Report of the Supervisory Board
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Georg F. W. Schaeffler
Chairman of the Supervisory Board
Report of the Supervisory Board

At the beginning of 2022, there were encouraging signals that the global economy would recover as the coronavirus pandemic was abating. Particularly the war in Ukraine and its adverse consequences, especially for Europe, left these hopes unfulfilled. Nevertheless, Schaeffler AG once again proved crisis-proof in 2022 and the company succeeded in presenting good results even in a difficult environment.

The Supervisory Board has fully performed its duties as mandated by law, the company’s articles of association, and its internal rules of procedure during the year. In doing so, the Supervisory Board oversaw and advised the Board of Managing Directors in managing the company and was directly involved on a timely basis in all decisions that were of fundamental importance to the company and the group.

The Board of Managing Directors regularly informed the Supervisory Board in written and oral reports about the company’s results of operations. The Board of Managing Directors briefed the Supervisory Board on an ongoing basis and in detail about the development of revenue and earnings of the group and the divisions, the financial position and earnings, short- and long-term plans and budgets, personnel issues, and sustainability as well as about compliance and risk management matters. The Supervisory Board was involved in a timely fashion on any important developments concerning the business and discussed these extensively and in detail with the Board of Managing Directors. Transactions that either the law, the company’s articles of association, or the internal rules of procedure require to be approved by the Supervisory Board were provided, along with any necessary information and documents, to the Supervisory Board in due time for such approval and – some with preparation by the committees – approved following extensive review and discussion.

The members of the Supervisory Board were also available for discussions with the Board of Managing Directors between meetings. The Chairman of the Supervisory Board regularly kept in contact with the Board of Managing Directors and particularly with the Chief Executive Officer, and conferred with him on an ongoing basis on issues related to the company’s current results of operations, strategy, risk situation, risk management, and compliance.

Further information in the corporate governance report.

Members of the Supervisory Board and its committees

The membership of the Supervisory Board changed as follows during the reporting period: Jutta Rost’s Supervisory Board mandate lapsed effective September 30, 2022, in accordance with section 24 (1) MitbestG when she left Schaeffler AG. Dr. Alexander Putz succeeded her as employee representative on the Supervisory Board effective October 1, 2022, for the remaining term of office of this mandate.

The standing committees established by the Supervisory Board are made up as follows:

- Mediation committee established in accordance with section 27 (3) MitbestG:
  Georg F. W. Schaeffler (Chairman),
  Maria-Elisabeth Schaeffler-Thumann, Salvatore Vicari, and Jürgen Wechsler

- Executive committee:
  Georg F. W. Schaeffler (Chairman),
  Barbara Resch, Maria-Elisabeth Schaeffler-Thumann, Salvatore Vicari, Jürgen Wechsler, and Prof. TU Graz e.h. KR Ing. Siegfried Wolf
Topics of Supervisory Board plenary meetings

The Supervisory Board held four regular meetings, one strategy meeting, and three extraordinary meetings in 2022. The four regular meetings and the strategy meeting were held as in-person meetings with an option to attend remotely via video conference, and the three extraordinary meetings were held in a virtual format via video conference. No meetings were held as conference calls.

The subject of the regular plenary discussions were the Schaeffler Group’s results of operations and financial indicators. The Supervisory Board also dealt with acquisition and divestment projects as the need arose as well as with the company’s risks. The Board of Managing Directors regularly reported to the Supervisory Board on the political and economic consequences of the war in Ukraine and its implications for Schaeffler as well as about the implications of the coronavirus pandemic for the Schaeffler Group. These reports included discussions of the risk related to bottlenecks in supply chains and to the energy supply. The Supervisory Board also ensured that it was briefed on the work of the committees on a regular basis in the plenary sessions. The personnel decisions regarding the Board of Managing Directors also represented an important aspect of the work of the Supervisory Board. The Supervisory Board also met regularly without the Board of Managing Directors being present. These meetings dealt with matters relating to either the Board of Managing Directors itself or the Supervisory Board.

At its extraordinary meeting on January 20, 2022, the Supervisory Board dealt with and agreed to the acquisition of Melior Motion GmbH.

At an extraordinary meeting of the Supervisory Board on February 8, 2022, the Supervisory Board reviewed preliminary target achievement for the variable remuneration of the Managing Directors for 2021 and dealt with the indicative target values for the variable remuneration of the Board of Managing Directors for 2022. Additionally, the Supervisory Board dealt with the budget for 2022 and the long-range plan for the years 2022 to 2026 and approved the budget for 2022 and the long-range plan for 2022 to 2026 initially presented at the meeting on December 17, 2021, and finalized based on updated estimates of material price trends as well as updated estimates of automobile production.

The first regular meeting of the Supervisory Board during the reporting period was held on February 25, 2022. The Board of Managing Directors reported on the current position of the business and the financial position and provided an initial assessment of the possible political and economic consequences of the war in Ukraine and the resulting implications for the Schaeffler Group.

The meeting also discussed the separate and consolidated financial statements of Schaeffler AG for 2021. This also involved KPMG reporting to the Supervisory Board on the audit of the separate financial statements, the consolidated financial statements, and the dependency report, as well as on the limited assurance engagement performed on the combined separate group non-financial report 2021 included in the sustainability report. Also at this meeting, the Supervisory Board adopted the separate financial statements and approved the consolidated financial statements, the closing statement of the Board of Managing Directors on the dependency report, and the proposal for the appropriation of earnings. Further, the Supervisory Board dealt with the sustainability report 2021.

As part of the periodic review of the remuneration system for the Managing Directors, the Supervisory Board discussed selectively amending the remuneration system approved by the annual general meeting on April 23, 2021. The meeting discussed more extensively reflecting the relevance the Schaeffler Group attributes to the issue of sustainability by adding sustainability targets to the short-term and long-term variable remuneration. Furthermore, the meeting discussed updating the relevant peer group for the horizontal comparison of the Managing Directors’ remuneration, the definition of financial performance criteria relevant to remuneration, and the cap on Managing Directors’...
remuneration and reducing the weight of the service condition and making it more flexible for future years. Finally, the meeting discussed further specifying the date by which the obligation to purchase shares has to be met.

The Supervisory Board has approved the amended remuneration system retroactively effective January 1, 2022, for any Managing Directors already appointed and for any Managing Directors whose service contracts are newly signed or renewed, and has, based on a recommendation of the executive committee, proposed approval of the amended remuneration system to the Supervisory Board for the annual general meeting.

The Supervisory Board set the variable remuneration of the Managing Directors for 2021 based on the target achievement rates determined. Furthermore, the target values for the Managing Directors’ variable remuneration for 2022 were set based on the performance criteria for the Managing Directors’ variable remuneration for 2022 approved at the meeting on December 17, 2021.

The Supervisory Board also dealt with the remuneration report 2021 and proposed to the annual general meeting in accordance with section 162 (3) AktG that it approve the remuneration report 2021.

In addition, the report of the Supervisory Board to the annual general meeting 2022 and the Supervisory Board’s other proposed resolutions on the items on the agenda of the annual general meeting 2022 were approved.

Further, the Supervisory Board discussed the results of the self-assessment of the Supervisory Board and its committees. The results did not indicate a need for any fundamental changes, although certain suggestions were acted on and implemented.

Finally, the Supervisory Board decided to establish a special committee for the planned acquisition of the remaining 10% of the shares of Schaeffler ByWire Technologie GmbH & Co. KG to consult with and support the Board of Managing Directors during the further course of the project. The special committee discussed the project status presented by the Board of Managing Directors in virtual meetings held via video conference on July 1, 2022, on September 15, 2022, and on October 12, 2022.

On April 4, 2022, the Supervisory Board passed in writing a resolution regarding safekeeping of the multiple share document for the common shares of Schaeffler AG.

At its second regular meeting on May 20, 2022, the Supervisory Board first appointed Dr. Stefan Spindler to the Board of Managing Directors effective May 1, 2023, for a period of one year ending April 30, 2024, as recommended by the executive committee and second, with a view to long-term succession planning for the Board of Managing Directors, passed a resolution setting aside the current appointment of Claus Bauer by mutual agreement effective at the end of May 31, 2022, and appointing Claus Bauer to the Board of Managing Directors effective June 1, 2022, until August 31, 2025. The Board of Managing Directors reported to the meeting on the current position of the business and the financial position following the end of the first quarter of 2022. Further, the meeting discussed plans to secure the energy supply of the locations in the Europe region and the implications for the Schaeffler Group of the partial lockdown measures in China.

At its extraordinary meeting on July 22, 2022, the Supervisory Board dealt with the acquisition of 100% of the shares of the Ewellix Group and agreed to the issuance of a binding offer. A special committee established by the Supervisory Board for this project approved the final terms of the agreement in a virtual meeting held via video conference on July 23, 2022.

At the annual strategy meeting of the Supervisory Board held on October 6, 2022, at the training center at the Schweinfurt plant, the strategic direction for the Schaeffler Group was presented and was discussed extensively by the Supervisory Board. One focal point was the situation in the markets and of the business as well as the strategy for the Europe region. Additionally, the Board of Managing Directors reported in detail on the strategic direction of the Automotive Technologies division with a particular focus on the strategic considerations regarding the E-Mobility and Bearings business divisions. The presentation of the strategic priorities of the Automotive Aftermarket division focused on reporting on the collaboration with the Automotive Technologies division in the core business in future. The Supervisory Board also dealt with the Board of Managing Directors’ strategic considerations regarding the Industrial division, particularly with the plan for integrating the Ewellix Group after the acquisition has closed. Issues relating to the transformation of the Schweinfurt location and its future direction were explained during a tour of the plant there. Furthermore, the Schaeffler Group’s “Sustainability Roadmap” was discussed in depth, including a presentation of the priorities under the Schaeffler Group’s comprehensive Climate Action Plan aimed at shaping and executing the Schaeffler climate program. Afterwards, Schaeffler employees presented examples of various Schaeffler Group sustainability activities to the members of the Supervisory Board in a market square format.

At its third regular meeting on October 7, 2022, the Supervisory Board was briefed on the current position of the business and the financial position of the Schaeffler Group as well as on the results of the first half of 2022. One focal point of the meeting was the presentation of the results of the review of the appropriateness of the remuneration of the Board of Managing Directors performed by an independent remuneration expert. The expert confirmed that the amount and structure of the remuneration of the current Managing Directors is appropriate and meets the relevant regulatory requirements. In addition, the Supervisory Board approved increasing the revolving credit facility from EUR 1.8 bn to EUR 2 bn and obtaining a loan to finance the acquisition of the Ewellix Group. A further item on the agenda for this meeting was corporate governance. In light of the reform of the German Corporate Governance Code 2022, the Supervisory Board passed a resolution to change the Supervisory Board’s internal rules of procedure and profile of expertise. Additionally, the Supervisory Board passed a resolution appointing the auditor of the remuneration report for 2022.
At its fourth and final regular meeting during the reporting period on December 16, 2022, the Supervisory Board was briefed on the Schaeffler Group’s most recent results of operations and the results of the third quarter of 2022. Additional discussions addressed the macroeconomic environment, geopolitical risks, and the resulting implications for the Schaeffler Group. The Supervisory Board dealt with the annual review of the remuneration of the Managing Directors and, based on preparation and recommendations made by the executive committee, specified the performance criteria and their weights for the variable remuneration of each Managing Director as well as the individual total target remuneration for 2023. Indicative target achievement for 2022 was reported on as well. A further focal point of the meeting was the discussion and approval of the budget for 2023 and the long-range plan for the years 2023 to 2027.

Finally, the Supervisory Board dealt with the declaration of conformity with the German Corporate Governance Code (section 161 AktG), discussing compliance with the amended recommendations of the Code in particular.

**Topics of Supervisory Board committee meetings**

The executive committee of the Supervisory Board held a total of four regular meetings and five extraordinary meetings during the reporting period. The four regular meetings were held as in-person meetings with an option to attend remotely via video conference, and the five extraordinary meetings were held in a virtual format via video conference. No meetings were held as conference calls. Executive committee meetings were used to prepare the plenary meetings of the Supervisory Board, especially the personnel decisions to be made by the Supervisory Board. The Supervisory Board also approved positions assumed by Managing Directors on supervisory or similar boards of other companies and institutions. At its extraordinary meetings on January 11 and 16, 2022, the executive committee dealt with the status of the acquisition project for acquiring Schaeffler Ultra Precision Drives GmbH and agreed to the acquisition. At its extraordinary meeting on March 18, 2022, the executive committee discussed the status of negotiations with Symbio on establishing the joint entity Innoplate SAS. The executive committee agreed to establishing this company in a resolution passed in writing dated March 28, 2022. At its extraordinary meeting on July 1, 2022, the Supervisory Board dealt with the potential acquisition of the Ewellix Group and agreed to the issuance of a non-binding purchase offer. At its extraordinary meeting on July 27, 2022, the executive committee agreed to Schaeffler obtaining an equity investment in Swedish start-up H2 Green Steel.

The audit committee held four regular meetings during the year that were held as in-person meetings with an option to attend remotely via video conference. With the auditors as well as the CEO and the CFO present, the audit committee addressed the separate and consolidated financial statements including the non-financial report and the dependency report. The audit committee discussed the semi-annual interim report as well as the quarterly interim statements with the CEO, the CFO, and the auditors. The audit committee monitored the selection, independence, qualifications, rotation, and efficiency of the auditors and dealt with reviewing the quality of the auditors. Specific non-audit services provided by the auditor were discussed and approved.

The audit committee held regular discussions with the auditors – both with and without the Board of Managing Directors being present – in connection with the preparation for and performance of the audit. During its meetings, the audit committee also regularly held discussions with neither the Board of Managing Directors nor the auditors being present. The chairman of the audit committee regularly discussed the progress of the audit with the auditors outside of meetings and reported to the committee on this.

Moreover, the audit committee dealt with compliance and addressed the quarterly reports and the annual report of the chief compliance officer. Additionally, the audit committee discussed financial reporting and the financial reporting process, the appropriateness and effectiveness of the risk management system and the internal control system of the Schaeffler Group taking into account the requirements of the Financial Market Integrity Strengthening Act (Finanzmarktinstitutsstärkungsgesetz - FISG), and dealt with the effectiveness, resources, and findings of Internal Audit.

Audit committee meetings discussed enhancing sustainability reporting, the requirements of the Corporate Sustainability Reporting Directive (CSRD) and their implementation, as well as the requirements of the EU taxonomy. The audit committee heard a presentation on the Schaeffler Group’s hedging strategy to mitigate transaction-related risks arising from currency fluctuations and was briefed on the current status of implementation of requirements under the Act on Corporate Due Diligence in Supply Chains (Lieferkettensorgfaltspflichtengesetz). The internal and regulatory requirements of Schaeffler India Ltd. as a publicly listed company were discussed at a meeting with the chair of the audit committee of Schaeffler India Ltd. Further, the audit committee dealt with the situation regarding the energy supply of the locations in the Europe region, contingency plans to secure supply, and the implications for the budget. The introduction of a global minimum tax (Pillar 2) was reported on as well. Regarding the compliance management system, it was reported that the audit of the effectiveness of the system was completed successfully. The audit committee was updated on the status of implementation of the tax compliance management system (Tax CMS). In Germany, the Tax CMS has entered normal operation and an audit of its effectiveness is scheduled for 2023.

Furthermore, the audit committee dealt with the new testing strategy of the system of internal control over financial reporting, the maturity of the Information & Security Program, and the status of TISAX certification of the Schaeffler Group’s locations. Finally, the audit committee obtained an overview of the status of the implementation of SAP 5/4 HANA.
Disclosure of attendance at meetings by individual

Members’ attendance rate at meetings of the Supervisory Board or its committees was 90.2%. Due to circumstances related to the persisting coronavirus pandemic, regular meetings were held as in-person meetings with an option to attend remotely via video conference. The attendance of Supervisory Board members at meetings of the Supervisory Board and its committees is disclosed by individual as follows:

As current law requires a periodic external rotation of auditors as at the end of 2024, the audit committee also dealt with issues concerning the preparation of a tendering procedure.

The Supervisory Board recommended to the annual general meeting 2022 that it appoint KPMG AG Wirtschaftsprüfungsgesellschaft as auditors of the separate and consolidated financial statements and auditors for purposes of reviews of interim financial statements and financial information. The audit committee engaged KPMG AG Wirtschaftsprüfungsgesellschaft as auditors and determined areas of focus for the audit. The audit committee also proposed to the Supervisory Board that it engage KPMG AG Wirtschaftsprüfungsgesellschaft to perform a limited assurance engagement on the non-financial report.

The technology committee held two regular meetings during the reporting period that were held as in-person meetings with an option to attend remotely via video conference. The first meeting was first provided with an overview over the Technology Dialog 2022 and then discussed the focal points new mobility and autonomous driving as well as bearing technology. Following this, the hydrogen technical center in Herzogenaurach was toured and the process steps involved in manufacturing bipolar plates for fuel cells and electrolyzers presented. The second technology committee meeting focused on the connection between product and manufacturing technology innovations that were explained using plastic and tool technology as an example. Examples of automation and digitalization solutions were presented to technology committee members in a subsequent tour of the tool technology center recently opened in Hoechstadt.

The nomination committee held one meeting via video conference during the reporting period. At this meeting, the nomination committee dealt in depth with succession planning for the Supervisory Board.

No meetings of the mediation committee were required during the reporting period.
### Meeting attendance

<table>
<thead>
<tr>
<th>Number of meetings/attendance in %</th>
<th>Full Supervisory Board</th>
<th>Executive committee</th>
<th>Audit committee</th>
<th>Technology committee</th>
<th>Nomination committee</th>
<th>Mediation committee</th>
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<td>Georg F. W. Schaeffler, Chairman</td>
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<tr>
<td>Maria-Elisabeth Schaeffler-Thumann</td>
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<td>Jürgen Wechsler, Deputy Chairperson</td>
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<td>Sabine Bendiek</td>
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<td>Prof. Dr. Hans-Jörg Bullinger</td>
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<td>Prof. TU Graz e.h. KR Ing. Siegfried Wolf</td>
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Training and continuing education

Supervisory Board members are responsible for obtaining any training or continuing education necessary to fulfill their duties, such as training on changes in the legal environment and on new technologies, and the company supports them in this by providing internal continuing education measures. In this vein, Supervisory Board members were briefed on the amendments to the German Corporate Governance Code 2022 and their implications for the Schaeffler Group's corporate governance at Supervisory Board meetings during the reporting period. Dr. Alexander Putz, the new member of the Supervisory Board, met with the CEO to share information on fundamental as well as current matters in order to learn about issues relevant to the Schaeffler Group as part of his onboarding process.

Separate and consolidated financial statements 2022

KPMG AG Wirtschaftsprüfungsgesellschaft has audited the separate financial statements, the consolidated financial statements, and the combined management report as at December 31, 2022, prepared by the Board of Managing Directors in accordance with German commercial law, including the accounting records and the accounting-related internal control system as well as the early warning risk identification system. The consolidated financial statements of Schaeffler AG as at and for the year ended December 31, 2022, were prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and the additional requirements of German commercial law pursuant to section 315e (1) German Commercial Code.

KPMG AG Wirtschaftsprüfungsgesellschaft has also audited the report on relations with affiliated companies (“dependency report”) prepared by the Board of Managing Directors in accordance with section 312 AktG. The report covers the period from January 1, 2022, to December 31, 2022.

The auditors have issued unqualified audit opinions on the separate financial statements and the consolidated financial statements. They also found that the Board of Managing Directors has made the arrangements required by section 91 (2) 312 AktG for the timely identification of risks, and that the early warning risk identification system is suitable for identifying on a timely basis any developments jeopardizing the existence of the company as a going concern.

KPMG AG Wirtschaftsprüfungsgesellschaft has issued the following unqualified audit opinion on the dependency report in accordance with section 313 (3) AktG:

“In accordance with our conscientious audit and assessment, we confirm that the statements of fact in the report are correct, the consideration given by the company in the course of the transactions listed in the report was not unreasonably high, and the measures listed in the report are not an occasion for an assessment substantially different from that of the Board of Managing Directors”.

Schaeffler AG has prepared a combined separate group non-financial report for 2022 that is included in the sustainability report. KPMG AG Wirtschaftsprüfungsgesellschaft performed a limited assurance engagement on the non-financial report. KPMG AG Wirtschaftsprüfungsgesellschaft found that, based on the limited review procedures performed, nothing has come to its attention that causes it to believe that the combined separate group non-financial report has not been prepared, in all material respects, in accordance with legal requirements.

The audit committee finalized its discussions of the financial statement documents, the combined separate group non-financial report, the dependency report, the long-form audit reports, and the report on the limited assurance engagement with the Board of Managing Directors and the auditors on March 2, 2023. The audit committee scrutinized the development of earnings for 2022, the financial position and net assets as at the reporting date, and, particularly, provisions for risks. The financial statement documents, the combined separate group non-financial report included in the sustainability report, the dependency report, and the long-form audit reports were also finalized in the Supervisory Board meeting convened to approve the financial statements on March 3, 2023. The required documents had been distributed to all members of the audit committee and the Supervisory Board in due time before these meetings to give members sufficient opportunity to examine them. The auditor was present during the discussion. He reported on significant findings of the financial statement audit and the limited assurance engagement and was available to provide additional information to the audit committee and the Supervisory Board. Based on its own examinations of the separate financial statements, the dependency report (including the closing statement of the Board of Managing Directors), the combined separate group non-financial report, and the consolidated financial statements together with the combined management report, and based on recommendations made by the audit committee, the Supervisory Board concurs with the result of the auditors’ audits. There was no cause for objection, including objection to the closing statement on the dependency report prepared by the Board of Managing Directors. The Supervisory Board has approved the separate financial statements and the consolidated financial statements. The separate financial statements have thus been adopted.
The Supervisory Board has reviewed the appropriation of retained earnings proposed by the Board of Managing Directors and will, together with the Board of Managing Directors, propose to the annual general meeting the payment of a dividend of EUR 0.44 per common share and EUR 0.45 per common non-voting share in respect of 2022.

On behalf of the Supervisory Board, I would like to express my sincere gratitude to the members of the Executive Board, to management, and to all other employees of Schaeffler AG and the group companies for their commitment and dedication and their constructive teamwork in 2022.

For the Supervisory Board

[Signature]

Georg F. W. Schaeffler
Chairman

Herzogenaurach, March 3, 2023