

Corporate governance declaration  
including corporate governance  
report

# Corporate Governance

## Corporate governance declaration including corporate governance report

The corporate governance declaration required by sections 289f and 315d HGB has been combined for Schaeffler AG and the group. Therefore, the following discussion applies to Schaeffler AG and the group unless noted otherwise below. In the following corporate governance declaration, the Supervisory Board and the Board of Managing Directors report on the corporate governance of Schaeffler AG in accordance with Principle 23 of the German Corporate Governance Code.

Corporate governance stands for responsible management and control of companies focused on adding sustainable value. Efficient cooperation between the Board of Managing Directors and the Supervisory Board as well as openness and transparency in corporate and financial communications are key aspects of the Schaeffler Group's corporate governance.



Corporate governance declaration including corporate governance report, including the declaration of conformity pursuant to section 161 AktG at: [www.schaeffler.com/ir](http://www.schaeffler.com/ir)

## Declaration of conformity pursuant to section 161 AktG

In December 2024, the Board of Managing Directors and the Supervisory Board issued the following declaration of conformity pursuant to section 161 AktG:

Declaration of Conformity by the Board of Managing Directors and the Supervisory Board of Schaeffler AG pursuant to section 161 of the German Stock Corporation Act (AktG).

Since making its last declaration of conformity in December 2023 Schaeffler AG complies, and will continue to comply, with all the recommendations of the Government Commission on the German Corporate Governance Code in the version of April 28, 2022, published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette (Bundesanzeiger), with the exception described below:

Schaeffler AG does not comply with the recommendation in section C.2 of the Code. According to this recommendation, an age limit shall be set for the members of the Supervisory Board and stated in the declaration on corporate governance.

The Supervisory Board of Schaeffler AG will not set such age limit because it is of the opinion that this criterion is not informative with respect to the suitability of a person to perform as a member of the Supervisory Board.

Herzogenaurach, December 13, 2024

For the Supervisory Board	For the Board of Managing Directors
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Georg F. W. Schaeffler  
Chairman of the  
Supervisory Board

Klaus Rosenfeld  
Chief Executive Officer

## Corporate governance principles

The Schaeffler Group's manner of conducting business is based on integrity, fairness, and mutual respect. The related leadership principles are transparency, trust, and teamwork. Transparency generates trust, and trust is the foundation of good teamwork. The Schaeffler Group's **Code of Conduct** provides guidance in this area. The principles set out in the Schaeffler Code of Conduct apply equally to everyone – the Board of Managing Directors, management, and all employees.

Integrity represents a fundamental component of the Schaeffler Group's business practices. Under the Schaeffler Code of Conduct, the Board of Managing Directors and all employees undertake to comply with the values and principles of conduct established as well as all applicable local, national, and international laws and regulations, wherever the Schaeffler Group has business activities.

The Schaeffler Group has updated its Code of Conduct during the year. The updated Schaeffler Code of Conduct reflects the increased legal and business partner requirements regarding responsible corporate governance corporate due diligence. Along with the established compliance topics, the Schaeffler Code of Conduct focuses on integrity, values-based compliance, and respect for internationally recognized human rights.

In its business activities, the Schaeffler Group is intent on combining commercial success, a long-term focus, and awareness of the social and ecological aspects of the company's operations. Combining economic success with acting responsibly toward the environment, people, and society is very important to the Schaeffler Group. The Schaeffler Group identifies with the corporate values "Sustainable", "Innovative", "Excellent", and "Passionate". These values form an important basis for the success

of the Schaeffler Group for the benefit and in the interest of customers and business partners, employees and managers, as well as shareholders and family shareholders. In addition to the fundamental orientation toward sustainability in managing the business, a sustainability strategy comprising ten fields of action along the dimensions of environment, social, and governance was previously adopted in 2022. In this manner, the Schaeffler Group is assuming ecological and social responsibility along the entire value chain. The sustainability strategy is reviewed regularly and amended as needed.



More on the company's corporate governance principles at: [www.schaeffler.com/sustainability](http://www.schaeffler.com/sustainability)

## Mode of operation of the Board of Managing Directors and the Supervisory Board and membership and mode of operation of its committees

The German Stock Corporations Act requires Schaeffler AG to have a two-tier board with strict separation between the executive body, the Board of Managing Directors, and the supervisory body, the Supervisory Board, in terms of personnel and functions. The Board of Managing Directors has direct responsibility for managing the company. The members of the Board of Managing Directors are jointly responsible for managing the company. The Chief Executive Officer (CEO) coordinates the activities of the members of the Board of Managing Directors. The Supervisory Board appoints, supervises, and advises the Board of Managing Directors and is involved in decisions that are fundamental to the company. The Chairman of the Supervisory Board coordinates the work of the Supervisory Board.

## Board of Managing Directors

The Schaeffler Group is managed by the Board of Managing Directors of Schaeffler AG. Its actions and decisions are guided by the company's best interest and, therefore, take into account the interests of shareholders, employees, and other stakeholders of the company in order to add long-term value. The members of the Board of Managing Directors run the business in accordance with the law, the company's articles of association, and the terms of reference, taking into account the obligation to obtain approval set out in the Supervisory Board's terms of reference. The Board of Managing Directors is directly responsible for managing the company, sets objectives and the company's strategic direction, consults on them with the Supervisory Board, manages the implementation of the company's strategy, and regularly discusses the status of its implementation with the Supervisory Board.

The Schaeffler Group's corporate governance includes handling risks responsibly. Schaeffler AG's Board of Managing Directors bears responsibility for an appropriate and effective risk management system and internal control system. The Schaeffler Group analyzes and manages its risk position using the groupwide internal control and risk management system in place. The risk management system is designed to identify and assess developments that could trigger significant disadvantages and to avoid risks that would jeopardize the company's continued existence as a going concern. The internal control system consists of systematic, technological, and organizational rules for managing the company's controls in order to ensure that internal policies are complied with and damage is prevented.

The Board of Managing Directors ensures that legal requirements and internal guidelines are complied with and promotes such compliance by group companies and their employees. It puts in place appropriate measures that are tailored to the company's risk situation and discloses their main features. A whistleblowing system gives employees the opportunity, including appropriate protection, to report violations of the law within the company; this opportunity is also provided to third parties.

The terms of reference of the Board of Managing Directors set out the activities of the Board of Managing Directors, the issues that are the responsibility of the Board of Managing Directors, the majorities required to pass resolutions, and the areas of responsibility of the various members of the Board of Managing Directors. Based on the Schaeffler Group's organizational structure, the Board of Managing Directors consists of the Group CEO and the CEOs of the divisions and functions. Under the terms of reference, specific management responsibilities are assigned to each member of the Board of Managing Directors. Their responsibility for jointly managing the company remains unaffected. Each member of the Board of Managing Directors is directly responsible for his or her assigned area of responsibility, taking into account the joint responsibility of the Board of Managing Directors. The CEO has the lead in the overall management and business policy of the company. Klaus Rosenfeld has been the CEO of Schaeffler AG since October 1, 2014. In this role, he ensures the coordination and consistency of management within the Board of Directors and represents the company to the general public.

## Membership of the Board of Managing Directors


Section 76 (3a) AktG stipulates that the Board of Managing Directors of Schaeffler AG has to have at least one female and at least one male member (minimum participation requirement). Schaeffler AG has complied with this requirement in 2024.

Consistent with the group's international stature and wide variety of sectors, the Board of Managing Directors considers diversity when making appointments to leadership positions. It aims to give appropriate consideration to women and has set targets for the proportion of women within Schaeffler AG at the two levels of management immediately below the Board of Managing Directors in accordance with section 76 (4) AktG. At its meeting on March 25, 2024, the Board of Managing Directors set targets for the proportion of women of 18.5% at the first level and 30% at the second level of management immediately below the Board of Managing Directors for the period ending December 31, 2025. Being a company with international



More on the governance systems on pp. i34 et seq.

operations, Schaeffler AG aims to continually increase the proportion of women in management above and beyond the legal requirements in Germany.

 More information in the sustainability statement on pp. 97 et seq.


In addition to considering the relevant technical qualifications, the Supervisory Board also strives for diversity when making appointments to the Board of Managing Directors, and adopted a diversity scheme in accordance with section 289f (2) (6) HGB for the Board of Managing Directors of Schaeffler AG at its meeting on December 15, 2017. The diversity criteria selected were gender, age, professional experience, and internationality:

- **Gender:** The Board of Managing Directors must have at least one female member. The company strives to increase the number of female members on the Board of Managing Directors beyond the legal minimum participation requirement in the long term.
- **Age:** The Board of Managing Directors should have an appropriate age distribution. Along with several younger members, this Board should also have members with a greater amount of professional and life experience. The company aims for an average age of all members of the Board of Managing Directors of approximately 55 years. Members may serve on the Board of Managing Directors until their 68<sup>th</sup> birthday. In making appointments to the Board of Managing Directors, consideration should be given to ensuring a balanced age distribution and increased consideration given to younger executives. The targets established were met in 2024. The ages of the members of the Board of Managing Directors currently range from 50 to 60 years, averaging 55 years.
- **Professional experience:** The members of the Board of Managing Directors should bring diverse professional experience to the Board. Along with sufficient professional background in the fields of engineering and business, they should also have additional professional experience,

especially in fields relevant to the Schaeffler Group's future business, such as mechatronics, electrical engineering, digitalization, and IT. In making appointments to the Board of Managing Directors, consideration should be given to the candidates' education and training, professional career, and their current responsibilities. The targets established were met in 2024.

- **Internationality:** Sufficient international experience should be represented on the Board of Managing Directors to appropriately reflect the international nature of the Schaeffler Group's business. The members of the Board of Managing Directors should have different nationalities. The objective should be that all members of the Board of Managing Directors have experience working abroad and/or are experienced in international business. Having at least one member with a non-German nationality, ideally from a market relevant to the Schaeffler Group, on the Board of Managing Directors in the long term is considered desirable. To be appointed to the Board of Managing Directors, a candidate must have international experience. At the first and second level of management immediately below the Board of Managing Directors, the majority of employees should have experience working abroad and be experienced in international business. All members of the Board of Managing Directors are experienced in international business.

Together with the Board of Managing Directors, the Supervisory Board ensures that long-term succession planning is performed. To this end, the Supervisory Board considers potential candidates for the Board of Managing Directors on a regular basis. The Supervisory Board takes into account the diversity criteria described above when reviewing these candidates. The Supervisory Board involves the Chief Executive Officer except where his own succession is concerned.

 More on the members of the Board of Managing Directors and any positions they hold on Supervisory Boards of other companies on pp. i31 et seq.

## Supervisory Board

The Supervisory Board is responsible for advising and overseeing the Board of Managing Directors in managing the company. The Board of Managing Directors has to involve the Supervisory Board in any decisions that are fundamental to the company. Specifically, the Supervisory Board's terms of reference set out which legal transactions and measures taken by the Board of Managing Directors require approval by the Supervisory Board or the presidential committee. The Supervisory Board fulfills its responsibilities in accordance with the requirements of the law, the company's articles of association, and the terms of reference. The terms of reference of the Supervisory Board govern the Board's organization and activities.

The Supervisory Board appoints the members of the Board of Managing Directors and sets their remuneration.

 More on the remuneration of the Board of Managing Directors in the separate remuneration report and the current remuneration system for the members of the Board of Managing Directors of Schaeffler AG at: [www.schaeffler.com/remuneration](http://www.schaeffler.com/remuneration)

The Supervisory Board holds a minimum of two meetings during each of the first and second six months of the calendar year to discuss current issues and pass any resolutions required. Additional meetings are held when and if the interests of the company require. For reasons of effectiveness, resolutions are at times passed in writing or by telephone.

### Membership of the Supervisory Board

The Supervisory Board of Schaeffler AG, which is subject to co-determination on the basis of parity under the German Co-Determination Act ("Mitbestimmungsgesetz" – MitbestG), consists of 20 members. Ten of these members are appointed by the annual general meeting, and ten members are elected by the employees in accordance with the requirements of the German Co-Determination Act. The shareholder representatives have

been appointed for a term ending at the close of the annual general meeting that decides on granting discharge to the Supervisory Board for 2024. The term of office of the employee representatives ends at the conclusion of the annual general meeting 2025.

Since Schaeffler AG is a publicly listed company subject to co-determination based on parity, its Supervisory Board consists of at least 30% female and at least 30% male members in accordance with section 96 (2) AktG.

The minimum target has to be met by the Supervisory Board as a whole. If either the shareholder representatives or the employee representatives object to such joint compliance by a simple majority vote, notifying the Chairman of the Supervisory Board of such objection before the election, the minimum target has to be met separately by the shareholder representatives as well as by the employee representatives. The employee representatives unanimously objected to joint compliance on December 10, 2015, and most recently unanimously confirmed that decision on October 31, 2024. The Supervisory Board currently has seven female members, with four women being employee representatives and three women representing the shareholders. As a result, the employee representatives and the shareholders' side both meet the legally required quota.

In accordance with Recommendation C.1 of the German Corporate Governance Code, the Supervisory Board has set the following concrete targets for its membership, considering the company's specific situation and appropriately taking into account the company's international operations, any potential conflicts of interest, the number of independent Supervisory Board members considered appropriate by the shareholder representatives on the Supervisory Board, and a set limit on the length of time a member may serve on the Supervisory Board, as well as diversity. The Supervisory Board has stated the following objectives for its membership:

- Members should have the knowledge, skills, and technical experience required to properly perform their duties and be able to devote sufficient time to these duties.

- The Supervisory Board aims to maintain the current proportion of members with an international background.
- Members of the Supervisory Board should not serve on the governing body of or in a consulting capacity to significant competitors of the Schaeffler Group.
- The Supervisory Board should not include more than two former members of the Board of Managing Directors.
- The Supervisory Board shall include at least five shareholder representatives who are independent of the company and its Board of Managing Directors, and independent from any controlling shareholder (according to Recommendation C.6 of the German Corporate Governance Code).

The Supervisory Board currently considers nine shareholder representatives to be independent from the company, its Board of Managing Directors, and its controlling shareholders; these are: Sabine Bendiek, Prof. Dr. Hans-Jörg Bullinger, Dr. Holger Engelmann, Prof. Dr. Bernd Gottschalk, Ulrike Hasbargen, Katherina Reiche, Robin Stalker, Prof. TU Graz e.h. KR Ing. Siegfried Wolf, and Prof. Dr.-Ing. Tong Zhang.

According to Recommendation C.7 of the German Corporate Governance Code, more than half of the shareholder representatives shall be independent from the company and the Board of Managing Directors. The Supervisory Board currently considers all shareholder representatives to be independent of the company and its Board of Managing Directors. Certain members of the Supervisory Board hold senior positions with other companies or hold shares, in some cases indirectly, in companies with which the Schaeffler Group maintains relationships in the course of its ordinary business activities. The Supervisory Board believes that none of these relationships are significant.

According to Recommendation C.9 of the German Corporate Governance Code, if the company has a controlling shareholder and the Supervisory Board has more than six members, at least two of the shareholder representatives shall be independent from the controlling shareholder. The Supervisory Board currently considers

nine shareholder representatives to be independent from the controlling shareholders, namely Sabine Bendiek, Prof. Dr. Hans-Jörg Bullinger, Dr. Holger Engelmann, Prof. Dr. Bernd Gottschalk, Ulrike Hasbargen, Katherina Reiche, Robin Stalker, Prof. TU Graz e.h. KR Ing. Siegfried Wolf, and Prof. Dr.-Ing. Tong Zhang.

In addition to the objectives set out above, the Supervisory Board developed a profile of expertise for the Board as a whole at its meeting on December 15, 2017, and expanded that profile at its meetings on December 17, 2021, October 7, 2022, and most recently on December 13, 2024. According to this profile, the Supervisory Board should collectively cover the following areas of technical expertise:

- Knowledge/experience regarding the automotive and industrial sectors in which the Schaeffler divisions operate as well as the relevant products
- Knowledge/experience relevant to the company's geographic locations
- Knowledge/experience regarding research & development and digitalization
- Experience regarding business conduct and/or supervising companies
- Basic knowledge of stock corporation and corporate law and of compliance
- Financial expertise
- Expertise regarding the sustainability issues significant to the company
- Knowledge/experience regarding financial reporting, financial statement audits, risk management, and internal control procedures

The Supervisory Board requires expertise that is commensurate with the significance of sustainability issues for the company. This expertise need not be concentrated in one person. Relevant sub-aspects can be contributed by different members of the Supervisory Board. What is essential is that the Supervisory

Board is sufficiently skilled, in particular, to oversee the incorporation of environmental and social sustainability in the strategic direction and corporate planning.

The audit committee should cover the following areas of technical expertise:

- At least one audit committee member is required to possess expert knowledge about financial reporting and at least one other audit committee member is required to possess expert knowledge about financial statement audits. The expert knowledge about financial reporting should consist of being particularly knowledgeable about and experienced in the application of accounting principles and risk management and internal control systems and the expert knowledge about financial statement audits should consist of being particularly knowledgeable about and experienced in financial statement audits. Financial reporting and financial statement audits also include sustainability statements and limited assurance engagements on such statements.
- The chairman of the audit committee shall have expert knowledge about at least one of these two fields. Furthermore, it is sufficient if an area of expertise is covered by at least one member of the Supervisory Board.

The profile of expertise assumes that every member of the Supervisory Board has the personal qualifications, integrity, sufficient time, commitment, and discretion required to successfully carry out the responsibilities of a member of the Supervisory Board.

The composition of the Supervisory Board during the year meets these objectives and covers the areas of expertise set out above. Proposals by the Supervisory Board to the annual general meeting for the election of shareholder representatives to the Supervisory Board will reflect these objectives and strive to cover the fields of expertise listed above. The extent to which the profile of expertise has been implemented is disclosed in the form of a qualifications matrix below.

## Qualifications matrix – shareholder representatives

		Georg F. W. Schaeffler	Sabine Bendiek	Prof. Dr. Hans-Jörg Bullinger	Dr. Holger Engelmann	Prof. Dr. Bernd Gottschalk	Ulrike Hasbargen	Katherina Reiche	Robin Stalker	Prof. Dr. KR Ing. Siegfried Wolf	Prof. Dr.-Ing. Tong Zhang
Member since		10/24/2014	04/24/2019	12/01/2014	12/01/2014	12/01/2014	04/23/2021	04/20/2023	12/01/2014	10/24/2014	12/01/2014
Personal suitability	Independence <sup>1)</sup>		●	●	●	●	●	●	●	●	●
	No overboarding <sup>1)</sup>	●	●	●	●	●	●	●	●	●	●
Diversity*	Gender	m	f	m	m	m	f	f	m	m	m
	Year of birth	1964	1966	1944	1965	1943	1961	1973	1958	1957	1960
	Nationality	German	German	German	German	German	German	German	New Zealand	Austrian	German
Sector and company-specific knowledge/experience* <sup>2)</sup>	Automotive sector/products	●		●	●	●				●	●
	Industrial sector/products	●		●		●		●			
	Research & development and digitalization		●	●		●		●			●
Company-specific international experience* <sup>2)</sup>	Europe region	●	●	●	●	●	●	●	●	●	●
	Americas region	●				●	●	●		●	
	Greater China region										●
	Asia/Pacific region								●		
Business conduct and corporate governance	Experience regarding business conduct and/or supervising companies* <sup>2)</sup>	●	●	●	●	●	●	●	●	●	●
	Basic knowledge of stock corporation and corporate law	●	●	●	●	●	●	●	●	●	●
	Basic knowledge of compliance*	●	●	●	●	●	●	●	●	●	●
	Financial expertise	●			●	●			●	●	
Sustainability*	Expertise regarding the sustainability issues significant to the company		●	●				●	●		
Risk control & reporting	Knowledge/experience <sup>2)</sup> regarding financial reporting, financial statement audits, risk management, and internal control procedures	●			●		●		●		

<sup>1)</sup> In accordance with the German Corporate Governance Code.

<sup>2)</sup> "Knowledge of/experience in" means at least "good knowledge" and thus the ability to understand the relevant issues well and make informed decisions on the basis of existing qualifications, the knowledge and experience acquired in the course of work as a member of the Supervisory Board (for example, many years of service on the audit committee) or the training measures regularly attended by all members of the Supervisory Board.

● Criterion met, based on self-assessment by the Supervisory Board



The rows marked with an \* in the Qualifications matrix – shareholder representatives table contain information supplemental to the sustainability statement with respect to ESRG 2 GOV-1 21 c, ESRG 2 GOV-1 23 a, and ESRG 2 G1 GOV-1 5 b, on pp. 45 et seq. and pp. 109 et seq.

## Qualifications matrix – employee representatives

		Horst Ott	Thomas Höhn	Hanna Köhler	Susanne Lau	Dr. Alexander Putz	Barbara Resch <sup>3)</sup>	Jürgen Schenk	Helga Schönhoff	Ulrich Schöppllein	Markus Zirkel
Member since		04/25/2024	05/08/2020	12/09/2024	08/08/2018	10/01/2022	11/19/2015	05/08/2020	05/08/2020	03/26/2024	05/08/2020
Diversity*	Gender	m	m	f	f	m	f	m	f	m	m
	Year of birth	1966	1979	1988	1975	1976	1975	1980	1963	1974	1969
	Nationality	German	German	German	German	German	German	German	German	German	German
Sector and company-specific knowledge/experience* <sup>2)</sup>	Automotive sector/products	●	●	●	●	●	●		●	●	●
	Industrial sector/products		●			●	●	●		●	
	Research & development and digitalization										
Company-specific international experience* <sup>2)</sup>	Europe region	●	●	●	●	●	●	●	●	●	●
	Americas region										
	Greater China region										
	Asia/Pacific region										
Business conduct and corporate governance	Experience regarding business conduct and/or supervising companies* <sup>2)</sup>	●	●		●	●	●	●	●	●	●
	Basic knowledge of stock corporation and corporate law	●	●	●	●	●	●	●	●	●	●
	Basic knowledge of compliance*	●	●	●	●	●	●	●	●	●	●
	Financial expertise										
Sustainability*	Expertise regarding the sustainability issues significant to the company					●					
Risk control & reporting	Knowledge/experience <sup>2)</sup> regarding financial reporting, financial statement audits, risk management, and internal control procedures <sup>2)</sup>		●				●				●

<sup>1)</sup> In accordance with the German Corporate Governance Code.

<sup>2)</sup> "Knowledge of/experience in" means at least "good knowledge" and thus the ability to understand the relevant issues well and make informed decisions on the basis of existing qualifications, the knowledge and experience acquired in the course of work as a member of the Supervisory Board (for example, many years of service on the audit committee) or the training measures regularly attended by all members of the Supervisory Board.

<sup>3)</sup> Member of the Supervisory Board of Schaeffler AG until December 31, 2024.

● Criterion met, based on self-assessment by the Supervisory Board



The rows marked with an \* in the Qualifications matrix – employee representatives table contain information supplemental to the sustainability statement with respect to ESRs 2 GOV-1 21 c, ESRs 2 GOV-1 23 a, and ESRs 2 G1 GOV-1 5 b, on pp. 45 et seq. and pp. 109 et seq.

The Supervisory Board had also adopted a diversity scheme in accordance with section 289f (2) (6) HGB for the Supervisory Board of Schaeffler AG on December 15, 2017. The diversity criteria selected were gender, professional experience, and internationality. These criteria are designed to ensure, in combination with the other criteria for the membership of the Supervisory Board, that the opinions and knowledge represented on the Supervisory Board are sufficiently diverse for the proper performance of its duties.

- **Gender:** Section 96 (2) AktG stipulates that the Supervisory Board has to consist of at least 30% female and at least 30% male members. The employee representatives unanimously objected to joint compliance with the gender quota on December 10, 2015, and most recently unanimously confirmed that decision on October 31, 2024. The Supervisory Board has seven female members, with four women being employee representatives and three women representing the shareholders. As a result, the employee representatives' side and the shareholders' side meet the legally required quota.
- **Professional experience:** The members of the Supervisory Board should bring diverse professional experience to the Board. The Supervisory Board should have members with professional experience in fields that are relevant to the Schaeffler Group's business, especially to the group's future business in the fields of electric mobility and digitalization. Candidates' professional experience is to be taken into account when selecting the Supervisory Board's nominees for election to the Supervisory Board by the annual general meeting.
- **Internationality:** The Supervisory Board should have an appropriate number of members with an international background (descent, professional education, or work). This being the case for at least four of its members is considered adequate by the Supervisory Board. In addition, further members of the Supervisory Board should be experienced in international business. Internationality is to be taken into account when selecting the Supervisory Board's nominees for election by the annual general meeting.



Members of the Supervisory Board and their curricula vitae at: [www.schaeffler.com/supervisory-board](http://www.schaeffler.com/supervisory-board)

The Supervisory Board as a whole has the knowledge, skills, and technical experience required to properly perform its duties. The Supervisory Board as a whole is familiar with the industries and sectors in which the Schaeffler Group operates, and it has the professional experience and internationality required under the diversity scheme. Conflicts of interest related to members of the Supervisory Board must be disclosed to the Supervisory Board immediately; there were no such conflicts of interest in 2024.

No member of the Supervisory Board currently serves on a governing body or in a consulting role with respect to a key competitor or has a personal relationship with a key competitor. No member of the Supervisory Board was previously a Managing Director of Schaeffler AG.



More on avoiding conflicts of interest on page i29.

The Supervisory Board has not set an age limit for its members, because it is of the opinion that this criterion is not informative with respect to the suitability of a person to perform as a member of the Supervisory Board. This deviation from the German Corporate Governance Code has been included in the declaration of conformity pursuant to section 161 AktG.

The Chairman of the Supervisory Board is elected by the Supervisory Board from among its members. He coordinates the activities of the Supervisory Board, chairs its meetings, and represents the Supervisory Board externally. As suggested in Suggestion A.6 of the German Corporate Governance Code, the Chairman of the Supervisory Board is available for discussions with investors, in close coordination with the Board of Managing Directors and focusing on Supervisory Board-related issues.

## Membership and mode of operation of Supervisory Board committees

Under its terms of reference, the Supervisory Board establishes a total of five committees.

The mediation committee established in accordance with sections 27 (3) and 31 (3) MitbestG is responsible for proposing to the Supervisory Board a candidate for appointment to the Board of Managing Directors if the two-thirds majority required for an appointment was not obtained initially. The members of the mediation committee are Georg F. W. Schaeffler (chairman), Horst Ott (since April 25, 2024), Ulrich Schöppllein, and Prof. TU Graz e.h. KR Ing. Siegfried Wolf. The former member Jürgen Wechsler left effective April 25, 2024.

The presidential committee consists of Georg F. W. Schaeffler (chairman), Sabine Bendiek, Thomas Höhn (since February 4, 2025), Horst Ott (since April 25, 2024), Ulrich Schöppllein, and Prof. TU Graz e.h. KR Ing. Siegfried Wolf. The former members Jürgen Wechsler and Barbara Resch left effective April 25, 2024, and December 31, 2024, respectively. The presidential committee advises and assists the Chairman of the Supervisory Board and his Deputies in their Supervisory Board responsibilities. It prepares the meetings of the Supervisory Board. Another significant responsibility of the presidential committee is preparing personnel decisions to be made by the Supervisory Board. It makes recommendations regarding new appointments or reappointments to and dismissals from the Board of Managing Directors. It also prepares the Supervisory Board's decision regarding the remuneration system and individual remuneration of the members of the Board of Managing Directors. In addition, the presidential committee passes resolutions regarding the approval of certain legal transactions and measures specified in the Supervisory Board's terms of reference on behalf of the Supervisory Board, to the extent such delegation is not prohibited by section 107 (3) (7) AktG.

The members of the audit committee are Robin Stalker (chairman), Dr. Holger Engelmann, Thomas Höhn, Susanne Lau (since April 25, 2024), Georg F. W. Schaeffler, and Ulrich Schöppllein (since December 13, 2024). The former members Jürgen Wechsler and Andrea Grimm left effective April 25, 2024, and October 31, 2024, respectively. The audit committee mainly deals with the review of the company's financial reports, monitoring the financial reporting process, effectiveness of the internal control system, the risk management system, and the internal audit system, as well as with the financial statement audit and compliance. It is responsible for preparing the Supervisory Board's decision on adoption of the separate financial statements and approval of the consolidated financial statements. For this purpose, it is responsible for the preliminary review of the separate and consolidated financial statements, the combined management report and the group management report, the proposal for the appropriation of earnings, and for discussing the long-form audit report with the auditors. It is also responsible for the preliminary review of the non-financial report as well as the preliminary review of the report on relations with affiliated companies and for preparing the Supervisory Board's nomination of the auditors to be appointed by the annual general meeting.

The audit committee makes a recommendation to the Supervisory Board regarding auditors to be appointed, together with its reasons for the recommendation; where the audit has been put out to tender, the recommendation includes at least two candidates. The audit committee engages the auditors, determines the areas of focus for the audit, and agrees the audit fees with the auditors. In addition, the audit committee monitors the independence of the external auditors and, as such, is responsible for approving engagements for non-audit services. The audit committee also monitors the qualifications and efficiency of the auditors as well as the rotation of audit team members and evaluates the quality of the financial statement audit as well as the services of the auditors including additional services they have rendered.

The audit committee discusses the assessment of audit risk, the audit strategy and audit planning as well as the results of the audit with the auditors. The chairman of the audit committee regularly discusses the progress of the audit with the auditors and reports to the committee on this. The audit committee regularly consults with the auditors, both with and without the Board of Managing Directors.

The audit committee is responsible for awarding the limited assurance engagement on the non-financial report. On behalf of the Supervisory Board, the audit committee advises and oversees the Board of Managing Directors regarding financial reporting, the financial reporting process, the effectiveness of the internal control system, the risk management system, Internal Audit, the financial statement audit, and compliance.

The chairman of the audit committee must be independent and can be neither a former member of the Board of Managing Directors nor the Chairman of the Supervisory Board. The chairman of the audit committee, Robin Stalker, meets these requirements. The audit committee is required to include at least one member of the Supervisory Board possessing expert knowledge about financial statement audits and at least one other member possessing expert knowledge about financial reporting. The expert knowledge about financial reporting should consist of being particularly knowledgeable about and experienced in the application of accounting principles and risk management and internal control systems and the expert knowledge about financial statement audits should consist of being particularly knowledgeable about and experienced in financial statement audits. Financial reporting and financial statement audits also include sustainability statements and limited assurance engagements on such statements. The chairman of the audit committee shall have expert knowledge about at least one of these two fields.

The chairman of the audit committee, Robin Stalker, is particularly knowledgeable about and has many years of experience with financial statement audits as he is a former auditor, served as chief financial officer of a publicly listed company with

operations worldwide (adidas AG) for many years and has served on audit committees of publicly listed companies (Schaeffler AG and Commerzbank AG) for many years. These activities have also rendered him particularly knowledgeable about and experienced in the application of accounting principles and risk management and internal control systems and, hence, he additionally has expert knowledge about financial reporting. Robin Stalker keeps up with current developments in the fields of sustainability statements and limited assurance engagement on such statements and actively contributes his expertise to the work of the audit committee and the Supervisory Board.

In the course of his professional career, Dr. Holger Engelmann served as chief financial officer of Webasto AG (now Webasto SE) and has been Chairman of the Management Board of Webasto SE since 2013. Additionally, he has served on the audit committee of Schaeffler AG for many years. These activities have rendered Dr. Engelmann particularly knowledgeable about and experienced in the application of accounting principles and risk management and internal control systems and he actively contributes this knowledge and experience to the work of the audit committee and the Supervisory Board.

The nomination committee proposes to the Supervisory Board candidates suitable as nominees for election to the Supervisory Board by the annual general meeting. The members of the nomination committee are Georg F. W. Schaeffler (chairman), Dr. Holger Engelmann, Prof. Dr. Bernd Gottschalk, and Katherina Reiche.

The technology committee consists of Prof. Dr. Hans-Jörg Bullinger (chairman), Horst Ott (since April 25, 2024), Georg F. W. Schaeffler, Jürgen Schenk, Ulrich Schöppllein, Prof. TU Graz e.h. KR Ing. Siegfried Wolf, Prof. Dr.-Ing. Tong Zhang, and Markus Zirkel. The former member Jürgen Wechsler left effective April 25, 2024. The technology committee serves as a forum for the regular exchange of information between the Supervisory Board and the Board of Managing Directors regarding technological developments relevant to the Schaeffler Group and for jointly deliberating on technology projects.

In certain cases, the Supervisory Board may establish a committee for transactions with related parties in accordance with section 107 (3) (4) AktG to decide on the approval of transactions with related parties in accordance with sections 111a to 111c AktG in place of the Supervisory Board. The committee for transactions with related parties consists of six members, of which half are elected based on nominations by the shareholder representatives and half based on nominations by the employee representatives on the Supervisory Board.

### Self-assessment of the Supervisory Board and its committees

The Supervisory Board assesses, at regular intervals, how effectively the Supervisory Board as a whole and its committees fulfill their tasks. The self-assessment involves asking the members of the Supervisory Board to provide assessments regarding issues relating to the categories of structure and function, meetings, preliminary discussions, supply of information, role of the Chairman of the Supervisory Board, working on committees, and issues regarding the Board of Managing Directors. Individual assessments are consolidated by an independent party and evaluated by the Supervisory Board. The Supervisory Board's most recent decision to perform a self-assessment was made at its meeting on September 27, 2024, with the aim of discussing and evaluating the results at the meeting on February 21, 2025.

### Cooperation between Board of Managing Directors and Supervisory Board

The Board of Managing Directors and the Supervisory Board cooperate closely for the good of the company. Thus, the Board of Managing Directors confers with the Supervisory Board on the strategic direction of the company and regularly discusses the status of strategy implementation with the Supervisory Board.

On a regular basis, the Board of Managing Directors provides comprehensive and timely information to the Supervisory Board on all matters of relevance to the company with respect to

strategy implementation, planning and budgeting, results of operations, risk management, and compliance. It discusses deviations of results of operations from budgets and targets, and the reasons for those deviations. Documents required for decisions, especially the separate financial statements, the consolidated financial statements, and the long-form audit report, are provided to the members of the Supervisory Board in due time. The Board of Managing Directors is required to submit any fundamental legal transactions and measures to the Supervisory Board or the presidential committee for approval. The cooperation between the Board of Managing Directors and the Supervisory Board is characterized by mutual trust and a culture of open discussion as well as maintaining strict confidentiality.

The Chairman of the Supervisory Board regularly keeps in contact with the Board of Managing Directors, particularly with the Chief Executive Officer, between meetings as well, and discusses with him issues including those related to the company's strategy implementation, planning and budgeting, results of operations, risk management, and compliance. The Chief Executive Officer immediately informs the Chairman of the Supervisory Board of important events significant to evaluating the company's situation and development as well as for managing the company.

### Avoiding conflicts of interest

The members of the Supervisory Board are required to immediately disclose any conflict of interest to the Chairman of the Supervisory Board. The members of the Board of Managing Directors are required to disclose any conflicts of interest to the Chairman of the Supervisory Board and the Chief Executive Officer and to inform the other members of the Board of Managing Directors. Significant transactions between the company and members of the Board of Managing Directors or parties related to them require the Supervisory Board's approval. Consulting and other service contracts as well as contracts for specific deliverables between the company and members of the Supervisory Board also require approval by the Supervisory Board. The Supervisory Board reports to the annual general meeting on any

conflicts of interest and their resolution. Material conflicts of interest involving a member of the Supervisory Board that are not merely temporary shall result in the termination of that member's Supervisory Board mandate. Neither the members of the Board of Managing Directors nor those of the Supervisory Board have experienced any conflicts of interest in 2024. Members of the Supervisory Board who had indicated that they might have a potential conflict of interest refrained from attending entire meetings or individual agenda items relevant in this regard.

## Other information on corporate governance

### Transparency

The company provides information on the situation of the company at the same time and on an equal footing to institutional investors, shareholders, financial analysts, business partners, employees, and the interested public by regular, transparent, and up-to-date communication. All significant information, such as ad hoc releases and press releases, as well as presentations given at analysts' conferences, all financial reports, and the financial calendar are published on the Schaeffler Group's website. Investor Relations maintains close contact with shareholders on an ongoing basis, among others.

### Relationships with shareholders and annual general meeting

The company's shareholders exercise their voting and control rights at the annual general meeting. The annual general meeting, which must be held in the first eight months of every fiscal year, decides on all matters assigned to it by law, such as appropriation of profits, electing shareholder representatives to the Supervisory Board, granting discharge to the members of the Supervisory Board and the Board of Managing Directors, appointing auditors, and amending the company's articles of association.

Since October 1, 2025, all shareholders of Schaeffler AG have been holding common voting shares, because the shareholders passed resolutions approving the conversion of the common non-voting shares of Schaeffler AG into common voting shares at a ratio of 1:1 at an extraordinary general meeting and a separate general meeting of the common non-voting shareholders on February 2, 2024.

Each share of Schaeffler AG entitles the holder one vote. There are no shares conferring multiple or preferential voting rights and no caps on voting rights.

All shareholders who register within the prescribed deadline and prove their entitlement to attend the annual general meeting and to exercise their voting rights are entitled to attend the annual general meeting. To facilitate the exercise of their rights and to prepare them for the annual general meeting, the shareholders are provided with comprehensive information about the past fiscal year and the items on the agenda before the annual general meeting by means of the annual report and the invitation to the annual general meeting. All documents and information on the annual general meeting, including the annual report, are published on the company's website.

The opening of the annual general meeting and the speech by the CEO can be followed live online under the heading Investor Relations on the company's website. To make it easier for shareholders to exercise their rights, the company offers all shareholders who cannot or do not want to exercise their voting rights themselves the opportunity to vote at the annual general meeting via a proxy who is bound by instructions.

### Financial reporting and financial statement audit

The main source of information for shareholders and third parties are the consolidated financial statements and the group management report as well as interim financial information.

Schaeffler AG compiles its separate financial statements in accordance with the requirements of the German Commercial Code (HGB) and the German Stock Corporations Act (AktG). For the first time, Schaeffler AG has included in its group management report a combined group non-financial declaration (previously issued separately), disclosing required non-financial information for both the Schaeffler Group and Schaeffler AG for 2024. The consolidated financial statements are prepared by the Board of Managing Directors in accordance with the principles set out in International Financial Reporting Standards (IFRS) as adopted by the EU and the additional requirements of the HGB, and are audited by the auditors and reviewed by the Supervisory Board. Before any interim financial information is made public, the Board of Managing Directors discusses such information with the Supervisory Board or the audit committee. The consolidated financial statements and the group management report are made publicly available within 90 days of year-end; mandatory interim financial information within 45 days of the end of the reporting period.

In addition, the consolidated financial statements include a discussion of transactions with shareholders considered related parties under applicable financial reporting standards.

It has been agreed with Schaeffler AG's auditors that the Chairman of the Supervisory Board and the chairman of the audit committee are informed promptly of any grounds for disqualification or indications of bias arising during the audit to the extent they are not remedied immediately. It has also been agreed that the auditors report promptly on all findings and events coming to their attention during the performance of their audit that are significant to the responsibilities of the Supervisory Board. Under the agreement, the auditors have to inform the Supervisory Board and note in their long-form audit report if, during the course of the audit, they become aware of any facts rendering the declarations on the German Corporate Governance Code issued by the Board of Managing Directors and the Supervisory Board inaccurate. The audit committee monitors the auditors' independence.