory Board receive EUR 20,000 per annum. The memberships in the Nomination Committee and the Mediation Committee pursuant to section 27 para. 3 of the German Co-Determination Act (Mitbestimmungsgesetz – MitbestG) shall not be taken into account.
4. The memberships in the Nomination Committee and the Mediation Committee pursuant to section 27 para. 3 of the German Co-Determination Act (Mitbestimmungsgesetz – MitbestG) shall not be taken into account.
5. In the case of chairmanship of several committees the respective lower additional remuneration for the further chairmanship shall not apply.
6. If the mandate of a Supervisory Board member or the function with increased remuneration begins or ends in the course of a financial year, the Supervisory Board member shall receive the remuneration or the increased remuneration pro rata temporis.
7. Each member of the Supervisory Board shall additionally receive an attendance fee of EUR 2,000 for each Supervisory Board meeting attended by the member. This applies accordingly to attendance at committee meetings not

held on the same day as a Supervisory Board meeting. If several committee meetings are held on the same day, only one attendance fee will be paid.

8. The fixed annual remuneration, the additional remuneration and the attendance fee are paid to the Supervisory Board member at the end of each financial year.
9. The members of the Supervisory Board shall be reimbursed for any value-added tax payable on the remuneration and expenses incurred in connection with the exercise of their mandate.

The above adjustments apply retroactively from January 1, 2026.”

Remuneration system for the members of the Supervisory Board of Schaeffler AG

1. Contribution of the remuneration of the members of the Supervisory Board to the promotion of the business strategy and the long-term development of Schaeffler AG

By monitoring and advising the Board of Managing Directors in its management of the company, the Supervisory Board contributes to promoting the business strategy and achieving Schaeffler AG’s overall objectives of creating sustainable value and generating free cash flow.

The prerequisite for the best possible supervision and advice to the Board of Managing Directors is the fulfillment of the competency profile and catalog of objectives resolved by the Supervisory Board for its composition. The remuneration of the members of the Supervisory Board also plays a significant role in this. The structure and amount of the remuneration paid to the members of the Supervisory Board considers the requirements of the office of a member of the Supervisory Board of Schaeffler AG, in particular the time and responsibility involved. The remuneration is in line with the market and its amount – also in comparison to the remuneration of Supervisory Board members of other listed companies of comparable size in Germany – is commensurate with the duties of the Supervisory Board members and the situation of Schaeffler AG. The remuneration ensures that serving on the Supervisory Board or one of its committees is sufficiently attractive to attract and retain suitable members. Appropriate remuneration for members of the Supervisory Board in line with market conditions thus makes a significant contribution to promoting the business strategy and long-term development of Schaeffler AG (section 87a para. 1 sentence 2 no. 2 AktG).

The remuneration of the members of the Supervisory Board is structured in a clear and comprehensible manner. The remuneration comprises, among other things, fixed remuneration and an additional attendance fee for meetings. The remuneration of the Supervisory Board does not contain any variable remuneration components (section 87a para. 1 sentence 2 no. 3, 4 and 6 AktG) or share-based components (section 87a para. 1 sentence 2 no. 7 AktG). The payment of a fixed remuneration is in line with Recommendation G. 18 sentence 1 of the DCGK.

2. Procedures for establishing, implementing and reviewing the remuneration system for the members of the Supervisory Board

The Annual General Meeting sets the remuneration of Supervisory Board members in the Articles of Association or by resolution at the proposal of the Board of Managing Directors and the Supervisory Board. Currently, the Annual General Meeting has approved the remuneration by resolution.

The Annual General Meeting shall resolve on the remuneration of the members of the Supervisory Board at least every four years. A resolution confirming the existing remuneration is also permissible. At regular intervals, at least every four years, the Board of Managing Directors and the Supervisory Board will review whether the remuneration, in particular with regard to its amount and composition, is still in line with the market and is commensurate with the duties of the members of the Supervisory Board and the situation of Schaeffler AG. In particular, the time required of the members of the Supervisory Board, their responsibilities, and the supervisory board remuneration granted by a peer group of companies listed on the MDAX and SDAX are relevant in this regard. The Board of Managing Directors and the Supervisory Board may seek advice from an external remuneration expert on the development of the remuneration for supervisory board members and on the appropriateness of the remuneration. If necessary, the Board of Managing Directors and the Supervisory Board propose an appropriate adjustment to the remuneration to the Annual General Meeting.

The preparation and presentation of proposed resolutions on the remuneration of Supervisory Board members is the responsibility of the Board of Managing Directors and the Supervisory Board in accordance with the statutory division of responsibilities. This results in mutual control between the two bodies.

The present remuneration system for the members of the Supervisory Board applies retroactively with effect as of January 1, 2026.

3. Remuneration components

The structure of the remuneration takes into account the basic idea that, in addition to an appropriate fixed annual remuneration, the higher time commitment of the chairman and deputy chairman of the Supervisory Board as well as the chairmen and members of committees should be appropriately taken into account through a corresponding additional remuneration. The remuneration of Supervisory Board members thus also complies with Recommendation G.17 of the DCGK.

a) Fixed annual remuneration

The chairman of the Supervisory Board receives a fixed annual remuneration of EUR 250,000 and the deputy chairman of the Supervisory Board EUR 150,000. The members of the Supervisory Board receive a fixed annual remuneration of EUR 100,000.

b) Additional remuneration for work on committees:

For the work on the committees, the following additional remuneration is paid on top of the fixed annual remuneration:

- i. the chairman of the Audit Committee receives EUR 100,000 per annum and the chairman of the Technology Committee of the Supervisory Board receives EUR 40,000 per annum,
- ii. the members of the Presidential Committee (including the chairman of the Presidential Committee) and the Audit Committee of the Supervisory Board receive EUR 45,000 per annum, and
- iii. the members of the Technology Committee of the Supervisory Board receive EUR 20,000 per annum.

The memberships in the Nomination Committee and the Mediation Committee pursuant to section 27 para. 3 of the German Co-Determination Act (Mitbestimmungsgesetz – MitbestG) shall not be taken into account.

In the case of chairmanship of several committees the respective lower additional remuneration for the further chairmanship shall not apply.

c) Attendance fee

Each member of the Supervisory Board shall additionally receive an attendance fee of EUR 2,000 for each Supervisory Board meeting attended by the member. This applies accordingly to attendance at committee meetings not held on the same day as a Supervisory Board meeting.

d) Payment terms, pro rata payment

The fixed annual remuneration, the additional remuneration and the attendance fee are paid to the respective member of the Supervisory Board at the end of each financial year. If the office of a Supervisory Board member or the function with additional remuneration begins or ends during a financial year, the Supervisory Board member shall receive the remuneration or the additional remuneration pro rata temporis.

e) Reimbursement of expenses

The members of the Supervisory Board shall be reimbursed for expenses incurred in connection with the exercise of their mandate as well as any value-added tax payable on the remuneration and expenses.

f) D&O insurance

The members of the Supervisory Board are included in a financial loss liability insurance policy for members of governing bodies and certain executives (D&O insurance) maintained by Schaeffler AG in the interest of and at the expense of Schaeffler AG in an appropriate amount, to the extent such a policy exists.

8. Resolution on the election of a member of the Supervisory Board

The member elected by the Annual General Meeting, Ms. Prof. h.c. Katherina Reiche, has resigned from her Supervisory Board mandate effective April 28, 2025. As her successor, Ms. Ulrike Hasbargen was appointed to the Supervisory Board by decision of the Fürth District Court effective

May 21, 2025, for a limited term ending at the conclusion of the Annual General Meeting on April 23, 2026.

Due to the termination of the mandate, a new election of a shareholder representative on the Supervisory Board is required.

Pursuant to sections 96 paras. 1 and 2, 101 para. 1 AktG in conjunction with section 7 para. 1 sentence 1 no. 3 MitbestG, 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 (overall compliance). However, both the shareholder representatives and the employee representatives are entitled to object to the overall compliance by majority resolution pursuant to section 96 para. 2 sentence 3 AktG. The employee representatives on the Supervisory Board unanimously objected to the cumulative compliance on December 10, 2015, and unanimously confirmed their decision to object on October 31, 2024. The Supervisory Board must therefore be composed of at least three women and three men on both the shareholder and employee sides. With the Supervisory Board's nomination proposal, the statutory quota on the shareholder side continues to be fulfilled.

The staggered board structure (so-called "Staggered Board") of the Supervisory Board, approved under agenda item 7 of the 2025 Annual General Meeting, provides that the terms of office of the Supervisory Board members representing the shareholder side shall end at different points in time. For the purpose of introducing this staggered structure, the 2025 Annual General Meeting elected five candidates for a term of office until the conclusion of the Annual General Meeting that resolves on the approval of the acts of the Supervisory Board for the 2028 financial year, and five further candidates for a term until the conclusion of the Annual General Meeting that resolves on the approval of the acts of the Supervisory Board for the 2026 financial year. Ms. Prof. h.c. Katherina Reiche was elected by the 2025 Annual General Meeting for the term until the conclusion of the Annual General Meeting that resolves on the approval of the acts of the Supervisory Board for the 2028 financial year. The candidate proposed for election under agenda item 8 shall be appointed as a member of the Supervisory Board for the same term – until the Annual General Meeting that resolves on the approval of the acts of the Supervisory Board for the 2028 financial year – in order to maintain the originally intended terms of office under the staggered structure introduced at the 2025 Annual General Meeting and in consistency with the originally intended term of Ms. Prof. h.c. Katherina Reiche.

The nomination proposal of the Supervisory Board is based on the recommendation of its Nomination Committee, taking into account the objectives resolved by the Supervisory

Board for its composition, and aims to fulfill the competence profile developed by the Supervisory Board for the entire board. The diversity scheme developed by the Supervisory Board for its composition is thereby continuously realized as well.

On the recommendation of its Nomination Committee, the Supervisory Board proposes that the following candidate be elected to the Supervisory Board as a shareholder representative for the period until the end of the Annual General Meeting resolving on the formal approval of the acts of the Supervisory Board for the financial year 2028:

Ms. Ulrike Hasbargen, resident in Munich
Independent Consultant and Supervisory Board Member

The proposed candidate has previously declared her willingness to accept the position in the event of her election.

The proposed candidate had already been a long-standing member of the Supervisory Board of Schaeffler AG prior to her appointment by the court. She was appointed to the Supervisory Board by decision of the Fürth District Court effective May 21, 2025, for a limited term ending at the conclusion of the Annual General Meeting on April 23, 2026.

Moreover, in the opinion of the Supervisory Board, there are no personal or business relationships between the proposed candidate and Schaeffler Group companies, the executive bodies of Schaeffler AG, or a shareholder directly or indirectly holding more than 10% of the voting shares of Schaeffler AG. The Supervisory Board considers the proposed candidate to be independent within the meaning of the DCGK (in the version dated April 28, 2022). The proposed candidate also complies with the recommendations of the DCGK regarding the maximum number of Supervisory Board mandates and similar functions (no "overboarding").

Further information on the candidate proposed for election, in particular the candidate's curricula vitae and the information pursuant to section 125 para. 1 sentence 5 AktG, can be found at the end of the agenda. Furthermore, this information is also published at www.schaeffler.com/agm and will also be available there during the Annual General Meeting.

II. Further information on the candidate for the election to the Supervisory Board (concerning item 8 of the agenda)

Ulrike Hasbargen

Independent Consultant and Supervisory Board Member

Personal information:

Year of birth: 1961
Nationality: German

Education:

Degree in business administration from the University of Cologne, Germany
 Tax consultant / auditor

Professional career:

1985 – 2002 Arthur Andersen GmbH
 Wirtschaftsprüfungsgesellschaft,
 Steuerberatungsgesellschaft
 (initially in Frankfurt, then New York and thereafter Munich)

2000 Joined the partnership and appointment as
 Managing Partner Human Capital Services
 (until 2015)

2002 – 2020 Ernst & Young AG (merger with Arthur
 Andersen) / after change of legal form
 in 2009 Ernst & Young GmbH
 Wirtschaftsprüfungsgesellschaft

2005 – 2010 Ernst & Young AG / after change of
 legal form in 2009 Ernst & Young GmbH
 Managing Partner Tax Services Tax
 Division Bavaria

2010 – 2020 Ernst & Young GmbH
 Joined the Tax Core Team (Leadership)
 Germany, Austria and Switzerland

2015 – 2020 Ernst & Young GmbH
 Managing Partner People Advisory
 Services for Germany, Austria and
 Switzerland

2020 to date Independent Consultant and
 Supervisory Board Member

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

Member of the Supervisory Board at
 EY Verwaltungs-GmbH
 Wirtschaftsprüfungsgesellschaft

Member of the Supervisory Board at
 EY Deutschland GmbH
 Wirtschaftsprüfungsgesellschaft
 Steuerberatungsgesellschaft

III. 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 944,884,641.00 and is divided into 944,884,641 no-par-value shares, each representing a notional interest in the share capital of EUR 1.00. Each no-par-value share grants one vote at the Annual General Meeting. The total number of shares entitled to participate and vote at the time of convening the Annual General Meeting is therefore 944,884,641. At the time of the convocation the Company holds no treasury shares.

Requirements for attending the Annual General Meeting and exercising shareholder rights

Application for registration

Shareholders of Schaeffler AG who have registered with the Company by no later than

Thursday, April 16, 2026, 24:00 (CEST)

and who are entered into the Company's share register at the time of the Annual General Meeting are entitled – in person or by authorized representatives – to attend the Annual General Meeting and to exercise shareholder rights, in particular the voting rights. The date on which the registration is received by the Company is decisive for meeting the registration deadline.

The notification of registration must be received in German or English either electronically via the password protected InvestorPortal accessible at

www.schaeffler.com/agm

or via any of the following channels:

Schaeffler AG
c/o Computershare Operations Center
80249 Munich
by email to: anmeldestelle@computershare.de

or

via an intermediary pursuant to section 67c para. 1 and 2 sentence 3 AktG in conjunction with article 2 para. 1 and 3 and article 9 para. 4 of Implementing Regulation (EU) 2018/1212 via SWIFT:

SWIFT: CMDHDEMMXXX

Instructions according to ISO 20022

Authorization via SWIFT Relationship Management Application (RMA) required

The InvestorPortal is accessible as described below under "Access to the InvestorPortal".

Access to the InvestorPortal

The login details required for access to the InvestorPortal (shareholder number and individual password) will be sent to shareholders without prior demand together with the registration information. Pursuant to the legal requirements, shareholders whose registration in the share register is effected after the beginning of April 22, 2026, will not receive an invitation (and the accompanying documents), except upon request, and will therefore not receive login details for using the InvestorPortal for the Annual General Meeting. These shareholders may, however, request the registration information together with the required shareholder number and the relevant individual access password using the registration address set out above.

Subject to technical availability, the InvestorPortal will be accessible for the shareholders and their authorized representatives as of March 16, 2026.

Attendance in person by shareholders or, as applicable, authorized representatives

Upon or after registration, shareholders can request an admission ticket for the Annual General Meeting. Shareholders who register via the InvestorPortal have the possibility to print out their admission ticket directly themselves or to have it sent by email to themselves or their authorized representative.

Unlike the registration for the Annual General Meeting, the admission ticket is not a prerequisite for participation; it only helps to simplify the admission control procedure for entry to the place where the Annual General Meeting is held.

Changes to admission ticket orders can be made via mail, email, or SWIFT and must be received by the company for organizational reasons no later than April 22, 2026, 18:00 (CEST).

Registration stop (technical record date); disposal of shares

To exercise the rights to attend and to vote, in relation to the Company, the shareholding recorded in the share register on the date of the Annual General Meeting is decisive. However, orders to change the share register received after the registration deadline on April 16, 2026, 24:00 (CEST) in the period from April 17, 2026, to April 23 2026, (both dates included in this period) will be processed and considered only with effect after the Annual General Meeting of April 23, 2026 (referred to as a registration stop). The technical record date for the purpose of exercising the rights to attend and to vote at the Annual General Meeting is therefore 24:00 (CEST) on Thursday April 16, 2026 (referred to as the technical record date).

Registering for the Annual General Meeting does not result in shares being blocked. Each shareholder may therefore continue to dispose of his shares without restriction also after having registered for the Annual General Meeting, irrespective of the registration stop. However, any person who acquires shares and whose request for re-registration of such share is not received on time by the Company cannot exercise the right to attend and vote conferred by those shares, unless he obtains authorization to do so or to exercise said rights.

Absentee voting

Shareholders or their authorized representatives (see below under “Authorizing third parties to exercise voting rights and other shareholder rights”) may cast their votes by absentee voting by means of electronic communication. In order to exercise the voting right by absentee voting, shareholders need to be duly registered in accordance with the provisions set forth under “Application for registration” above.

Absentee votes may solely be cast, changed or revoked electronically via the InvestorPortal at

www.schaeffler.com/agm

The InvestorPortal will be available to the shareholders for casting, changing or revoking absentee votes also during the Annual General Meeting until the time stipulated by the chairperson of the meeting. The InvestorPortal is accessible as described above under “Access to the InvestorPortal”.

Receipt of the absentee vote or of any change or revocation of such vote in due time by the Company will be decisive.

Shareholders may also exercise their rights at the Annual General Meeting in person even after they have cast their vote by absentee voting. Attendance in person will be deemed a revocation of previously cast absentee votes.

Authorized intermediaries, shareholders’ associations, proxy voting advisory firms and other persons or institutions deemed equivalent to intermediaries pursuant to section 135 para. 8 AktG may also exercise voting rights by absentee voting.

Casting votes through the proxy holders designated by the Company

In addition, Schaeffler AG offers to its shareholders the option of having proxy holders designated by the Company represent them at the Annual General Meeting subject to and in accordance with the instructions issued by them. In this case, too, shareholders need to be duly registered in accordance with the provisions set forth above under “Application for registration”.

Proxy authorizations and instructions to the proxy holders designated by the Company – insofar as they take place outside the Annual General Meeting – may be granted, changed or revoked solely electronically via the InvestorPortal at

www.schaeffler.com/agm

or through an intermediary in accordance with section 67c paras. 1 and 2 sentence 3 AktG in conjunction with Article 2 paras. 1 and 3 and Article 9 para. 4 of Implementing Regulation (EU) 2018/1212. The InvestorPortal will be available to the shareholders for issuing, changing or revoking proxy authorizations and instructions to the proxy holders designated by the Company also during the Annual General Meeting until the time stipulated by the chairperson of the meeting. The InvestorPortal is accessible as described above under “Access to the InvestorPortal”.

Receipt of the relevant proxy authorization and/or instruction or the change or revocation thereof in due time by the Company will be decisive.

Authorized representatives may also have proxy holders designated by the Company represent them in the exercise of voting rights in accordance with their instructions, subject to any instructions to the contrary issued by the shareholder represented by the relevant authorized representative.

Shareholders or their representatives may also grant, change or revoke proxy authorizations and instructions to the proxy holders designated by the Company during the Annual General Meeting until the time specified by the chairperson of the meeting on site at the exit control of the Annual General Meeting.

The proxy holders designated by the Company may exercise voting rights only in respect of agenda items for which explicit and unambiguous instructions have been issued to them by the person issuing the proxy authorization. The proxy holders designated by the Company are obligated to exercise the voting rights in accordance with the instructions. If and to the extent that no explicit and unambiguous instruction has been issued,

the proxy holder will abstain from voting on the relevant agenda item. The proxy holders designated by the Company will not accept any orders to raise objections against resolutions of the Annual General Meeting, to submit requests to speak, to ask questions or to submit motions.

Shareholders may also exercise their rights at the Annual General Meeting in person even after they have issued a proxy authorization. Attendance in person will be deemed a revocation of any previously granted proxy authorization.

Authorizing third parties to exercise voting rights and other shareholder rights

Shareholders who are registered in the share register also have the option to exercise their shareholder rights, specifically their voting rights, through an authorized representative, e.g., an intermediary, an association of shareholders, a proxy voting advisory firm or any other third party. In this case, too, shareholders need to be duly registered in accordance with the provisions set forth above under “Application for registration”. Shareholders who wish to use the possibility of granting proxy authorization are requested to do so at their earliest convenience.

Shareholders who wish to exercise their voting right at the Annual General Meeting through an authorized representative rather than in person must grant proper proxy authorization to the authorized representative prior to the vote. The proxy authorization may be issued by declaration to the authorized representative or to the Company. If the proxy authorization is declared directly to the authorized third party, proof of the authorization must be provided to the Company. The granting and revocation of the proxy authorization and the proof of authorization must be provided to the Company in text form (section 126b of the German Civil Code (Bürgerliches Gesetzbuch – BGB)), except in the cases referred to in section 135 AktG. Please use the registration form template available on the InvestorPortal or at www.schaeffler.com/agm.

The proxy authorization to be provided to the Company or the proof of authorization as well as any revocation or amendment of the proxy authorization must be received by the Company for organizational reasons by 24:00 (CEST) on Wednesday, April 22, 2026, at the latest, by postal mail at the following address

Schaeffler AG
c/o Computershare Operations Center
80249 Munich

or

by email to: anmeldestelle@computershare.de

or

pursuant to section 67c paras. 1 and 2 sentence 3 of the German Stock Corporation Act (AktG) in conjunction with Article 2 paras. 1 and) and Article 9 para. 4 of Implementing Regulation (EU) 2018/1212 via an intermediary

or no later than by the time the voting begins at the Annual General Meeting via the InvestorPortal at

www.schaeffler.com/agm

The authorization may also be given in any other formally acceptable manner, i.e. in text form (section 126b BGB).

If a shareholder issues proxy authorization to more than one person, the Company may reject one or more of these persons in accordance with section 134 para. 3 sentence 2 AktG.

Where proxy authorization is granted in accordance with Sec 135 AktG (authorization of intermediaries, in particular depository banks, and others of equal status such as shareholders' associations and proxy voting advisory firms), the text form requirement does not apply. Under applicable law, in these cases, the proxy authorization must be issued to a specified authorized representative and be kept by that representative in a verifiable form. Furthermore, the declaration of proxy authorization must be complete and may only contain declarations linked to the exercise of the voting right. However, pursuant to section 135 para. 7 AktG, any violation of the aforesaid provisions and certain other requirements set forth in section 135 AktG will not affect the validity of votes cast. Where proxy authorization is granted in accordance with section 135 AktG, shareholders are requested to consult with the relevant authorized representative in good time in advance.

Pursuant to section 135 para. 6 AktG, intermediaries (in particular depository banks) and others of equal status pursuant to section 135 para. 8 AktG are not entitled to exercise the voting right for shares which are not owned by them but for which they are registered in the share register as the holder, unless they have been authorized by the relevant shareholder.

Authorized representatives require individual login details to use the InvestorPortal. After notification of the granting of proxy authorization has been submitted to the Company or proof has been submitted to the Company that proxy authorization has been granted to an authorized representative, the Company will provide the shareholder with the authorized representative's login details for forwarding to the authorized representative. Shareholders who have notified the granting of proxy authorization to the Company via the InvestorPortal will receive the authorized representative's login details directly via the InvestorPortal.

Additional information regarding the exercising of voting rights

If sub-items under an agenda item are to be voted on individually instead of collectively, without this having been communicated in advance of the Annual General Meeting, a declaration on voting, authorization and instruction that was made on that agenda item as a whole will be deemed to have likewise been made for each of the individual sub-items.

Casting absentee votes, granting proxy authorization and issuing instructions are possible only with respect to motions and

election proposals for which proposals have been prepared by the Executive Board and/or the Supervisory Board in accordance with section 124 para. 3 AktG or by shareholders in accordance with sections 122 para. 2, 126, 127 AktG and which have been published by way of this invitation or at a later point in time.

Any absentee votes, proxy authorizations and/or instructions that cannot be unequivocally allocated to a proper registration will be disregarded.

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. by email,
3. 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.

Participation in person shall be deemed to be a revocation of the declarations previously made.

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. Furthermore, the Annual General Meeting may, pursuant to section 87 para. 4 AktG upon motion pursuant to section 122 para. 2 sentence 1 AktG, reduce the amount of the maximum remuneration for the Board of Managing Directors determined pursuant to section 87a para. 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 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 23, 2026, 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
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 apply 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

and communicated to the shareholders.

Countermotions and proposals for election by shareholders pursuant to sections 126 para. 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 proposals for elections included as part of the agenda.

Countermotions and election proposals from shareholders that are received by the Company at the address stated below at least 14 days before the Annual General Meeting – not including the day of receipt and the day of the Annual General Meeting – i.e. by no later than the end of April 8, 2026, 24:00 (CEST), will be made available immediately on

www.schaeffler.com/agm

including the name of the shareholder, any reasons and any statement by the management (section 126 para. 1 sentence 3, section 127 sentence 1 AktG). The Company may refrain from making available a countermotion and its grounds, if any, as well as a nomination for election if one of the exclusion criteria of section 126 para. 2 AktG (for countermotions and nominations for election) or section 127 sentence 3 AktG (for nominations for election) applies. The grounds for exclusion are presented on the Company's website at *www.schaeffler.com/agm*.

Counter motions (together with any reasons) and election proposals from shareholders for the Annual 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

Counter motions or election proposals addressed in any other way will not be made accessible.

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

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

Upon request at the Annual General Meeting, the Board of Managing Directors shall provide each shareholder with information on the Company's affairs including the legal and business relations of the Company with an affiliated company and the situation of the Group and the companies included in the consolidated financial statements insofar as such information is necessary to permit a proper evaluation of the items on the agenda. The exercise of the statutory right to information in accordance with section 131 para. 1 AktG requires attendance at the Annual General Meeting.

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 shareholders' rights to ask questions and speak. In particular, he is authorized to set a reasonable time limit for the entire Annual General Meeting, for individual agenda items or for individual questions or speeches at the beginning of the Annual General Meeting or during the course of the meeting. 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 published on the Company's website at 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, documents to be made available, motions from shareholders that are to be made available as well as further information relating to the Annual General Meeting (including the rights of shareholders pursuant to sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG) are available on the Company's website at

www.schaeffler.com/agm

The documents to be made available will also be available during the Annual General Meeting on April 23, 2026.

The convocation of the Annual General Meeting is published in the Federal Gazette dated March 12, 2026 and was submitted for publication to such media for which it may be expected that they will disseminate the information across the European Union.

Broadcast on the Internet

Shareholders of Schaeffler AG who have duly registered for the Annual General Meeting or their proxies can follow the entire Annual General Meeting on April 23, 2026 from 10:00 (CEST) live in audio and video on the InvestorPortal, which can be accessed via

www.schaeffler.com/agm

The InvestorPortal can be accessed as described above under "Access to the InvestorPortal".

For the interested public, excerpts from the Annual General Meeting will be broadcast directly at www.schaeffler.com/agm.

The transmissions of the Annual General Meeting described above will only take place if and insofar as this is 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 Annual General Meeting without being present at the venue and without a proxy in accordance with section 118 para. 1 sentence 2 AktG and to exercise all or some of their rights in whole or in part by means of electronic communication; in particular, the transfer does not enable participation in the Annual 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 Annual 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 Annual General Meeting. Shareholders can find details on the handling of personal data and their rights under the General Data Protection Regulation (GDPR) on the Annual General Meeting website at

www.schaeffler.com/agm

Herzogenaurach, March 2026

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: Annual General Meeting of Schaeffler AG April 23, 2026
(Formal information acc. to EU-IR 2018/1212: 66b1e247fdd0f011b55096c6c2a55906)
 2. Type of message: Convocation of the Annual General Meeting
(Formal information acc. to EU-IR 2018/1212: NEWM)
-

B. Specification of the issuer

1. ISIN: DE000SHA0100
 2. Name of issuer: Schaeffler AG
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C. Specification of the meeting

1. Date of the General Meeting: April 23, 2026
(Formal information acc. to EU-IR 2018/1212: 20260423)
 2. Time of the General Meeting: 10:00 CEST
(Formal information acc. to EU-IR 2018/1212: 8:00 UTC (coordinated universal time))
 3. Type of General Meeting:
Annual General Meeting (Physical Meeting)
(Formal information acc. to EU-IR 2018/1212: GMET)
 4. Location of the General Meeting:
Schaeffler Conference Center,
Industriestrasse 1–3, 91074 Herzogenaurach
 5. Record Date: **April 16, 2026, 24:00 (CEST)**
(Formal information acc. to EU-IR 2018/1212: 20260416, 22:00 UTC)
 6. Uniform Resource Locator (URL):
www.schaeffler.com/agm
-

Directions to the Annual General Meeting of Schaeffler AG on April 23, 2026

Location of the meeting:

Industriestraße 1–3
91074 Herzogenaurach
– Schaeffler Conference Center –

Your directions by car:

Enter “Galgenhofer Strasse 40, 91074 Herzogenaurach” into your navigation system.

Sufficient parking space is available.

Our security staff will be happy to help you on site with orientation/wayfinding.

We wish you a pleasant trip.



Schaeffler AG

Industriestraße 1–3
91074 Herzogenaurach