

Remuneration report 2022



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This remuneration report sets out detailed information about the benefits awarded and due as well as compensation granted to current and former Managing Directors and Supervisory Board members of Schaeffler AG in 2022. It also describes the specific application to and features of the remuneration for 2022, which is in line with the main features and guidelines stipulated in the current remuneration systems for the Managing Directors and the Supervisory Board and approved by the annual general meeting on April 21, 2022.

The remuneration report complies with the requirements of section 162 German Stock Corporations Act (Aktiengesetz – AktG) and reflects the recommendations of the German Corporate Governance Code (GCGC) dated April 28, 2022 (published in the Federal Gazette on June 27, 2022). This remuneration report will be submitted to the annual general meeting for approval on April 20, 2023.

The detailed descriptions of the remuneration systems for the Managing Directors and Supervisory Board members of Schaeffler AG are available on the website.

# 1. Remuneration of Managing Directors

## 1.1 Review of 2022

### Financial performance

The Schaeffler Group did well overall in 2022 despite the challenging environment. The revenue growth of 9.4%, excluding the impact of currency translation, considerably exceeded the prior year. The increase in revenue, excluding the impact of currency translation, during the year was largely attributable to higher volumes in the Automotive Technologies and Industrial divisions. A favorable impact from sales prices in all three divisions further bolstered the revenue trend, especially since considerable rises in factor input costs were increasingly passed on to the market. In the Automotive Technologies division, a market-driven increase in demand and a lower basis for comparison that was marked by supply shortages were the main drivers of revenue growth of 7.7% compared to the prior year, excluding the impact of currency translation. The 7.0% in additional revenue in 2022 compared to the prior year, excluding the impact of currency translation, in the Automotive Aftermarket division was primarily the result of a favorable impact from sales prices. Additionally, the considerable decline in volumes in the Central & Eastern Europe subregion attributable to the war in Ukraine was more than offset by volume growth in other markets. Revenue growth of 14.7% over the prior year, excluding the impact of currency translation, in the Industrial division resulted mainly from higher volumes in Industrial Distribution and the Industrial Automation sector cluster in the Europe region as well as globally.

The Schaeffler Group generated an EBIT margin before special items of 6.6% in 2022, again benefiting from its diversified stature, which supported the margin trend in a volatile environment. Especially the Industrial and Automotive Aftermarket divisions contributed significantly to group-level EBIT before special items. The decline compared to prior year was predominantly due to the lower gross margin. The primary reason for this

decrease was considerably higher factor input costs that were not fully offset by adjustments to sales prices. The main additional adverse impact on the EBIT margin before special items came from high freight and logistics costs.

### Changes regarding the Board of Managing Directors

Effective January 1, 2022, Jens Schüler joined the Board of Managing Directors of Schaeffler AG, assuming responsibility for the Automotive Aftermarket division. At its meeting on May 20, 2022, the Supervisory Board of Schaeffler AG decided to extend the contract with Claus Bauer, Chief Financial Officer (CFO) with responsibility for Finance and IT, until August 31, 2025. Claus Bauer had originally been appointed for two years. Also at its meeting on May 20, the Supervisory Board decided to extend the contract with Dr. Stefan Spindler, CEO of the Industrial division, until April 30, 2024. The extension of Dr. Stefan Spindler's contract has no impact on the amount of his current remuneration.

### Amendments to the remuneration system

As part of the periodic review of the remuneration system for the Managing Directors of Schaeffler AG at its meeting on February 25, 2022, the Supervisory Board of Schaeffler AG decided to selectively amend the remuneration system approved by the annual general meeting on April 23, 2021.

In order to more strongly emphasize the importance the Schaeffler Group attaches to sustainability, ESG targets have been embedded as separate measures in – and hence as a component of – both the short-term (short-term bonus) and the long-term variable remuneration (long-term bonus). Additionally, the definition of the relevant peer group for the horizontal benchmarking of the Managing Directors' remuneration, the

definition of financial performance criteria relevant to remuneration, and the cap on Managing Directors' remuneration were amended, and the weighting of the service condition was reduced and made more flexible for future years. Moreover, the date by which the share purchase requirement has to be met was specified further.

All other aspects of the remuneration system 2022 remain unchanged from the prior year.

The current remuneration system for Managing Directors was approved by the annual general meeting of Schaeffler AG on April 21, 2022, and is effective retroactively from January 1, 2022, for Managing Directors currently appointed and for all Managing Directors whose service contracts are newly entered into or renewed.

## 1.2 Remuneration principles

The entire Supervisory Board determines the system and amount of remuneration of individual Managing Directors including the cap on remuneration. The executive committee prepares the Supervisory Board's decisions regarding the system and remuneration of individual Managing Directors.

The current remuneration system was developed with the support of independent external consultants. The total remuneration of the Board of Managing Directors is performance- and success-based and supports the Schaeffler Group's operational and strategic objectives in a dynamic and international environment. Remuneration was set based on the following principles:

### Linking performance and remuneration:

The variable performance-based remuneration components should exceed the fixed remuneration components relative to total target remuneration in order to ensure remuneration is performance-based.

### Value creation and free cash flow:

Remuneration should promote the achievement of Schaeffler AG's overarching objectives of creating value sustainably and generating free cash flow. The related strategic and operating performance indicators should serve as performance criteria embedded in the variable remuneration of the Managing Directors.

### Variable remuneration focused on long-term and sustainable appreciation of shareholder value:

Variable remuneration should be largely long-term in nature and linked to appreciation of shareholder value. In order to reflect the growing importance of sustainability within the company's strategy, ESG targets should be addressed in variable remuneration.

### Strengthening orientation toward the capital markets and more extensively aligning interests with those of shareholders:

Managing Directors are required to purchase a set amount of Schaeffler AG's common non-voting shares and to own them until the end of their term of service with Schaeffler AG (share purchase and ownership requirement).

## Overview of remuneration of Managing Directors for 2022

The remuneration of all Managing Directors consists of fixed remuneration as well as short- and long-term variable components. The variable component is largely long-term in nature. In addition, Managing Directors receive pension commitments and the customary fringe benefits.

Along with financial targets, the short-term variable remuneration – the short-term bonus (STB) – is also based on non-financial targets. A maximum of two ESG targets are defined as non-financial targets each year; 20% of the STB is subject to achievement of these targets. Additionally, a climate neutrality target with a weighting of 25% was embedded in the long-term variable remuneration – the long-term bonus (LTB) – starting with the 2022–2025 tranche.

### Overview of remuneration system

| Component                                | Objective   | Structure 2022                                     | Description   |
|--|---|--|---|
| <b>Non-performance-based components</b>  |   |  |   |
| Fixed annual salary                      | <ul style="list-style-type: none"> <li>Reflects the role and area of responsibility within the Board of Managing Directors</li> <li>Secures an appropriate basic income and prevents inappropriate risk-taking</li> </ul> | CEO: 1,200<br>Managing Director: 600               | <ul style="list-style-type: none"> <li>Annual base remuneration</li> <li>Payout in twelve monthly installments</li> </ul>   |
| Fringe benefits                          |   | CEO/Managing Director: up to 42                    | <ul style="list-style-type: none"> <li>Company car (including for private use)</li> <li>Insurance benefits incl. pecuniary damage liability insurance (D&amp;O insurance)</li> </ul>  |
| Retirement benefits                      | Ensure adequate retirement benefits   | CEO: 390<br>Managing Director: 195                 | <ul style="list-style-type: none"> <li>Defined contribution model</li> </ul>  |
| <b>Performance-based components</b>      |   |  |   |
| Short-term variable remuneration (STB)   | Promotes profitable growth taking into account the overall responsibility of the Board of Managing Directors and individual performance of Managing Directors   | CEO: 1,200<br>Managing Director: 600 <sup>1)</sup> | <ul style="list-style-type: none"> <li>Financial targets (80%)               <ul style="list-style-type: none"> <li>CEO and Chief Officers of the functions                   <ul style="list-style-type: none"> <li>(1) SVA Group (vs. target value) (40%)</li> <li>(2) FCF Group (vs. target value) (40%)</li> </ul> </li> <li>Divisional CEOs                   <ul style="list-style-type: none"> <li>(1) SVA Group (vs. target value) (20%)</li> <li>(2) SVA Division (vs. target value) (20%)</li> <li>(3) FCF Group (vs. target value) (20%)</li> <li>(4) DCF Division (vs. target value) (20%)</li> </ul> </li> </ul> </li> <li>Non-financial targets (20%)               <ul style="list-style-type: none"> <li>(1) Reduce fresh water withdrawal (vs. target value) (10%)</li> <li>(2) Improve occupational safety (vs. target value) (10%)</li> </ul> </li> <li>– Individual performance (multiplier 0.8–1.2)</li> <li>– Capped at 150% of target bonus</li> </ul> |
| Long-term variable remuneration (LTB)    | Promotes the sustainable development of shareholder value – while simultaneously aligning the interests of the Managing Directors and shareholders  | CEO: 1,300<br>Managing Director: 650 <sup>2)</sup> | <ul style="list-style-type: none"> <li>Share-based remuneration instrument</li> <li>Individual grant amount is converted to PSUs at the average closing price of Schaeffler shares on the last 60 trading days               <ul style="list-style-type: none"> <li>(1) Service condition (40% PSUs) (target achievement rate 0–100%)</li> <li>(2) TSR outperformance (17.5% PSUs) (target achievement rate 0–200%)</li> <li>(3) EPS growth (17.5% PSUs) (target achievement rate 0–200%)</li> <li>(4) CO<sub>2</sub> reduction (25% PSUs) (target achievement rate 0–200%)</li> </ul> </li> <li>Payout after a four-year performance period (number of PSUs × share price at payout)</li> <li>Share price at payout is the average closing price of Schaeffler shares on the last 60 trading days of the relevant performance period</li> <li>Share price at payout capped at 200% of share price at grant date</li> </ul>   |
| <b>Further remuneration arrangements</b> |   |  |   |
| Share ownership requirements             | Promotes an equity culture and ensures close alignment of the interests of the Managing Directors with shareholders' interests  | CEO: 2,400<br>Managing Director: 600               | <ul style="list-style-type: none"> <li>Requirement to invest in Schaeffler common non-voting shares               <ul style="list-style-type: none"> <li>– CEO: 200% of annual fixed remuneration</li> <li>– Ordinary Managing Director: 100% of annual fixed remuneration</li> </ul> </li> <li>Requirement to own throughout period of service as Managing Director</li> <li>Prerequisite for payout of LTB starting with 2020–2023 tranche</li> </ul>   |
| Compliance- and performance clawback     | Ensures the sustainable development of the company and reflects the duty of care of Managing Directors  |  | Ability of Supervisory Board to reduce, withhold, or claw back the variable remuneration in the event of a severe violation of the duty of care   |

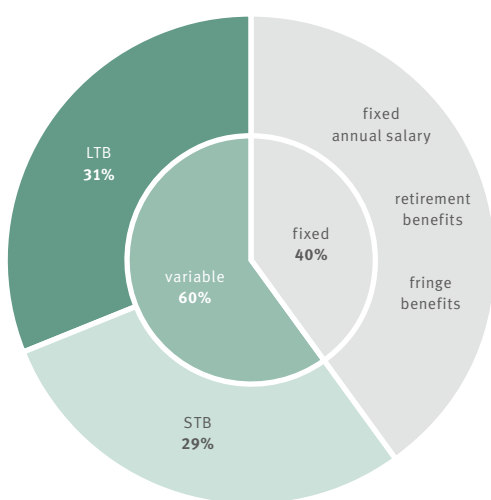
<sup>1)</sup> Individual contractual commitment for Dr. Spindler: EUR 750 thousand.

<sup>2)</sup> Individual contractual commitment for Dr. Spindler: EUR 800 thousand.

## Remuneration structure

The diagram illustrates the general structure of the total target remuneration. The share represented by the fixed remuneration component comprises the fixed annual salary as well as retirement benefits and additional fringe benefits granted. The share of the total target remuneration represented by each of the various components can vary by a few percentage points between Managing Directors since amounts of fringe benefits vary between individuals.

### Structure of total target remuneration



The relative share of the target remuneration represented by each component was within the defined ranges for all Managing Directors in 2022. The relative share each remuneration component represents of the benefits awarded and due can differ as a result of actual target achievement for the variable remuneration in 2022 (and the inclusion of the “One-off PSU grant 2020”).

## Appropriateness of the remuneration

The Supervisory Board ensures that the current remuneration system and the amount and structure of the remuneration are regularly reviewed for appropriateness.

To ensure that the total remuneration is appropriate, the Supervisory Board takes into account customary levels and structures of remuneration both at other companies of comparable size within the same industry and country (horizontal comparison) and the wage and salary structure within the enterprise itself (vertical comparison of remuneration of Board of Managing Directors to the company’s workforce).

The Supervisory Board of Schaeffler AG has engaged an independent remuneration expert, Ernst & Young Wirtschaftsprüfungsgesellschaft (EY), to review the appropriateness of the remuneration of the Board of Managing Directors. In a report issued in 2022, EY confirmed that the remuneration of the Managing Directors is customary and appropriate in comparison to that of other companies of comparable size within the same industry and country with respect to the amount, structure, and features of remuneration instruments.

For the horizontal comparison, the amount and structure of the total target remuneration of the CEO and the ordinary Managing Directors as well as their individual components were compared to remuneration market data of peer companies. For the comparison performed in 2022, appropriateness of the remuneration of the CEO and the ordinary Managing Directors was assessed based on companies included in the MDAX and SDAX as at December 31, 2021, as well as an individually defined peer group. The individual peer group comprised the following publicly listed international companies: BorgWarner Inc., Continental AG, Cummins Inc., Deutz AG, Dürr AG, Faurecia SE, Gestamp Automoción S.A., Knorr-Bremse AG, Leoni AG, Magna International Inc., Norma Group SE, Plastic Omnium S.A., RBC Bearings Inc., Siemens AG, Stabilus SE, The Timken Company, Valeo S.A., and Vitesco Technologies Group AG.

The vertical comparison was based on the average remuneration of the Schaeffler Group’s employees (total workforce), which reflects the company’s international nature. The ratio of the amount of remuneration of the Managing Directors to average employee remuneration was compared to the corresponding ratios of MDAX and SDAX companies.

## Cap on remuneration

In accordance with the legal requirements of section 87a AktG, the Supervisory Board caps the total remuneration per year per Managing Director (cap on remuneration). The total amount of remuneration that can be granted to Managing Directors for a given year (sum of all amounts of remuneration incurred for the relevant year including fixed annual salary, variable components of remuneration, benefit contributions, fringe benefits, as well as payments and other benefits) – regardless of whether it is paid out during that year or at a later date – is capped at a maximum amount for each Managing Director (“cap on remuneration”).

The cap on remuneration amounts to EUR 7,650,000 for the Chief Executive Officer and, in principle, EUR 3,875,000 for each ordinary Managing Director. In deviation from this principle, the remuneration for Dr. Spindler is capped at EUR 4,580,000 as a result of individual contractual commitments. The above caps on remuneration apply to the amounts actually incurred for the short-term bonus and the long-term bonus, regardless of whether they are paid out during the year or at a later date. The final amount incurred (payout amount) for the 2022–2025 tranche of the long-term bonus will not be determined until the end of 2025. Compliance with the cap on remuneration for 2022 will be finally reported on in the 2025 remuneration report.

## Malus clause and claw-back provision

With a view to the requirements of the German Corporate Governance Code, the company introduced a malus clause and claw-back provision for variable remuneration. Especially in the event of a severe violation of the duty of care in managing the company, the Supervisory Board can decide to reduce, withhold, or reclaim the variable remuneration. Should a violation be discovered or become known, variable components previously paid can be clawed back within five years of payment. As the Supervisory Board is not aware of any matters triggering a malus clause that would impede payment of the variable remuneration for 2022, this clause has not been applied.

## 1.3 Remuneration for 2022

### Fixed remuneration

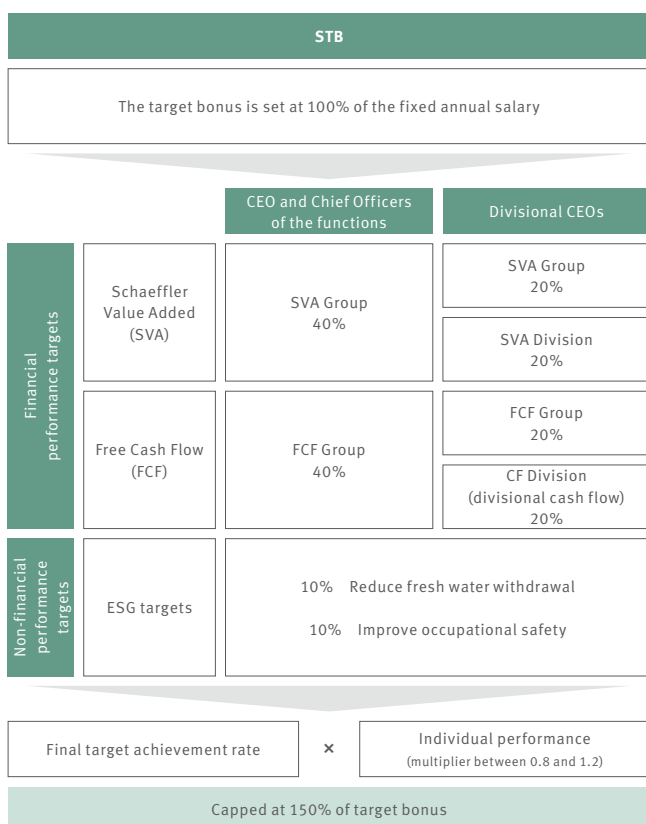
Each ordinary Managing Director received an identical amount of fixed remuneration (EUR 600 thousand); the Chief Executive Officer received twice this amount (EUR 1,200 thousand). Fixed remuneration was paid in twelve equal installments each month. No separate remuneration was paid for positions held on supervisory or similar boards of group companies.

### Fringe benefits

Fringe benefits granted in 2022 include the use of a company car, including for private purposes, and customary insurance benefits such as directors’ and officers’ liability insurance (D&O insurance). This D&O insurance policy includes a deductible provision that is in accordance with section 93 (2) (3) AktG. Additionally, Managing Directors receive a contribution to their health and long-term care insurance and an allowance to be contributed to their personal retirement plan, as well as coverage under the company’s group personal accident insurance. Tax on the pecuniary advantage related to fringe benefits granted is paid individually by each Managing Director. No loans were granted to members of the Board of Managing Directors in 2022.

### Short-term variable component – short-term bonus

The short-term bonus is linked to the key financial and non-financial performance targets for the Schaeffler Group’s value creation. The financial performance targets are free cash flow of the Schaeffler Group (FCF Group) and Schaeffler Value Added of the Schaeffler Group (SVA Group). The non-financial performance targets comprise up to two targets reflecting indicators relevant to the Schaeffler Group that relate to the fields of environment, social, or governance (ESG targets). As a result, remuneration contributes significantly to successfully executing the strategy and investing in growth areas while maintaining the focus on profitability, cash flow generation, and sustainability. The financial targets are weighted at 80% and the non-financial targets at 20%. The maximum payout of the STB is capped at 150% of the individual target bonus.

**Features of the Short-Term Bonus (STB)**

The short-term bonus paid out to the CEO and to the Chief Officers of the functions is determined based on the target achievement rate for the equally weighted financial performance targets – FCF Group and SVA Group – and on target achievement for the non-financial targets.

For the divisional CEOs, the target achievement rate is determined based on the equally weighted financial performance targets – FCF Group, SVA Group, divisional Schaeffler Value Added (SVA Division), and Divisional Cash Flow (DCF Division) – as well as target achievement for the non-financial targets.

FCF Group is calculated based on the sum of (1) cash flows from operating activities and (2) cash flows from investing activities as well as (3) principal repayments on lease liabilities (4) adjusted for cash in- and outflows for M&A activities. SVA Group is generally determined as the Schaeffler Group's EBIT before special items for the relevant period less its cost of capital for the relevant period. Cost of capital is calculated by applying the cost of capital set by the Supervisory Board (10% for 2022) to the Schaeffler Group's average capital employed. SVA Division is determined in the same manner as SVA Group based on measures segmented in accordance with IFRS 8. The DCF Division performance criterion is derived from Schaeffler's standard internal divisional management reports for the relevant year and follows the same logic as that of the FCF Group (excluding payments of tax and interest).

In order to continue embedding the sustainability strategy and the related company initiatives in remuneration, the Supervisory Board has set a non-financial target in the form of an ESG target for 2022. The ESG target 2022 is derived from the Schaeffler Group's sustainability targets. The ESG target 2022 is weighted at 20% within the short-term bonus and comprises the following two equally-weighted sub-targets:

- “Reduce fresh water withdrawal” by implementing water-related measures in 2022 that result in an annual reduction of fresh water withdrawal by 150,000 m<sup>3</sup>, and
- “Improve occupational safety” by reducing the occupational accident rate, measured as a reduction in the lost-time injury rate (LTIR) to at most 3.5 per one million man hours worked.

Achievement of the ESG targets is reviewed by an external independent expert.

**Actual target achievement for the STB 2022**

The target values (100%) for the various performance targets were derived from internal budgets. The following summary sets out the financial performance targets for 2022 and the related target achievement rates:

**Actual target achievement for the STB 2022 – Schaeffler Group**

| Schaeffler Group<br>(in € millions) | Performance scale |      |       | Target achievement rate for 2022 |                    |
|-------------------------------------|-------------------|------|-------|----------------------------------|--------------------|
|                                     | 0%                | 100% | 150%  | absolute<br>(in € millions)      | relative<br>(in %) |
| Free Cash Flow                      | ≤ 0               | 330  | ≥ 495 | 280                              | 84.8               |
| Schaeffler Value Added              | ≤ -186            | 234  | ≥ 444 | 206                              | 93.3               |

The financial indicators underlying the performance targets have been adjusted for certain items in order to ensure that these financial indicators reflect operating performance. These items include, inter alia, the impact of acquisitions and disposals and the impact of certain restructuring programs.



The performance scales for DCF Division and SVA Division for 2022 were set in a similar manner. The performance scales relevant to 2022 and the resulting target achievement rates for the three divisions can be summarized as follows:

#### Actual target achievement for the STB 2022 – divisions

| Automotive Technologies<br>(in € millions) | Performance scale |      |       | Target achievement rate for 2022 |                    |
|--|-------------------|------|-------|----------------------------------|--------------------|
|  | 0%                | 100% | 150%  | absolute<br>(in € millions)      | relative<br>(in %) |
| Divisional Cash Flow                       | ≤ 0               | 471  | ≥ 707 | 462                              | 98.1               |
| Divisional Schaeffler Value Added          | ≤ -252            | -87  | ≥ -4  | -228                             | 14.5               |

| Automotive Aftermarket<br>(in € millions) | Performance scale |      |       | Target achievement rate for 2022 |                    |
|---|-------------------|------|-------|----------------------------------|--------------------|
|   | 0%                | 100% | 150%  | absolute<br>(in € millions)      | relative<br>(in %) |
| Divisional Cash Flow                      | ≤ 0               | 266  | ≥ 399 | 268                              | 100.8              |
| Divisional Schaeffler Value Added         | ≤ 74              | 171  | ≥ 220 | 187                              | 116.3              |

| Industrial<br>(in € millions)     | Performance scale |      |       | Target achievement rate for 2022 |                    |
|-----------------------------------|-------------------|------|-------|----------------------------------|--------------------|
|                                   | 0%                | 100% | 150%  | absolute<br>(in € millions)      | relative<br>(in %) |
| Divisional Cash Flow              | ≤ 0               | 238  | ≥ 357 | 203                              | 85.3               |
| Divisional Schaeffler Value Added | ≤ 14              | 186  | ≥ 272 | 245                              | 134.3              |

The non-financial performance targets are measured using a binary logic (achieved/not achieved). For 2022, the following sub-targets of the ESG target were achieved:

#### Actual target achievement for the STB 2022 – ESG targets

| Schaeffler Group<br>(in € millions) | Performance scale        |                          | Target achievement rate for 2022 |                    |
|-------------------------------------|--------------------------|--------------------------|----------------------------------|--------------------|
|                                     | not achieved             | achieved                 | absolute                         | Target achievement |
| Reduce fresh water withdrawal       | < 150,000 m <sup>3</sup> | ≥ 150,000 m <sup>3</sup> | 192,686 m <sup>3</sup>           | achieved           |
| Improve occupational safety         | LTIR > 3.5               | LTIR ≤ 3.5               | 2.9                              | achieved           |

The sub-target “Reduce fresh water withdrawal” calls for the Board of Managing Directors to implement water conservation measures that result in saving at least 150,000 m<sup>3</sup> annually starting in 2023. The 29 measures implemented in 2022 resulted in a reduction of fresh water withdrawal by 192,686 m<sup>3</sup> annually. The water conservation measures and their implementation were reviewed by an external independent expert. Thus, the first sub-target was achieved.

For the second sub-target, “Improve occupational safety”, the Supervisory Board established a reduction in the Schaeffler Group’s occupational accident rate to a lost-time injury rate (LTIR) of 3.5 or less in 2022. The relevant measures were developed and implemented as part of the “Safe Work@Schaeffler” project. The project is designed to increase the necessary awareness of occupational safety on the part of all employees and managers. The group-level accident rate was reduced to an LTIR (Lost Time Injury Rate) of 2.9 in 2022. Occupational accidents include accidents of employees, temporary staff, apprentices, or trainees (total workforce excluding leased workers, contractors, and commuting accidents) resulting in the loss of at least one working day that occur while working at one of the plant locations or while traveling on business. Hence, the second sub-target was achieved as well. Please refer to the sustainability report for further details.

#### ESG targets 2022 – target achievement logic

|                               | Improve occupational safety |              |
|-------------------------------|-----------------------------|--------------|
|                               | achieved                    | not achieved |
| Reduce fresh water withdrawal | achieved                    | not achieved |
|                               | 150%                        | 75%          |
|                               | not achieved                | 75%          |
|                               |                             | 0%           |

As a result, the target achievement rate for the ESG target amounts to 150% in 2022.

Additionally, the Supervisory Board is entitled to adjust, using equitable discretion, any specific Managing Director’s total STB target achievement rate by applying a multiplier ranging from 0.8 to 1.2 to reflect that Managing Director’s individual performance. In exercising its equitable discretion, the Supervisory Board particularly takes into account whether the Managing Director has temporarily assumed additional responsibilities. Additional special targets can be agreed for Managing Directors. The Supervisory Board has chosen not to apply any individual performance factors or special individual targets in 2022.

Therefore, the Supervisory Board has set the individual performance factor for 2022 to 1.0.

**Final target achievement rates for the STB 2022**

Final target achievement rates for the STB 2022 can be summarized by individual Managing Director as follows:

**Final target achievement rates for the STB 2022**

|   | Performance criteria | Weight | Target achievement rate | Final target achievement rate | Individual target amount, in € thousands | Time factor <sup>1)</sup> | Payout amount 2022, in € thousands |
|---|----------------------|--------|-------------------------|-------------------------------|--|---------------------------|------------------------------------|
| <b>Rosenfeld, Klaus</b><br>(Chief Executive Officer)            | FCF                  | 40%    | 84.8%                   | 101.2%                        | 1,200                                    | 1                         | 1,215                              |
|   | SVA                  | 40%    | 93.3%                   |                               |  |                           |                                    |
|   | ESG targets          | 20%    | 150%                    |                               |  |                           |                                    |
| <b>Zink, Matthias</b><br>(CEO Automotive Technologies)          | FCF                  | 20%    | 84.8%                   | 88.1%                         | 600                                      | 1                         | 529                                |
|   | SVA                  | 20%    | 93.3%                   |                               |  |                           |                                    |
|   | DCF                  | 20%    | 98.1%                   |                               |  |                           |                                    |
|   | DSVA                 | 20%    | 14.5%                   |                               |  |                           |                                    |
|   | ESG targets          | 20%    | 150%                    |                               |  |                           |                                    |
|   | FCF                  | 20%    | 84.8%                   |                               |  |                           |                                    |
| <b>Schüler, Jens</b><br>(CEO Automotive Aftermarket)            | SVA                  | 20%    | 93.3%                   | 109.0%                        | 600                                      | 1                         | 654                                |
|   | DCF                  | 20%    | 100.8%                  |                               |  |                           |                                    |
|   | DSVA                 | 20%    | 116.3%                  |                               |  |                           |                                    |
|   | ESG targets          | 20%    | 150%                    |                               |  |                           |                                    |
|   | FCF                  | 20%    | 84.8%                   |                               |  |                           |                                    |
| <b>Spindler, Stefan Dr.</b><br>(CEO Industrial)                 | SVA                  | 20%    | 134.3%                  | 109.5%                        | 750                                      | 1                         | 822                                |
|   | ESG targets          | 20%    | 150%                    |                               |  |                           |                                    |
|   | FCF                  | 40%    | 84.8%                   |                               |  |                           |                                    |
|   | SVA                  | 40%    | 93.3%                   |                               |  |                           |                                    |
| <b>Bauer, Claus</b><br>(Chief Financial Officer)                | ESG targets          | 20%    | 150%                    | 101.2%                        | 600                                      | 1                         | 607                                |
|   | FCF                  | 40%    | 84.8%                   |                               |  |                           |                                    |
|   | SVA                  | 40%    | 93.3%                   |                               |  |                           |                                    |
| <b>Schick, Andreas</b><br>(Chief Operating Officer)             | ESG targets          | 20%    | 150%                    | 101.2%                        | 600                                      | 1                         | 607                                |
|   | FCF                  | 40%    | 84.8%                   |                               |  |                           |                                    |
|   | SVA                  | 40%    | 93.3%                   |                               |  |                           |                                    |
| <b>Schittenhelm, Corinna</b><br>(Chief Human Resources Officer) | ESG targets          | 20%    | 150%                    | 101.2%                        | 600                                      | 1                         | 607                                |
|   | FCF                  | 40%    | 84.8%                   |                               |  |                           |                                    |
|   | SVA                  | 40%    | 93.3%                   |                               |  |                           |                                    |
| <b>Wagner, Uwe</b><br>(Chief Technology Officer)                | ESG targets          | 20%    | 150%                    | 101.2%                        | 600                                      | 1                         | 607                                |
|   | SVA                  | 40%    | 93.3%                   |                               |  |                           |                                    |

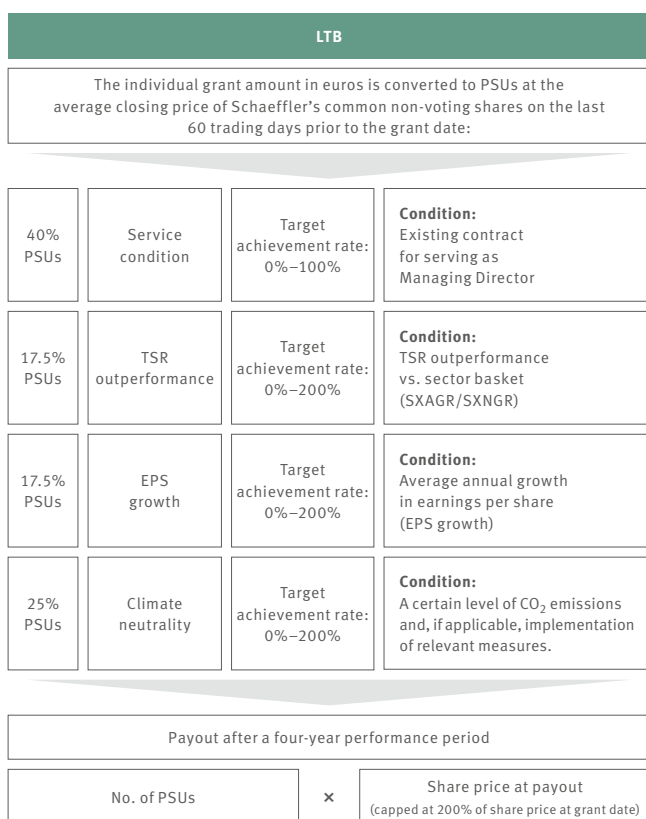
<sup>1)</sup> Represents the portion of the year relevant to achieving the bonus (e.g. 1.0 if the Managing Director concerned held the relevant position throughout the year).

## Long-term variable component – long-term bonus (Performance Share Unit Plan, PSUP)

The long-term bonus in the form of a Performance Share Unit Plan (PSUP) is a share-based remuneration instrument that contributes to the alignment of interests between the Board of Managing Directors and the shareholders and promotes the sustainable development of the Schaeffler Group.

The service contracts of the Managing Directors set out a grant amount in euros that is based on each Managing Director’s duties and responsibilities. To reflect the requirement that the remuneration structure be largely oriented toward the long term, this grant amount exceeds the individual target bonus under the variable short-term remuneration. The grant amount is calculated in Performance Share Units (PSUs) at the average price of Schaeffler’s common non-voting shares of the last 60 trading days before the beginning of the performance period (share price at grant date). For Managing Directors appointed during the year, PSUs are granted on a pro-rata basis.

### Features of the Long-Term Bonus (LTB)



Each PSUP tranche has a performance period of four years beginning on January 1 of the year it is granted. Vesting of PSUs granted in 2022 is linked to the four conditions below. Percentages of PSUs shown are based on an assumed target achievement rate of 100%:

- 40% of PSUs (base number) granted are subject to a service condition. The base number is only paid out if the Managing Director remains a Managing Director of Schaeffler AG and is not under notice of termination at the end of the performance period.<sup>1</sup>
- 17.5% of PSUs granted are subject to a performance target based on TSR outperformance. TSR represents the share price performance of Schaeffler AG’s common non-voting shares including dividends. Vesting is based on the extent to which the TSR for Schaeffler AG’s common non-voting shares exceeds or falls short of the TSR of companies in the benchmark group over the performance period. In order to reflect the company’s sector-specific market environment – Automotive Technologies, Automotive Aftermarket, and Industrial – the peer group consists of a sector basket. This sector basket replicates the performance of the STOXX Europe 600 Automobiles and Parts Gross Return (SXAGR) and STOXX Europe 600 Industrial Goods and Services Gross Return (SXNGR), weighted 75% and 25%, respectively. These weights represent the revenue structure of the various business areas within the Schaeffler Group.
- 17.5% of PSUs granted are subject to a long-term EPS-based performance target based on average annual growth in earnings per share during the four-year performance period.
- 25% of PSUs granted are subject to a CO<sub>2</sub> reduction target designed to contribute to the Schaeffler Group’s long-term climate neutrality. For the 2022–2025 tranche, Scope 1+2 emissions are measured and compared to the base year, 2019. Achievement of this target is then measured in terms of levels set out in the performance scale. The milestone target in the 2022–2025 LTB tranche is a reduction of emissions by 75%. This represents an essential contribution to achieving the Schaeffler Group’s long-term sustainability target – climate neutrality by 2040.

<sup>1</sup> Taking into account the rules applicable to leavers.

**PSUP performance targets 2022–2025 – TSR outperformance**

| TSR outperformance over the performance period | Number of<br>TSR<br>PSUs vested |
|--|---------------------------------|
| > +25%   | 200%                            |
| +5% < TSR outperformance ≤ +25%                | 150%                            |
| -5% < TSR outperformance ≤ +5%                 | 100%                            |
| -25% < TSR outperformance ≤ -5%                | 50%                             |
| ≤ -25%   | 0%                              |

**PSUP performance targets 2022–2025 – EPS growth**

| Average EPS growth p.a.<br>(in €) over the performance period | Number of<br>EPS-growth<br>PSUs vested |
|---|--|
| $EPS_{\text{growth}} \geq 0.09$                               | 200%                                   |
| $0.03 \leq EPS_{\text{growth}} < 0.09$                        | 150%                                   |
| $-0.03 \leq EPS_{\text{growth}} < 0.03$                       | 100%                                   |
| $-0.08 \leq EPS_{\text{growth}} < -0.03$                      | 50%                                    |
| $EPS_{\text{growth}} < -0.08$                                 | 0%                                     |

**Climate neutrality component 2022–2025**

| Reduction Scope 1+2 emissions <sup>1)</sup> (2022–2025) | Number of<br>climate neutrality<br>PSUs vested |
|---|--|
| Scope 1+2 <sup>1)</sup> ≥ 85%                           | 200%   |
| 80% ≤ Scope 1+2 <sup>1)</sup> < 85%                     | 150%   |
| 75% ≤ Scope 1+2 <sup>1)</sup> < 80%                     | 100%   |
| 70% ≤ Scope 1+2 <sup>1)</sup> < 75%                     | 50%  |
| Scope 1+2 <sup>1)</sup> < 70%                           | 0%   |

<sup>1)</sup> Reduction Scope 1+2 emissions compared to 2019. Scope 1 comprises emissions from main sources of emissions: natural gas, fuel oil, propane, and methanol. Scope 2 comprises indirect emissions from purchased electricity and district heating. Emissions at the end of the performance period and emissions for the base year (2019) are calculated using the methodology in effect as at of the measurement date.

Target achievement for the TSR performance target is calculated as the absolute difference between the TSR of Schaeffler AG and the TSR of the sector basket. Target achievement for the EPS growth target is calculated as the arithmetic mean <sup>2</sup> over the four-year performance period. Target achievement for the climate neutrality component is determined as the difference between the base amount and the actual amount at the end of the performance period and is measured in terms of levels set out in the performance scale.

Embedding the targets set out above in the remuneration system ensures that the interests of the Managing Directors are congruent with those of the shareholders and that the Managing Directors support the company's long-term growth strategy. Additionally, it incentivizes the Managing Directors to commit to the company on a long-term basis, which provides planning reliability. Implementing a relative performance measure creates an additional incentive to remain competitive in the market environment and compared to relevant competitors in the long term through sustainable organic growth.

<sup>2</sup>  $EPS_{\text{growth}} = (EPS_{\text{year 4}} - EPS_{\text{year 0}}) / 4$ , with  $EPS_{\text{year 0}}$  equaling EPS for the year immediately preceding the relevant performance period and  $EPS_{\text{year 4}}$  equaling EPS for the final year of the relevant performance period.

PSUs vested are calculated in euros at the end of the performance period at the average price of Schaeffler AG's common non-voting shares on the last 60 trading days of the performance period. Payout per PSU tranche is capped at twice the share price at the grant date. Starting with the PSUP's 2020–2023 tranche, payout of the LTB is conditional on providing proof of compliance with the share ownership requirements at the end of the relevant performance period (see "Share ownership requirements" for a detailed description).

**LTB 2019–2022 – target achievement**

The LTB 2019–2022 is based on the LTB plan with the previous plan terms. Vesting of PSUs is subject to the following three conditions: 50% of PSUs granted (base number) are subject to a service condition (identical to the 2022 plan), 25% of PSUs granted are subject to a long-term FCF-based performance target, and 25% of PSUs granted are subject to a performance target based on TSR outperformance compared to the MDAX. The performance scales relevant to the 2019–2022 tranche are as follows:

**PSUP performance targets 2019–2022 – cumulative FCF**

| Cumulative FCF<br>(2019–2022/<br>in € millions) | Deviation from target amount                          | Number of<br>FCF<br>PSUs vested |
|---|---|---------------------------------|
| ≥ 2,285   | ~ 6% < cumulative FCF compared to target FCF          | 100%                            |
| 2,199 – 2,284                                   | ~ 2% < cumulative FCF compared to target FCF < ~ 6%   | 75%                             |
| 2,114 – 2,198                                   | ~ -2% < cumulative FCF compared to target FCF < ~ 2%  | 50%                             |
| 2,028 – 2,113                                   | ~ -6% < cumulative FCF compared to target FCF < ~ -2% | 25%                             |
| ≤ 2,027   | Cumulative FCF compared to target FCF < ~ -6%         | 0%                              |

**PSUP performance targets 2019–2022 – TSR outperformance**

| TSR outperformance over the performance period | Number of<br>TSR<br>PSUs vested |
|--|---------------------------------|
| > +25%   | 100%                            |
| +5% < TSR outperformance ≤ +25%                | 75%                             |
| -5% < TSR outperformance ≤ +5%                 | 50%                             |
| -25% < TSR outperformance ≤ -5%                | 25%                             |
| ≤ -25%   | 0%                              |

The only PSUs that vested upon the end of the performance period 2019–2022 were tied to meeting a service condition. Payout of the 2019–2022 tranche will be received in March 2023. The payout amount is calculated by multiplying the number of PSUs vested by the average share price of Schaeffler AG common non-voting shares on the last 60 trading days before the end of the performance period, which amounted to EUR 5.93.

### One-off PSU grant 2020

In 2020, additional PSUs were granted on a one-off basis as compensation for the reduction in retirement benefits. The amount determined based on the PSUs granted is payable in three equal tranches after one, two, and three years. The third tranche will be paid out in March 2023.

The payout amount depends on the trend in the price of Schaeffler AG common non-voting shares, further strengthening the focus of the remuneration of Managing Directors on the company's sustainable and long-term development. The share price at the time of payout is capped at twice the share price at the grant date. Further, cash settlement of a given tranche is conditional on the service condition being met.

## 1.4 Share-based payment – overview

The table shows all current tranches of share-based remuneration instruments granted (representing a target achievement rate of 100%) to current and former Managing Directors.

### Share-based payment – current Managing Directors

| <b>Rosenfeld, Klaus</b><br>(Chief Executive Officer)        |                           |                           |                           |                           |                           |
|---|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| Remuneration instrument and tranche                         | Long-Term Bonus           |                           |                           |                           | One-off PSU grant 2020    |
|   | 2019/2022 <sup>3)</sup>   | 2020/2023                 | 2021/2024                 | 2022/2025 <sup>4)</sup>   | Tranche 3 <sup>3)</sup>   |
| Performance period  | 01/01/2019–<br>12/31/2022 | 01/01/2020–<br>12/31/2023 | 01/01/2021–<br>12/31/2024 | 01/01/2022–<br>12/31/2025 | 01/01/2020–<br>12/31/2022 |
| Number of PSUs granted as at January 1, 2022                | 152,941                   | 144,766                   | 214,168                   | -                         | 22,272                    |
| Grant date  | Jan. 1,<br>2019           | Feb. 4,<br>2020           | Feb. 26,<br>2021          | Feb. 25,<br>2022          | Feb. 4,<br>2020           |
| Target value (pro rata), € thousands                        | 1,300                     | 1,300                     | 1,300                     | 1,300                     | 200                       |
| Number of PSUs granted in 2022                              | -                         | -                         | -                         | 179,806                   | -                         |
| Grant date fair value of PSUs granted in 2022, € thousands  | -                         | -                         | -                         | 751                       | -                         |
| Payout amount for 2022 <sup>1)</sup> , € thousands          | 453                       | -                         | -                         | -                         | 132                       |
| PSUs forfeited in 2022 <sup>2)</sup>                        | 76,470                    | -                         | -                         | -                         | -                         |
| Number of PSUs granted but unvested as at December 31, 2022 | -                         | 144,766                   | 214,168                   | 179,806                   | -                         |

| <b>Zink, Matthias</b><br>(CEO Automotive Technologies)      |                           |                           |                           |                           |                           |
|---|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| Remuneration instrument and tranche                         | Long-Term Bonus           |                           |                           |                           | One-off PSU grant 2020    |
|   | 2019/2022 <sup>3)</sup>   | 2020/2023                 | 2021/2024                 | 2022/2025 <sup>4)</sup>   | Tranche 3 <sup>3)</sup>   |
| Performance period  | 01/01/2019–<br>12/31/2022 | 01/01/2020–<br>12/31/2023 | 01/01/2021–<br>12/31/2024 | 01/01/2022–<br>12/31/2025 | 01/01/2020–<br>12/31/2022 |
| Number of PSUs granted as at January 1, 2022                | 76,471                    | 72,383                    | 107,084                   | -                         | 11,136                    |
| Grant date  | Jan. 1,<br>2019           | Feb. 4,<br>2020           | Feb. 26,<br>2021          | Feb. 25,<br>2022          | Feb. 4,<br>2020           |
| Target value (pro rata), € thousands                        | 650                       | 650                       | 650                       | 650                       | 100                       |
| Number of PSUs granted in 2022                              | -                         | -                         | -                         | 89,903                    | -                         |
| Grant date fair value of PSUs granted in 2022, € thousands  | -                         | -                         | -                         | 376                       | -                         |
| Payout amount for 2022 <sup>1)</sup> , € thousands          | 227                       | -                         | -                         | -                         | 66                        |
| PSUs forfeited in 2022 <sup>2)</sup>                        | 38,236                    | -                         | -                         | -                         | -                         |
| Number of PSUs granted but unvested as at December 31, 2022 | -                         | 72,383                    | 107,084                   | 89,903                    | -                         |

<sup>1)</sup> Payout in March 2023.

<sup>2)</sup> PSUs for which targets were not achieved and PSUs forfeited due to holder leaving the Board of Managing Directors.

<sup>3)</sup> The share price at payout is EUR 5.93 (60-day average as at December 31, 2022).

<sup>4)</sup> The share price at grant date is EUR 7.23 (60-day average as at January 1, 2022).

Remuneration of Managing Directors  
Share-based payment – overview**Schüler, Jens**  
(CEO Automotive Aftermarket)

|   | Long-Term Bonus |   |   |                           | One-off PSU grant 2020 |
|---|-----------------|---|---|---------------------------|------------------------|
| Remuneration instrument and tranche                         | -               | - | - | 2022/2025 <sup>4)</sup>   | -                      |
| Performance period  | -               | - | - | 01/01/2022–<br>12/31/2025 | -                      |
| Number of PSUs granted as at January 1, 2022                | -               | - | - | -                         | -                      |
| Grant date  | -               | - | - | Jan. 1,<br>2022           | -                      |
| Target value (pro rata), € thousands                        | -               | - | - | 650                       | -                      |
| Number of PSUs granted in 2022                              | -               | - | - | 89,903                    | -                      |
| Grant date fair value of PSUs granted in 2022, € thousands  | -               | - | - | 376                       | -                      |
| Payout amount for 2022 <sup>1)</sup> , € thousands          | -               | - | - | -                         | -                      |
| PSUs forfeited in 2022 <sup>2)</sup>                        | -               | - | - | -                         | -                      |
| Number of PSUs granted but unvested as at December 31, 2022 | -               | - | - | 89,903                    | -                      |

**Spindler, Stefan Dr.**  
(CEO Industrial)

|   | Long-Term Bonus           |                           |                           |                           | One-off PSU grant 2020    |
|---|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| Remuneration instrument and tranche                         | 2019/2022 <sup>3)</sup>   | 2020/2023                 | 2021/2024                 | 2022/2025 <sup>4)</sup>   | Tranche 3 <sup>3)</sup>   |
| Performance period  | 01/01/2019–<br>12/31/2022 | 01/01/2020–<br>12/31/2023 | 01/01/2021–<br>12/31/2024 | 01/01/2022–<br>12/31/2025 | 01/01/2020–<br>12/31/2022 |
| Number of PSUs granted as at January 1, 2022                | 94,118                    | 89,087                    | 131,796                   | -                         | 11,136                    |
| Grant date  | Jan. 1,<br>2019           | Feb. 4,<br>2020           | Feb. 26,<br>2021          | Feb. 25,<br>2022          | Feb. 4,<br>2020           |
| Target value (pro rata), € thousands                        | 800                       | 800                       | 800                       | 800                       | 100                       |
| Number of PSUs granted in 2022                              | -                         | -                         | -                         | 110,650                   | -                         |
| Grant date fair value of PSUs granted in 2022, € thousands  | -                         | -                         | -                         | 462                       | -                         |
| Payout amount for 2022 <sup>1)</sup> , € thousands          | 279                       | -                         | -                         | -                         | 66                        |
| PSUs forfeited in 2022 <sup>2)</sup>                        | 47,060                    | -                         | -                         | -                         | -                         |
| Number of PSUs granted but unvested as at December 31, 2022 | -                         | 89,087                    | 131,796                   | 110,650                   | -                         |

**Bauer, Claus**  
(Chief Financial Officer)

|   | Long-Term Bonus |   |                           |                           | One-off PSU grant 2020 |
|---|-----------------|---|---------------------------|---------------------------|------------------------|
| Remuneration instrument and tranche                         | -               | - | 2021/2024                 | 2022/2025 <sup>4)</sup>   | -                      |
| Performance period  | -               | - | 01/01/2021–<br>12/31/2024 | 01/01/2022–<br>12/31/2025 | -                      |
| Number of PSUs granted as at January 1, 2022                | -               | - | 35,695                    | -                         | -                      |
| Grant date  | -               | - | Sept. 1,<br>2021          | Feb. 25,<br>2022          | -                      |
| Target value (pro rata), € thousands                        | -               | - | 217                       | 650                       | -                      |
| Number of PSUs granted in 2022                              | -               | - | -                         | 89,903                    | -                      |
| Grant date fair value of PSUs granted in 2022, € thousands  | -               | - | -                         | 376                       | -                      |
| Payout amount for 2022 <sup>1)</sup> , € thousands          | -               | - | -                         | -                         | -                      |
| PSUs forfeited in 2022 <sup>2)</sup>                        | -               | - | -                         | -                         | -                      |
| Number of PSUs granted but unvested as at December 31, 2022 | -               | - | 35,695                    | 89,903                    | -                      |

<sup>1)</sup> Payout in March 2023.<sup>2)</sup> PSUs for which targets were not achieved and PSUs forfeited due to holder leaving the Board of Managing Directors.<sup>3)</sup> The share price at payout is EUR 5.93 (60-day average as at December 31, 2022).<sup>4)</sup> The share price at grant date is EUR 7.23 (60-day average as at January 1, 2022).

Remuneration of Managing Directors  
Share-based payment – overview**Schick, Andreas**  
(Chief Operating Officer)

| Remuneration instrument and tranche                         | Long-Term Bonus         |                       |                       |                         | One-off PSU grant 2020  |
|---|-------------------------|-----------------------|-----------------------|-------------------------|-------------------------|
|   | 2019/2022 <sup>3)</sup> | 2020/2023             | 2021/2024             | 2022/2025 <sup>4)</sup> | Tranche 3 <sup>3)</sup> |
| Performance period  | 01/01/2019–12/31/2022   | 01/01/2020–12/31/2023 | 01/01/2021–12/31/2024 | 01/01/2022–12/31/2025   | 01/01/2020–12/31/2022   |
| Number of PSUs granted as at January 1, 2022                | 76,471                  | 72,383                | 107,084               | -                       | 11,136                  |
| Grant date  | Jan. 1, 2019            | Feb. 4, 2020          | Feb. 26, 2021         | Feb. 25, 2022           | Feb. 4, 2020            |
| Target value (pro rata), € thousands                        | 650                     | 650                   | 650                   | 650                     | 100                     |
| Number of PSUs granted in 2022                              | -                       | -                     | -                     | 89,903                  | -                       |
| Grant date fair value of PSUs granted in 2022, € thousands  | -                       | -                     | -                     | 376                     | -                       |
| Payout amount for 2022 <sup>1)</sup> , € thousands          | 227                     | -                     | -                     | -                       | 66                      |
| PSUs forfeited in 2022 <sup>2)</sup>                        | 38,236                  | -                     | -                     | -                       | -                       |
| Number of PSUs granted but unvested as at December 31, 2022 | -                       | 72,383                | 107,084               | 89,903                  | -                       |

**Schittenhelm, Corinna**  
(Chief Human Resources Officer)

| Remuneration instrument and tranche                         | Long-Term Bonus         |                       |                       |                         | One-off PSU grant 2020  |
|---|-------------------------|-----------------------|-----------------------|-------------------------|-------------------------|
|   | 2019/2022 <sup>3)</sup> | 2020/2023             | 2021/2024             | 2022/2025 <sup>4)</sup> | Tranche 3 <sup>3)</sup> |
| Performance period  | 01/01/2019–12/31/2022   | 01/01/2020–12/31/2023 | 01/01/2021–12/31/2024 | 01/01/2022–12/31/2025   | 01/01/2020–12/31/2022   |
| Number of PSUs granted as at January 1, 2022                | 76,471                  | 72,383                | 107,084               | -                       | 11,136                  |
| Grant date  | Jan. 1, 2019            | Feb. 4, 2020          | Feb. 26, 2021         | Feb. 25, 2022           | Feb. 4, 2020            |
| Target value (pro rata), € thousands                        | 650                     | 650                   | 650                   | 650                     | 100                     |
| Number of PSUs granted in 2022                              | -                       | -                     | -                     | 89,903                  | -                       |
| Grant date fair value of PSUs granted in 2022, € thousands  | -                       | -                     | -                     | 376                     | -                       |
| Payout amount for 2022 <sup>1)</sup> , € thousands          | 227                     | -                     | -                     | -                       | 66                      |
| PSUs forfeited in 2022 <sup>2)</sup>                        | 38,236                  | -                     | -                     | -                       | -                       |
| Number of PSUs granted but unvested as at December 31, 2022 | -                       | 72,383                | 107,084               | 89,903                  | -                       |

**Wagner, Uwe**  
(Chief Technology Officer)

| Remuneration instrument and tranche                         | Long-Term Bonus         |                       |                       |                         | One-off PSU grant 2020  |
|---|-------------------------|-----------------------|-----------------------|-------------------------|-------------------------|
|   | 2019/2022 <sup>3)</sup> | 2020/2023             | 2021/2024             | 2022/2025 <sup>4)</sup> | Tranche 3 <sup>3)</sup> |
| Performance period  | 01/01/2019–12/31/2022   | 01/01/2020–12/31/2023 | 01/01/2021–12/31/2024 | 01/01/2022–12/31/2025   | 01/01/2020–12/31/2022   |
| Number of PSUs granted as at January 1, 2022                | 19,118                  | 72,383                | 107,084               | -                       | 11,136                  |
| Grant date  | Oct. 1, 2019            | Feb. 4, 2020          | Feb. 26, 2021         | Feb. 25, 2022           | Feb. 4, 2020            |
| Target value (pro rata), € thousands                        | 163                     | 650                   | 650                   | 650                     | 100                     |
| Number of PSUs granted in 2022                              | -                       | -                     | -                     | 89,903                  | -                       |
| Grant date fair value of PSUs granted in 2022, € thousands  | -                       | -                     | -                     | 376                     | -                       |
| Payout amount for 2022 <sup>1)</sup> , € thousands          | 57                      | -                     | -                     | -                       | 66                      |
| PSUs forfeited in 2022 <sup>2)</sup>                        | 9,560                   | -                     | -                     | -                       | -                       |
| Number of PSUs granted but unvested as at December 31, 2022 | -                       | 72,383                | 107,084               | 89,903                  | -                       |

<sup>1)</sup> Payout in March 2023.<sup>2)</sup> PSUs for which targets were not achieved and PSUs forfeited due to holder leaving the Board of Managing Directors.<sup>3)</sup> The share price at payout is EUR 5.93 (60-day average as at December 31, 2022).<sup>4)</sup> The share price at grant date is EUR 7.23 (60-day average as at January 1, 2022).



Remuneration of Managing Directors  
Share-based payment – overview

## Share-based payment – former Managing Directors

| Remuneration instrument and tranche                            | Söding, Michael           |                           |                           |
|--|---------------------------|---------------------------|---------------------------|
|  | Long-Term Bonus           |                           |                           |
|  | 2019/2022 <sup>5)</sup>   | 2020/2023                 | 2021/2024                 |
| Performance period   | 01/01/2019–<br>12/31/2022 | 01/01/2020–<br>12/31/2023 | 01/01/2021–<br>12/31/2024 |
| Number of PSUs granted<br>as at January 1, 2022                | 57,353                    | 36,192                    | 26,771                    |
| Grant date   | Jan. 1,<br>2019           | Feb. 4,<br>2020           | Feb. 26,<br>2021          |
| Target value (pro rata), € thousands                           | 650                       | 650                       | 650                       |
| Number of PSUs granted in 2022                                 | -                         | -                         | -                         |
| Grant date fair value of PSUs granted in 2022, € thousands     | -                         | -                         | -                         |
| Payout amount for 2022 <sup>1)</sup> , € thousands             | 170                       | -                         | -                         |
| PSUs forfeited in 2022 <sup>2)</sup>                           | 28,677                    | -                         | -                         |
| Number of PSUs granted but unvested<br>as at December 31, 2022 | -                         | 36,192                    | 26,771                    |

| Remuneration instrument and tranche                            | Patzak, Klaus Dr.         |                           | One-off PSU<br>grant 2020  |
|--|---------------------------|---------------------------|----------------------------|
|  | Long-Term Bonus           |                           | Tranche 3 <sup>4) 5)</sup> |
|  | 2020/2023 <sup>3)</sup>   | 2021/2024 <sup>3)</sup>   |                            |
| Performance period   | 01/01/2020–<br>12/31/2023 | 01/01/2021–<br>12/31/2024 | 01/01/2020–<br>12/31/2022  |
| Number of PSUs granted<br>as at January 1, 2022                | 20,735                    | 46,849                    | 4,640                      |
| Grant date   | 01/01/2020–<br>12/31/2023 | 01/01/2021–<br>12/31/2024 | -                          |
| Target value (pro rata), € thousands                           | 271                       | 650                       | 42                         |
| Number of PSUs granted in 2022                                 | -                         | -                         | -                          |
| Grant date fair value of PSUs granted in 2022, € thousands     | -                         | -                         | -                          |
| Payout amount for 2022 <sup>1)</sup> , € thousands             | -                         | -                         | 28                         |
| PSUs forfeited in 2022 <sup>2)</sup>                           | -                         | -                         | -                          |
| Number of PSUs granted but unvested<br>as at December 31, 2022 | 20,735                    | 46,849                    | -                          |

| Remuneration instrument and tranche                            | Heinrich, Dietmar         |                           | Gutzmer, Peter<br>Prof. Dr.-Ing. |
|--|---------------------------|---------------------------|----------------------------------|
|  | Long-Term Bonus           |                           | Long-Term<br>Bonus               |
|  | 2019/2022 <sup>5)</sup>   | 2020/2023                 | 2019/2022 <sup>5) 6)</sup>       |
| Performance period   | 01/01/2019–<br>12/31/2022 | 01/01/2020–<br>12/31/2023 | 01/01/2019–<br>12/31/2022        |
| Number of PSUs granted<br>as at January 1, 2022                | 30,270                    | 6,158                     | 111,765                          |
| Grant date   | Jan. 1,<br>2019           | Feb. 4,<br>2020           | Jan. 1,<br>2019                  |
| Target value (pro rata), € thousands                           | 650                       | 379                       | 950                              |
| Number of PSUs granted in 2022                                 | -                         | -                         | -                                |
| Grant date fair value of PSUs granted in 2022, € thousands     | -                         | -                         | -                                |
| Payout amount for 2022 <sup>1)</sup> , € thousands             | 90                        | -                         | 331                              |
| PSUs forfeited in 2022 <sup>2)</sup>                           | 15,135                    | -                         | 55,882                           |
| Number of PSUs granted but unvested<br>as at December 31, 2022 | -                         | 6,158                     | -                                |

<sup>1)</sup> Payout in March 2023.

<sup>2)</sup> PSUs for which targets were not achieved and PSUs forfeited due to holder leaving the Board of Managing Directors.

<sup>3)</sup> PSUs granted but unvested reduced pro rata temporis based on rules applicable to leavers.

<sup>4)</sup> Based on an individual agreement with Dr. Patzak, the service condition of the one-off PSU grant 2020 is deemed met in full.

<sup>5)</sup> The share price at payout is EUR 5.93 (60-day average as at December 31, 2022).

<sup>6)</sup> The payout amount calculated is offset against the EUR 300 thousand advance paid in 2019.

## 1.5 Share ownership requirements

To increase orientation toward the capital markets and to more extensively align the interests of the Board of Managing Directors and the shareholders of Schaeffler AG, Managing Directors are required to purchase common non-voting shares in the company and to own them throughout the term of their service. These share ownership requirements are also aligned with the widespread practice of implementing share ownership requirements for managing directors among international peers.

The number of shares Managing Directors are required to own is based on their annual fixed remuneration and Managing Directors in office on January 1, 2020, have to first meet the requirement by December 31, 2023; common non-voting shares of the company already owned by a Managing Director count toward meeting the requirement. All other Managing Directors are required to meet the requirement by the end of the first LTB performance period. Where the term of office commences during the year, the requirement needs to be met by the end of the first four-year LTB performance period starting in the calendar year following the beginning of the service contract. Ordinary Managing Directors are required to own an amount equivalent to their current annual fixed remuneration at any given time. The requirement for the CEO is equivalent to twice the current annual fixed remuneration at any given time based on the share price of the common non-voting shares at acquisition. Payout of the LTB is conditional on proof of compliance with the share purchase and ownership requirement, and such proof is first required to be supplied for the payout of the 2020–2023 LTB tranche. If a Managing Director's service contract ends before the end of the first performance period, the share ownership requirement is reduced pro rata temporis based on the duration of the service contract in proportion to the four-year LTB performance period.

## 1.6 Retirement benefits

### Retirement benefit commitment since 2020

All current Managing Directors hold retirement benefit commitments. Until 2019, retirement benefits were granted to Managing Directors in the form of final-pay-based defined benefit commitments. These defined benefit commitments were replaced with defined contribution commitments effective January 1, 2020. The defined benefits earned by each Managing Director as at December 31, 2019, were fixed and deemed vested. Since January 1, 2020, a fixed contribution (benefit contribution) is credited to a benefit account for each Managing Director each year and paid toward a reimbursement insurance policy for the life of the Managing Director. In the case of Jens Schüler, the benefit contribution is contributed to the trust for the retirement benefit scheme for Schaeffler AG employees. The benefit contributions amount to EUR 195,000 per year for ordinary Managing Directors and EUR 390,000 for the CEO. As a result of

the extension of Claus Bauer's contract, the retirement benefit contribution was adjusted to the level customary for an ordinary Managing Director of Schaeffler AG retroactively to September 1, 2021.

The Managing Director is then entitled to retirement or disability benefits in the amount of the balance in the benefit account. This benefit balance represents the balance in the benefit account, floored at no less than the sum of the benefit contributions made or, in the case of Jens Schüler, at no less than 80% of the sum of the benefit contributions made. Retirement benefits are paid if the service ends upon attainment of the age of 65. Disability benefits are paid if the service ends due to disability. Beneficiaries are entitled to claim retirement benefits after termination of their service starting at age 62. Managing Directors can opt to receive their retirement benefits in a lump sum, in installments, or in the form of a life annuity with monthly payments (annuity option).

In the event that a Managing Director passes away before becoming eligible to receive benefits due to age or disability, his/her survivors including children eligible for family allowance are entitled to the balance on hand in the benefit account. If the Managing Director passes away while receiving an annuity, the survivor receives a life annuity of 60% of the most recent annuity payments, provided the Managing Director had chosen the annuity option including cover for surviving dependants. If cover for surviving dependants has been chosen, such cover is subject to a minimum 15-year period of receiving retirement benefits. If both the Managing Director and the survivor who is the beneficiary of the cover for surviving dependants pass away earlier, any children of the Managing Director that are eligible for family allowance receive a lump-sum payment of 15 times the annual amount of the annuity, less total annuity payments already paid.

Installment payments and life annuities are increased by 1.0% each year beginning at retirement.

### Retirement benefit commitment for years until 2019

Under the system in place until 2019, the pension was calculated as a percentage of pensionable remuneration based on the duration of the individual's service as a Managing Director. These percentages amount to 2.5% per year of serving on the Board of Managing Directors, and, for one Managing Director, between 1.5% and 3%, gradually increasing over time. Pension commitments were tailored individually for each Managing Director.

Under the previous system, pension payments commenced in the form of retirement benefits if the Managing Director's service ended before or upon attainment of the age of 65, and in the form of disability benefits if service ended due to disability. Beneficiaries were entitled to claim a reduced pension early as a retirement benefit beginning at age 60. Upon the death of the Managing Director, the spouse was entitled to between 50% and

60% of the pension as a surviving dependants' pension. Surviving dependent children were entitled to 10% or 20% of the pension as a half- or full-orphan's pension, respectively.

The pension increased by 1.0% each year beginning at retirement. This also applied to disability, widows', and orphans' pensions.

As a result of the change in the company's retirement benefits for the Managing Directors with a term of office extending beyond July 31, 2020, the benefits earned by each Managing Director under the pension commitments in effect until 2019 were fixed as at December 31, 2019, and deemed vested. No further benefits will be earned in relation to any service period beyond December 31, 2019..

#### Managing Directors: Service cost for 2022 and defined benefit obligations as at December 31, 2022, in accordance with HGB

| in € thousands                   | Year | Annual contributions/<br>service cost | Defined benefit obligation |
|----------------------------------|------|---------------------------------------|----------------------------|
| <b>Rosenfeld, Klaus</b><br>(CEO) | 2022 | 390                                   | 12,273                     |
| <b>Zink, Matthias</b>            | 2022 | 195                                   | 749                        |
| <b>Schüler, Jens</b>             | 2022 | 195                                   | 0                          |
| <b>Spindler, Stefan Dr.</b>      | 2022 | 195                                   | 1,040                      |
| <b>Bauer, Claus</b>              | 2022 | 217                                   | 0                          |
| <b>Schick, Andreas</b>           | 2022 | 195                                   | 433                        |
| <b>Schittenhelm, Corinna</b>     | 2022 | 195                                   | 973                        |
| <b>Wagner, Uwe</b>               | 2022 | 195                                   | 66                         |
| <b>Total</b>                     |      | <b>1,777</b>                          | <b>15,534</b>              |

## 1.7 Other information on the remuneration of Managing Directors

### Benefits granted in connection with the termination of membership on the Board of Managing Directors

Payments made to a Managing Director upon early termination of his or her service contract without due cause are limited to two years' remuneration (severance cap) and must not represent compensation for more than the remaining term of the service contract. The severance cap is generally calculated based on the total remuneration for the last full financial year and, where applicable, also on the expected total remuneration for the current year.

In the event the service contract is terminated for due cause, no severance benefits are paid to the Managing Director.

Once their service ends, Managing Directors are generally subject to a non-competition clause for the two-year period following termination of their service contract. During this period, they are entitled to compensation in the amount of 50% of the fixed annual salary most recently agreed plus 50% of the last STB paid out before termination of the service contract. The amount for certain Managing Directors differs due to existing contractual commitments. These Managing Directors receive compensation in the amount of 50% of the average contractual remuneration granted to the relevant Managing Director for the last twelve months before their departure. Such contractual remuneration includes both performance-based and non-performance-based remuneration components. Income from other employment or service of the Managing Director is deducted from the compensation payment in accordance with section 74c German Commercial Code ("Handelsgesetzbuch" – HGB).

Dr. Patzak left the Board of Managing Directors of Schaeffler AG effective July 31, 2021. His service contract remained in effect until September 30, 2022 (termination date).

Until the termination date, Dr. Patzak received the following benefits: 1) continued payment of his fixed remuneration, 2) a pro-rata share of the short-term bonus 2022 up to the termination date, 3) the long-term bonus granted for 2020 and 2021 which was paid out on a pro-rata basis up to the termination date and in accordance with the "good leaver" conditions, and 4) tranche 3 of the one-off PSU grant 2020 for which the service condition has been deemed met. All variable components of remuneration were paid out at the regular date. Additionally, Dr. Patzak was entitled to continue to use the company car provided to him until the termination date. The company has waived any post-contract non-competition clause for the period starting after the termination date. Dr. Patzak is not entitled to payment of any non-competition-clause-related compensation.

Michael Söding stepped down from his position as Managing Director of Schaeffler AG effective December 31, 2021. His compensation payment is based on his fixed annual salary and short-term bonus as described above. The monthly compensation of EUR 51 thousand is expected to be paid until the end of December 2023.

## External activities of Managing Directors

The Managing Directors have agreed to work exclusively for the company. External activities, whether paid or unpaid, require prior approval by the executive committee of the Supervisory Board. This ensures that neither the time commitment involved nor the related remuneration conflict with the individual's responsibilities toward Schaeffler AG. External activities representing a position on legally required supervisory boards or similar supervisory bodies of commercial enterprises are listed in section 4 of the Corporate Governance report, "Governing bodies of the company".





Remuneration of Managing Directors  
Amounts of remuneration of the Board of Managing Directors

## Benefits awarded and due – 2022 and 2021: Former Managing Directors

| in € thousands                         | Schuff, Gerhard Dr. |           | Hundsörfer, Rainer |          | Total        |                    |
|--|---------------------|-----------|--------------------|----------|--------------|--------------------|
|  | 2022                | 2021      | 2022               | 2021     | 2022         | 2021 <sup>3)</sup> |
| <b>Fixed remuneration</b>              |                     |           |                    |          |              |                    |
| Fixed remuneration                     | -                   | -         | -                  | -        | 450          | 1,200              |
| • in % of total remuneration           | -                   | -         | -                  | -        | 18%          | 21%                |
| Fringe benefits                        | -                   | -         | -                  | -        | 16           | 53                 |
| • in % of total remuneration           | -                   | -         | -                  | -        | 1%           | 1%                 |
| Pensions <sup>1)</sup>                 | 47                  | 47        | 13                 | -        | 827          | 1,001              |
| • in % of total remuneration           | 100%                | 100%      | 100%               | -        | 32%          | 17%                |
| Compensation payment                   | -                   | -         | -                  | -        | 547          | 1,205              |
| • in % of total remuneration           | -                   | -         | -                  | -        | 21%          | 21%                |
| <b>Variable remuneration</b>           |                     |           |                    |          |              |                    |
| Short-term variable remuneration (STB) | -                   | -         | -                  | -        | 401          | 1,718              |
| • in % of total remuneration           | -                   | -         | -                  | -        | 16%          | 30%                |
| Long-term variable remuneration (LTB)  | -                   | -         | -                  | -        | 291          | 476                |
| • in % of total remuneration           | -                   | -         | -                  | -        | 11%          | 8%                 |
| One-off PSU grant 2020 <sup>2)</sup>   | -                   | -         | -                  | -        | 28           | 114                |
| • in % of total remuneration           | -                   | -         | -                  | -        | 1%           | 2%                 |
| <b>Total remuneration</b>              | <b>47</b>           | <b>47</b> | <b>13</b>          | <b>0</b> | <b>2,560</b> | <b>5,767</b>       |

<sup>1)</sup> Pension benefits paid in the relevant year.

<sup>2)</sup> The one-off PSU grant 2020 for 2021 and 2022 represents the payout amount of the second and third tranches of the one-off PSU grant 2020, respectively.

<sup>3)</sup> Changes from prior year are due to Managing Directors that left in 2022.

## 2. Remuneration of Supervisory Board members

The description of the remuneration of Supervisory Board members includes the disclosures required by German stock corporation law and is consistent with the recommendations of the German Corporate Governance Code. The remuneration of the Supervisory Board was reviewed and selectively amended in 2022. The amended remuneration system was approved by the annual general meeting on April 21, 2022.

### 2.1 Overview of remuneration of the Supervisory Board in 2022

The members of the Supervisory Board of Schaeffler AG receive fixed remuneration of EUR 50,000 per year. The Chairman of the

Supervisory Board receives twice this amount, his deputies 1.5 times this amount. In addition, membership on committees is remunerated as follows:

- Executive committee: committee remuneration of EUR 20,000 for each ordinary member, twice this amount for the chairman.
- Audit committee: committee remuneration of EUR 20,000 for each ordinary member, twice this amount for the chairman.
- Technology committee: committee remuneration of EUR 10,000 for each ordinary member, twice this amount for the chairman.

#### Overview of remuneration of the Supervisory Board

| Base remuneration Supervisory Board                                    |  |  |
|--|--|--|
| <b>Chairman</b><br>EUR 100,000   | <b>Deputy</b><br>EUR 75,000                                      | <b>Member</b><br>EUR 50,000                                      |
| Additional remuneration for committee membership                       |  |  |
| Executive committee  | Audit committee  | Technology committee   |
| <b>Chairman</b><br>EUR 40,000<br><br><b>Member</b><br>EUR 20,000       | <b>Chairman</b><br>EUR 40,000<br><br><b>Member</b><br>EUR 20,000 | <b>Chairman</b><br>EUR 20,000<br><br><b>Member</b><br>EUR 10,000 |
| Additional attendance fee for Supervisory Board and committee meetings |  |  |
| EUR 1,500 per meeting  |  |  |

Remuneration of Supervisory Board members  
Amounts of remuneration of the Supervisory Board

Where a member of the Supervisory Board chairs several committees or chairs both the Supervisory Board and one or more committees, no remuneration is paid for the additional chairmanship. Where the term of office of a Supervisory Board member or the position entitling the Supervisory Board member to increased remuneration begins or ends during the year, the remuneration or increased remuneration paid to the Supervisory Board member is prorated.

In addition, each member of the Supervisory Board receives an attendance fee of EUR 1,500 for each meeting of the Supervisory Board or its committees he or she attends in person or remotely/ by phone.

Supervisory Board members are reimbursed for expenses incurred in connection with the performance of their duties and for any value-added tax on their remuneration and expenses.

The company has obtained directors' and officers' liability insurance (D&O insurance) for all Supervisory Board members (together with the Managing Directors) that includes a deductible provision.

No advances or loans were granted to members of the Supervisory Board in 2021 or 2022. The following tables summarize the amount of remuneration of each Supervisory Board member.

## 2.2 Amounts of remuneration of the Supervisory Board

### Benefits awarded and due – 2021 and 2022: Members of the Supervisory Board

| in € thousands  | Year | Fixed remuneration | in % of total remuneration | Remuneration for committee membership | in % of total remuneration | Attendance fees | in % of total remuneration | Total remuneration <sup>1)</sup> |
|---|------|--------------------|----------------------------|---------------------------------------|----------------------------|-----------------|----------------------------|----------------------------------|
|   | 2022 | 50                 | 85%                        | -                                     | -                          | 9               | 15%                        | 59                               |
| <b>Bendiek, Sabine</b>  | 2021 | 50                 | 79%                        | -                                     | -                          | 14              | 21%                        | 64                               |
|   | 2022 | 50                 | 59%                        | 20                                    | 24%                        | 15              | 18%                        | 85                               |
| <b>Bullinger, Hans-Jörg, Prof. Dr.</b>                        | 2021 | 50                 | 56%                        | 20                                    | 22%                        | 20              | 22%                        | 90                               |
|   | 2022 | 50                 | 60%                        | 20                                    | 24%                        | 14              | 16%                        | 84                               |
| <b>Engelmann, Holger, Dr.</b>                                 | 2021 | 50                 | 57%                        | 20                                    | 23%                        | 18              | 20%                        | 88                               |
|   | 2022 | 50                 | 81%                        | -                                     | -                          | 12              | 19%                        | 62                               |
| <b>Gottschalk, Bernd, Prof. Dr.</b>                           | 2021 | 50                 | 75%                        | -                                     | -                          | 17              | 25%                        | 67                               |
|   | 2022 | 50                 | 57%                        | 20                                    | 23%                        | 18              | 20%                        | 88                               |
| <b>Grimm, Andrea<sup>2)</sup></b>                             | 2021 | 50                 | 53%                        | 20                                    | 21%                        | 24              | 26%                        | 94                               |
|   | 2022 | 50                 | 81%                        | -                                     | -                          | 12              | 19%                        | 62                               |
| <b>Hasbargen, Ulrike</b>                                      | 2021 | 35                 | 74%                        | -                                     | -                          | 12              | 26%                        | 47                               |
|   | 2022 | 50                 | 57%                        | 20                                    | 23%                        | 18              | 20%                        | 88                               |
| <b>Höhn, Thomas<sup>2)</sup></b>                              | 2021 | 50                 | 54%                        | 20                                    | 22%                        | 23              | 24%                        | 93                               |
|   | 2022 | 50                 | 81%                        | -                                     | -                          | 12              | 19%                        | 62                               |
| <b>Lau, Susanne<sup>2)</sup></b>                              | 2021 | 50                 | 75%                        | -                                     | -                          | 17              | 25%                        | 67                               |
|   | 2022 | 50                 | 54%                        | 20                                    | 22%                        | 23              | 24%                        | 93                               |
| <b>Resch, Barbara<sup>2)</sup></b>                            | 2021 | 50                 | 53%                        | 20                                    | 21%                        | 24              | 26%                        | 94                               |
|   | 2022 | 37                 | 83%                        | -                                     | -                          | 8               | 17%                        | 45                               |
| <b>Rost, Jutta</b><br>(until September 30, 2022)              | 2021 | 50                 | 75%                        | -                                     | -                          | 17              | 25%                        | 67                               |
| <b>Schaeffler, Georg F. W.</b><br>(Chair SB)                  | 2022 | 100                | 54%                        | 50                                    | 27%                        | 35              | 19%                        | 185                              |
|   | 2021 | 100                | 54%                        | 50                                    | 27%                        | 35              | 19%                        | 185                              |
| <b>Schaeffler-Thumann, Maria-Elisabeth</b><br>(Dep. Chair SB) | 2022 | 75                 | 64%                        | 20                                    | 17%                        | 23              | 19%                        | 118                              |
|   | 2021 | 75                 | 64%                        | 20                                    | 17%                        | 23              | 19%                        | 118                              |

<sup>1)</sup> All amounts shown exclude any value-added tax applicable on remuneration. Positions held by Supervisory Board members are listed in section 4 "Governing bodies of the company" of the "Corporate Governance" chapter in the annual report 2022.

<sup>2)</sup> These employee representatives – except for Jutta Rost and Dr. Alexander Putz – have declared that their board remuneration is transferred to the Hans Böckler Foundation in accordance with the guidelines issued by the German Federation of Trade Unions.



Remuneration of Supervisory Board members  
Amounts of remuneration of the Supervisory Board

| in € thousands   | Year | Fixed remuneration | in % of total remuneration | Remuneration for committee membership | in % of total remuneration | Attendance fees | in % of total remuneration | Total remuneration <sup>1)</sup> |
|--|------|--------------------|----------------------------|---------------------------------------|----------------------------|-----------------|----------------------------|----------------------------------|
|  | 2022 | 50                 | 67%                        | 10                                    | 13%                        | 15              | 20%                        | 75                               |
| <b>Schenk, Jürgen<sup>2)</sup></b>                           | 2021 | 50                 | 63%                        | 10                                    | 13%                        | 20              | 25%                        | 80                               |
| <b>Putz, Alexander, Dr.</b><br>(since October 1, 2022)       | 2022 | 13                 | 74%                        | -                                     | -                          | 5               | 26%                        | 17                               |
|  | 2021 | -                  | -                          | -                                     | -                          | -               | -                          | -                                |
| <b>Schönhoff, Helga</b>                                      | 2022 | 50                 | 81%                        | -                                     | -                          | 12              | 19%                        | 62                               |
|  | 2021 | 50                 | 75%                        | -                                     | -                          | 17              | 25%                        | 67                               |
| <b>Stalker, Robin</b>  | 2022 | 50                 | 47%                        | 40                                    | 38%                        | 17              | 15%                        | 107                              |
|  | 2021 | 50                 | 44%                        | 40                                    | 36%                        | 23              | 20%                        | 113                              |
| <b>Vicari, Salvatore<sup>2)</sup></b>                        | 2022 | 50                 | 47%                        | 30                                    | 28%                        | 27              | 25%                        | 107                              |
| <b>Wechsler, Jürgen<sup>2)</sup></b><br>(Dep. Chair SB)      | 2021 | 50                 | 49%                        | 30                                    | 29%                        | 23              | 22%                        | 103                              |
| <b>Wolf, Siegfried,</b><br><b>Prof. TU Graz e.h. KR Ing.</b> | 2022 | 75                 | 48%                        | 50                                    | 32%                        | 32              | 20%                        | 157                              |
|  | 2021 | 75                 | 47%                        | 50                                    | 31%                        | 35              | 22%                        | 160                              |
| <b>Zhang, Tong, Prof. Dr.-Ing.</b>                           | 2022 | 50                 | 49%                        | 30                                    | 29%                        | 23              | 22%                        | 103                              |
|  | 2021 | 50                 | 47%                        | 30                                    | 28%                        | 26              | 24%                        | 106                              |
| <b>Zirkel, Markus<sup>2)</sup></b>                           | 2022 | 50                 | 67%                        | 10                                    | 13%                        | 15              | 20%                        | 75                               |
|  | 2021 | 50                 | 63%                        | 10                                    | 13%                        | 20              | 25%                        | 80                               |
| <b>Soussan, Sabrina</b><br>(until April 23, 2021)            | 2022 | -                  | -                          | -                                     | -                          | -               | -                          | -                                |
|  | 2021 | 15                 | 91%                        | -                                     | -                          | 2               | 9%                         | 17                               |
| <b>Total</b>   | 2022 | 1,100              | 61%                        | 350                                   | 19%                        | 356             | 20%                        | 1,806                            |
|  | 2021 | 1,100              | 59%                        | 350                                   | 19%                        | 422             | 23%                        | 1,872                            |

<sup>1)</sup> All amounts shown exclude any value-added tax applicable on remuneration. Positions held by Supervisory Board members are listed in section 4 "Governing bodies of the company" of the "Corporate Governance" chapter in the annual report 2022.

<sup>2)</sup> These employee representatives – except for Jutta Rost and Dr. Alexander Putz – have declared that their board remuneration is transferred to the Hans Böckler Foundation in accordance with the guidelines issued by the German Federation of Trade Unions.

### 3. Comparative information on remuneration

The following overview compares the relative year-on-year changes in the benefits awarded and due to current and former Managing Directors and Supervisory Board members to the relative year-on-year changes in the remuneration of the remaining employees and in selected measures of the Schaeffler Group's earnings.

Please refer to the overview of benefits awarded and due for information on the Managing Directors' remuneration. The company's performance is shown using the following measures: Schaeffler AG's net income in accordance with HGB, the Schaeffler Group's EBIT before special items, and the Schaeffler Group's FCF before cash in- and outflows for M&A activities.

The relative change in average employee remuneration on a full-time equivalents basis is calculated with reference to the employees of Schaeffler AG. The following components of remuneration are included in the calculation of employee remuneration: fixed remuneration, variable remuneration (including STB, profit sharing, other bonuses, and LTB), fringe benefits (including non-cash benefits), allowances under collective agreements, vacation pay, flextime pay.

The decrease in the remuneration of the Managing Directors in 2022 compared to 2021 is attributable to lower target achievement rates for the short-term variable remuneration (STB). As a result, the direction of the change in the Managing Directors' remuneration is the same as that of the annual change in employee remuneration.

The decrease in remuneration for Supervisory Board members compared to the prior year is attributable to the change in the number of meetings and, therefore, in the amount of attendance fees. Since 2021, attendance fees have been paid for attending meetings of the Supervisory Board or its committees via

telephone or remotely as well. Prior to that, no attendance fees were paid where meetings of the Supervisory Board or its committees were attended via telephone or remotely via video conference.

#### Change in employee remuneration and company performance

|  | Change<br>2022 vs. 2021 | Change<br>2021 vs. 2020 |
|--|-------------------------|-------------------------|
| Net income of Schaeffler AG under HGB                  | -7%                     | 193%                    |
| Schaeffler Group EBIT before special items             | -17%                    | 59%                     |
| FCF before cash in- and outflows for<br>M&A activities | -46%                    | -3%                     |
| Annual change in employee remuneration                 | -7%                     | 10%                     |

#### Change in Managing Directors' remuneration (current Managing Directors)

|   |                    |                 |
|---|--------------------|-----------------|
| <b>Rosenfeld, Klaus</b><br>(Chief Executive Officer)            | -13%               | 19%             |
| <b>Zink, Matthias</b><br>(CEO Automotive Technologies)          | -17%               | 32%             |
| <b>Schüler, Jens</b><br>(CEO Automotive Aftermarket)            | . <sup>1)</sup>    | -               |
| <b>Spindler, Stefan Dr.</b><br>(CEO Industrial)                 | -11%               | 26%             |
| <b>Bauer, Claus</b><br>(Chief Financial Officer)                | 183% <sup>2)</sup> | . <sup>1)</sup> |
| <b>Schick, Andreas</b><br>(Chief Operating Officer)             | -11%               | 28%             |
| <b>Schittenhelm, Corinna</b><br>(Chief Human Resources Officer) | -13%               | 20%             |
| <b>Wagner, Uwe</b><br>(Chief Technology Officer)                | -14%               | 20%             |

<sup>1)</sup> According to mathematical rules, the change cannot be calculated.

<sup>2)</sup> The change is based on a comparison of the pro-rated total remuneration for 2021 to total remuneration for 2022.

### Change in Managing Directors' remuneration (former Managing Directors)

|                                      | Change<br>2022 vs. 2021 | Change<br>2021 vs. 2020 |
|--------------------------------------|-------------------------|-------------------------|
| <b>Söding, Michael</b>               | -59%                    | 20%                     |
| <b>Patzak, Klaus Dr.</b>             | -43%                    | 150%                    |
| <b>Heinrich, Dietmar</b>             | -17%                    | -86%                    |
| <b>Pleus, Peter Prof. Dr.</b>        | -46%                    | 6%                      |
| <b>Gutzmer, Peter Prof. Dr.-Ing.</b> | -79%                    | 2%                      |
| <b>Jung, Oliver</b>                  | -100%                   | - 1)                    |
| <b>Hauck, Ulrich Dr.</b>             | -229%                   | -72%                    |
| <b>Mirlach, Kurt</b>                 | 1%                      | 1%                      |
| <b>Schuff, Gerhard Dr.</b>           | 1%                      | 1%                      |
| <b>Hundsörfer, Rainer</b>            | - 1)                    | -                       |

<sup>1)</sup> According to mathematical rules, the change cannot be calculated.

### Change in remuneration of Supervisory Board members

|   | Change<br>2022 vs. 2021 | Change<br>2021 vs. 2020 |
|---|-------------------------|-------------------------|
| <b>Bendiek, Sabine</b>  | -7%                     | 13%                     |
| <b>Bullinger, Hans-Jörg, Prof. Dr.</b>                        | -5%                     | 56%                     |
| <b>Engelmann, Holger, Dr.</b>                                 | -5%                     | 18%                     |
| <b>Gottschalk, Bernd, Prof. Dr.</b>                           | -7%                     | 22%                     |
| <b>Grimm, Andrea</b>  | -6%                     | 36%                     |
| <b>Hasbargen, Ulrike</b>                                      | 33%                     | - 1)                    |
| <b>Höhn, Thomas</b>   | -5%                     | 85%                     |
| <b>Lau, Susanne</b>   | -7%                     | 22%                     |
| <b>Resch, Barbara</b>   | -2%                     | 17%                     |
| <b>Rost, Jutta</b><br>(until September 30, 2022)              | -32%                    | 80%                     |
| <b>Putz, Alexander, Dr.</b><br>(since October 1, 2022)        | - 1)                    | -                       |
| <b>Schaeffler, Georg F. W.</b><br>(Chair SB)                  | 0%                      | 18%                     |
| <b>Schaeffler-Thumann, Maria-Elisabeth</b><br>(Dep. Chair SB) | 0%                      | 24%                     |
| <b>Schenk, Jürgen</b>   | -6%                     | 106%                    |
| <b>Schönhoff, Helga</b>                                       | -7%                     | 80%                     |
| <b>Stalker, Robin</b>   | -5%                     | 14%                     |
| <b>Vicari, Salvatore</b>                                      | 4%                      | 23%                     |
| <b>Wechsler, Jürgen</b><br>(Dep. Chair SB)                    | -2%                     | 31%                     |
| <b>Wolf, Siegfried, Prof. TU Graz e.h. KR Ing.</b>            | -3%                     | 45%                     |
| <b>Zhang, Tong, Prof. Dr.-Ing.</b>                            | -6%                     | 59%                     |
| <b>Zirkel, Markus</b>   | -6%                     | 106%                    |

<sup>1)</sup> According to mathematical rules, the change cannot be calculated.

For the Board of Managing Directors

Klaus Rosenfeld

Chairman of the Board of Managing Directors  
of Schaeffler AG

For the Supervisory Board

Georg F. W. Schaeffler

Chairman of the Supervisory Board  
of Schaeffler AG

## 4. Auditor's report

To Schaeffler AG, Herzogenaurach

### Report on the audit of the remuneration report

We have audited the remuneration report of Schaeffler AG, Herzogenaurach, for the financial year from January 1 to December 31, 2022, prepared to comply with section 162 German Stock Corporations Act ("Aktengesetz" – AktG), including the related disclosures. We have not audited the content of the agreed sustainability targets.

#### Responsibilities of Management and the Supervisory Board

Management and the Supervisory Board of Schaeffler AG are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of section 162 AktG. Management is responsible for such internal controls as they consider necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from materially misstated disclosures, whether due to fraud or error.

#### Auditor's responsibilities

Our responsibility is to issue an opinion on the remuneration report, including the related disclosures, based on our audit. We conducted our audit in compliance with German generally accepted standards for financial statement audits promulgated by the Institute of Public Auditors in Germany ("Institut der Wirtschaftsprüfer" – IDW). Those standards require that we comply with our professional responsibilities and plan and perform the audit so that we obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from materially misstated disclosures.

An audit includes performing audit procedures to obtain audit evidence for the amounts included in the remuneration report, including the related disclosures. Selecting audit procedures is subject to the auditor's professional judgment. This includes assessing the risk of materially misstated disclosures in the remuneration report, including the related disclosures, based on our audit.

In assessing these risks, the auditor takes into account the internal control system relevant to the preparation of the remuneration report, including the related disclosures, for the purpose of designing and performing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control system of the Company.

An audit also includes evaluating the appropriateness of accounting policies used, the reasonableness of estimates made by management and the Supervisory Board in financial reporting, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from January 1 to December 31, 2022, including the related disclosures, complies, in all material respects, with the requirements of section 162 AktG. Our opinion on the remuneration report does not cover the content of the agreed sustainability targets.

### **Other matter – audit of whether the remuneration report includes the required disclosures**

The audit of the remuneration report described in this audit report includes the audit – including the issuance of a report on this audit – required by section 162 (3) AktG of whether the remuneration report includes the required disclosures. Since we are issuing an unqualified opinion on the audit of the contents of the remuneration report, this opinion applies to the inclusion of the disclosures required by section 162 (1) and (2) AktG, in all material respects, in the remuneration report.

### **Note on limitation of liability**

The engagement, in the performance of which we have rendered the above-mentioned services to Schaeffler AG, was governed by the General Engagement Terms (GET) for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften (German Public Auditors and Public Audit Firms) as of January 1, 2017. By taking note of and using the information included in this audit report, each recipient confirms that he or she has taken note of the provisions made therein (including the limitation of liability to EUR 4 m for negligence in item 9 of the GET) and acknowledges their validity in his or her relationship with us.

Nuremberg, March 3, 2023

KPMG AG  
Wirtschaftsprüfungsgesellschaft  
[Original German version signed by:]

|                         |                         |
|-------------------------|-------------------------|
| Prof. Dr. Grottel       | Schieler                |
| Wirtschaftsprüfer       | Wirtschaftsprüfer       |
| [German Public Auditor] | [German Public Auditor] |