

Mandatory publication pursuant to
Sec. 27(3) sentence 1 in conjunction with Sec. 14(3) sentence 1 of the German Securities
Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*)



Joint Reasoned Statement of the Executive Board and the Supervisory Board

of

Vitesco Technologies Group AG

Siemensstraße 12
93055 Regensburg

**pursuant to Sec. 27(1) WpÜG
on the voluntary public tender offer
(cash offer)**

made by

Schaeffler AG

Industriestraße 1–3
91074 Herzogenaurach, Germany,

to

the shareholders of Vitesco Technologies Group AG

on November 15, 2023

as amended by the amendment to this offer dated November 27, 2023

Shares in Vitesco Technologies Group AG: ISIN: DE000VTSC017

Tendered shares in Vitesco Technologies Group AG: ISIN: DE000VTSC025

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Annex 2 – Opinion of Lazard & Co. GmbH dated November 27, 2023

Annex 3 – Opinion of Perella Weinberg UK Limited dated November 27, 2023

1. GENERAL INFORMATION ABOUT THIS STATEMENT

On November 15, 2023, in accordance with Sec. 14(2) and (3) of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* – "**WpÜG**"), Schaeffler AG, having its seat in Herzogenaurach, Germany, (the "**Bidder**") published the offer document within the meaning of Sec. 11 WpÜG (the "**Offer Document**") for its voluntary public tender offer in the form of a cash offer to all the shareholders of Vitesco Technologies Group AG, having its seat in Regensburg, Germany, ("**Vitesco**" or the "**Company**" and, together with its affiliates within the meaning of Secs. 15 et seqq. of the German Stock Corporation Act (*Aktiengesetz* – "**AktG**"), the "**Vitesco Group**", and the shareholders of Vitesco being the "**Vitesco Shareholders**") regarding the acquisition of all registered no-par value shares of Vitesco, each share representing a notional value in the share capital of 2.50 € (ISIN: DE000VTSC017/WKN: VTSC01) (the "**Vitesco Shares**") against payment of cash consideration in the amount of 91.00 € per Vitesco Share. On November 27, 2023, Schaeffler published an amendment to the offer (the "**Offer Amendment**"), increasing the cash consideration to 94.00 € (the "**Offer Price**") (the offer so amended is hereinafter referred to as the "**Offer**").

The Offer Document was submitted to Vitesco's Executive Board (*Vorstand*) (the "**Executive Board**") on November 15, 2023. The Offer Amendment was submitted to the Executive Board on November 27, 2023. The Executive Board passed on the Offer Document and the Offer Amendment in each case without undue delay to the special committee for Schaeffler's tender offer (the "**Special Committee**") of Vitesco's Supervisory Board (*Aufsichtsrat*) (the "**Supervisory Board**") and to the competent works council (*Betriebsrat*) of Vitesco.

The Executive Board and the Supervisory Board (via the Special Committee) hereby issue a joint reasoned statement pursuant to Sec. 27(1) WpÜG (the "**Statement**") with regard to the Bidder's Offer. The Executive Board and the Special Committee each resolved to issue this Statement by resolution on November 27, 2023. In the context of the Statement, the Executive Board and the Supervisory Board point out the following in advance:

1.1. Legal and Factual Bases

Under Sec. 27(1) sentence 1 WpÜG, the executive board and the supervisory board of a target company are required to issue a reasoned statement on a takeover offer and any amendments made thereto. The statement may be provided jointly by the target company's executive board and supervisory board. The Executive Board and the Supervisory Board have decided to issue a joint statement regarding the Bidder's Offer. This Statement is being issued solely under German law.

Due to potential conflicts of interest in connection with the Bidder's Offer, the Supervisory Board established the independent Special Committee on October 9, 2023, by unanimous decision to ensure that the discussion of and the passing of the resolution on the Statement take place in a neutral way. The Supervisory Board entrusted the Special Committee with the preparation of the Supervisory Board's statement on the Offer and with the passing of the resolution to issue the statement. At the time the resolution on this Statement is passed, the Special Committee consists of the following Supervisory Board members: Joachim Hirsch (chairman), Manfred Eibeck, Susanne Heckelsberger, Lisa Hinrichsen and Anne Zeumer. According to their personal assessment, the members of the Special Committee are not directly closely related to the Bidder and to Persons Acting Jointly with the Bidder pursuant to Sec. 2(5) WpÜG (for more information on these persons, see Section 2.3.1 of this Statement). To the extent that reference is made in this Statement on the Offer to statements, assessments or assumptions made by the Bidder, they were made by the Special Committee on behalf of the Supervisory Board, unless otherwise stated herein.

Time data in this Statement is given in Central European Time ("**CET**") unless explicitly stated otherwise. The currency designation "€" refers to the currency of the European Economic and Monetary Union pursuant to Article 3(4) of the Treaty on European Union. To the extent terms such as "at this point in time," "at the date hereof," "currently," "at the moment," "now," "at present," or "today" are used, these terms refer to the date of publication of this Statement, i.e., November 27, 2023, unless explicitly stated otherwise.

All information, forecasts, assessments, value judgements, evaluations, forward-looking statements and declarations of intent contained in this Statement are based on the information available to the Executive Board and the Supervisory Board on the date of publication of this Statement or reflect their assessments or intentions as at that point in time. Forward-looking statements express intentions, opinions or expectations and are subject to known or unknown risks and uncertainties. Forward-looking statements are indicated by words and phrases such as "target," "aim(ing) at," "will," "expect," "intend," "estimate," "anticipate," "plan," "determine," or similar words. While the Executive Board and the Supervisory Board assume that the expectations contained in such forward-looking statements are based on justified and verifiable assumptions and, to the best of their knowledge and belief, are correct and complete as at the date hereof, the underlying assumptions and intentions may, however, change after the date of publication of this Statement as a result of political, economic, legal or other events, and future developments and events may differ significantly from those expected.

The Executive Board and the Supervisory Board do not intend to update this Statement and do not assume any obligation to update this Statement unless they are required to do so under German law.

The information contained in this Statement about the Bidder, about the Persons Acting Jointly with the Bidder (as defined in Section 2.3.1 of this Statement), and about the Offer is based on the information contained in the Offer Document as well as in the Offer Amendment and other publicly available information unless explicitly stated otherwise. The Executive Board and the Supervisory Board point out that they are not in a position to verify the intentions specified by the Bidder in the Offer Document and the Offer Amendment. It cannot be ruled out that the Bidder may change its stated intentions and that the intentions published in the Offer Document and the Offer Amendment will not be implemented at all or will be implemented in another way.

1.2. Statement by the Competent Works Council

In accordance with Sec. 27(2) WpÜG, the competent works council of the target company can issue a statement regarding the offer to the executive board, which the executive board must then attach to its statement in accordance with Sec. 27(2) WpÜG irrespective of its obligation under Sec. 27(3) sentence 1 WpÜG.

The competent works council of Vitesco has informed the Executive Board that it does not intend to issue a statement of its own and has not transmitted a statement of its own to the Executive Board by the time of publication of this Statement.

1.3. Publication of this Statement and Possible Amendments to this Statement

This Statement and any supplements and/or additional statements regarding any amendments to the Offer will be published in accordance with Sec. 27(3) and Sec. 14(3) sentence 1 WpÜG online on the website of the Company

<https://ir.vitesco-technologies.com/websites/vitesco/German/0/investoren.html>

in German and at the internet address (URL)

<https://ir.vitesco-technologies.com/websites/vitesco/English/0/investors.html>

as a non-binding English translation. Copies of this Statement and any additional statements are available at Vitesco Technologies Group AG, Siemensstraße 12, 93055 Regensburg, Germany, (order by phoning +49 (0) 941 2031 6381 or by sending an e-mail to jens.von.seckendorff@vitesco.com indicating a mailing address) for issue free of

charge. The fact of both the publication and the availability of copies for issue free of charge will be announced in the German Federal Gazette (*Bundesanzeiger*).

No liability is assumed for the correctness or completeness of the English translations of this Statement and of any supplements thereto or of any additional statements. Only the German versions are authoritative.

1.4. Individual Review Responsibility of Vitesco Shareholders

The Executive Board and the Supervisory Board point out that the description of the Offer contained in this Statement does not purport to be complete and that solely the terms of the Offer Document and the Offer Amendment apply to the content and the settlement of the Offer. The assessments and recommendations made by the Executive Board and the Supervisory Board and presented in this Statement are by no means binding on Vitesco Shareholders. To the extent that this Statement makes reference to, quotes, summarizes, or repeats the Offer or the Offer Document or the Offer Amendment, such statements are deemed to be mere references, i.e., the Executive Board and the Supervisory Board neither adopt the terms of the Offer or Offer Document or the Offer Amendment as their own, nor do they assume any liability for the correctness or completeness of the Offer or the Offer Document or the Offer Amendment.

Pursuant to Sections 1.6 and 1.7 of the Offer Document, the Bidder's Offer is addressed to all German and non-German Vitesco Shareholders.

In Section 1.6 of the Offer Document as well as in Section 1.4 of the Offer Amendment, the Bidder explains that the acceptance of the Offer outside the Federal Republic of Germany, the Member States of the European Union and of the European Economic Area, and the United States of America ("USA") may be subject to certain legal restrictions or additional requirements. The Bidder assumes no responsibility for the acceptance of the Offer outside the Federal Republic of Germany, the Member States of the European Union and of the European Economic Area, and the USA being permissible under the relevant applicable statutory provisions.

It is the responsibility of each Vitesco Shareholder to take note of the Offer Document, to form an opinion on the Offer and, if required, to take all necessary measures. The Vitesco Shareholders must each reach their own individual decisions on whether and, where applicable, to what extent they wish to accept the Offer, taking into account the overall situation, their individual circumstances (including their individual tax situations) and their personal assessments of the future development of the value and stock exchange price of the Vitesco Shares. In reaching their decisions, the Vitesco Shareholders should take into account all sources of information available to them and take sufficient account

of their personal interests. The Executive Board and the Supervisory Board do not assume any responsibility for the Vitesco Shareholders' decisions. If the Vitesco Shareholders accept the Offer, they are responsible themselves for complying with the requirements and conditions described in the Offer Document.

The Executive Board and the Supervisory Board point out that Vitesco Shareholders who intend to accept the Offer must check whether this acceptance will be compliant with the legal obligations that may potentially result from their individual circumstances (e.g., out of security interests in the shares, sales restrictions, or holding periods). The Executive Board and the Supervisory Board cannot check such individual obligations and/or consider them in their recommendation. The Executive Board and the Supervisory Board recommend that, in particular, all persons who receive the Offer Document outside of the Federal Republic of Germany or who wish to accept the Offer but are subject to the securities laws of a jurisdiction other than the Federal Republic of Germany inform themselves about the applicable legal regulations and comply with them. The Executive Board and the Supervisory Board recommend that the Vitesco Shareholders obtain individual tax and legal advice insofar as necessary.

1.5. Information for Vitesco Shareholders Whose Place of Residence, Seat, or Habitual Abode Is Outside of the Federal Republic of Germany, in Particular in the USA

In Sections 1.6 and 1.7 of the Offer Document as well as in Section 1.4 of the Offer Amendment, the Bidder points out that for Vitesco Shareholders whose place of residence, seat, or habitual abode is outside the Federal Republic of Germany, it may be difficult to enforce rights and claims arising under different laws of the country of their place of residence. In this context, the Bidder points out that Vitesco has its seat in the Federal Republic of Germany and that some or all of its senior executives and board members may also have their place of residence in a country other than the respective countries of residence of the relevant Vitesco Shareholders. It may therefore not be possible to sue a foreign company or its senior executives or board members in a court of a Vitesco Shareholder's country of residence for violations of the laws applicable in that country. Furthermore, it may be difficult to compel a foreign company and its affiliates to subject themselves to a judgment of a court of a Vitesco Shareholder's country of residence.

This Statement is issued in accordance with the statutory provisions of the Federal Republic of Germany. It does not constitute a statement pursuant to Section 14(d)(1) or 13(e)(1) of the U.S. Securities Exchange Act of 1934, as amended, in conjunction with the General Rules and Regulations applicable thereunder ("**Tender Offer Statement**"). The Executive Board and the Supervisory Board also advise the Vitesco Shareholders

whose place of residence, seat or habitual abode is in the USA of the fact that this Statement has been prepared in accordance with a format and structure customary in the Federal Republic of Germany, which differ from the format and structure customary for a Tender Offer Statement in the USA. In addition, the content of this Statement differs from the mandatory information to be provided in a Tender Offer Statement under U.S. law. Furthermore, the Executive Board and the Supervisory Board point out that neither the U.S. Securities and Exchange Commission nor any state securities commission in the USA have approved or disapproved this Statement or reviewed this Statement prior to its publication.

2. GENERAL INFORMATION ABOUT VITESCO AND THE BIDDER

2.1. Vitesco

2.1.1 Legal Bases

Vitesco is a listed German stock corporation (*Aktiengesellschaft*) with its seat in Regensburg, Germany, registered with the commercial register (*Handelsregister*) of the Local Court (*Amtsgericht*) of Nuremberg under no. HRB 18842. The Company's business address is Siemensstraße 12, 93055 Regensburg, Germany. The Company's fiscal year is the calendar year.

The object of the Company is the development, manufacture, and sale of products for every kind of vehicles and other mobility concepts as well as other industrial products, in particular the development, manufacture, and sale of systems and components and the provision of services for powertrains including electrical machinery, power electronics, control electronics, software, energy converters (such as fuel cells) and energy storage devices (such as batteries), sensors for physical and chemical properties, actuators, emission-reduction technology, and combustion technology.

In these sectors and in other sectors the Company may operate in the field of research, development, manufacture and sale of electronic, mechatronic and mechanical components and systems as well as software and technical equipment and render relating advisory and other services.

The Vitesco Shares are represented by several global certificates deposited with Clearstream Banking AG, Frankfurt am Main, Germany ("**Clearstream**"). They represent the Vitesco Shares that are admitted to trading on the Frankfurt Stock Exchange under ISIN DE000VTSC017 in the sub-segment of the regulated market with additional post-admission obligations ("**Prime Standard**"). They are traded via the electronic trading system ("**XETRA**") of Deutsche Börse AG, Frankfurt am Main, Germany (ISIN DE000VTSC017). In addition, the Vitesco Shares are traded on the regulated unofficial market (*im Freiverkehr*) on the stock exchanges in Frankfurt, Düsseldorf, Berlin, Hamburg, Munich, Hanover, Stuttgart, London, and Vienna, and on the following electronic trading venues: Gettex, Quotrix, Tradegate, LS Exchange and FINRA other ITC Issues. The designated sponsors in the XETRA trading are Hauck & Aufhäuser and M.M. Warburg.

2.1.2 Members of the Executive Board and of the Supervisory Board

The Executive Board currently consists of six members: Andreas Wolf (Chief Executive Officer and chairman of the Executive Board), Sabine Nitzsche (Chief Financial Officer), Ingo Holstein (Chief Human Resources Officer), Klaus Hau (Member of the Executive Board, head of Powertrain Solutions division), Thomas Stierle (Member of the Executive Board, head of Electrification Solutions division) and Stephan Rölleke (Executive Board Member for Integrity and Law).

According to the Articles of Association, the Supervisory Board has 16 members, 8 of whom are statutory elected by the general meeting (*Hauptversammlung*) (shareholder representatives) and 8 of whom are elected by the employees (employee representatives). The Supervisory Board currently consists of the following members: Prof. Siegfried Wolf (Chairman), Carsten Bruns,* Prof. Hans-Jörg Bullinger, Manfred Eibeck, Yvonne Hartmetz,* Susanne Heckelsberger, Lisa Hinrichsen,* Joachim Hirsch, Prof. Sabina Jeschke, Kerstin Dickert,* Erwin Löffler,* Klaus Rosenfeld, Georg F. W. Schaeffler, Ralf Schamel,* Kirsten Vörkel,* and Anne Zeumer* (employee representatives are denoted by the asterisk (*) symbol). All current employee representatives on the Supervisory Board have been appointed by resolution of the local court (*Amtsgericht*) of Regensburg.

2.1.3 Capital and Shareholder Structure

The amount of the Company's share capital (*Grundkapital*) at the time of this Statement is 100,052,990.00 € and is divided into 40,021,196 registered no-par value shares (*nennwertlose Namensaktien*) each representing a notional amount of the share capital of 2.50 €. There are no different classes of shares. Each Vitesco Share entitles the holder to one vote and grants full voting and dividend rights.

According to the voting rights notifications (*Stimmrechtsmitteilungen*) pursuant to Secs. 33 et seqq. of the German Securities Trading Act (*Wertpapierhandelsgesetz* – "**WpHG**") received by Vitesco on and before November 24, 2023, the following persons are currently holding notifiable holdings (i.e., holdings of a minimum of 3% of the voting rights or at least 5% of the instruments or of the voting rights and instruments) in Vitesco within the meaning of Secs. 33 and 43 WpHG:

Person subject to a notification requirement	Total share of the voting rights (Secs. 33 and 34 WpHG)	Date on which threshold was reached or crossed
Prof. Siegfried Wolf (via ASW Privatstiftung)	5.00%	December 3, 2021
David Einhorn*	3.13%	September 11, 2023
Georg F. W. Schaeffler*	58.94%	October 9, 2023
Maria Elisabeth Schaeffler-Thumann*	58.94%	October 9, 2023
Bank of America Corporation, Wilmington, Delaware, USA*	9.61%	October 13, 2023
UBS Group AG*	3.32%	November 15, 2023

* The shareholding that is subject to a notification requirement is attributed via various controlled companies.

For further information on the persons subject to a notification requirement and on the relevant chains of holdings, the Executive Board and the Supervisory Board refer to the relevant voting rights notifications available at the internet address (URL)

<https://ir.vitesco-technologies.com/websites/vitesco/German/2000/finanznachrichten.html#voting>.

2.1.4 Structure and Business of the Vitesco Group

Vitesco is a supplier of modern drive technologies and electrification solutions for sustainable vehicles. Its product portfolio comprises electric drive units, electronic controls, sensors, actuators, and solutions for treating exhaust gases. With more than ten years' experience in electric vehicles, Vitesco offers trailblazing solutions for all the possible steps to electrification that will be taken for all the drive technology developments in the future. Vitesco has production and development sites in all growing markets (China, Europe, and North America). In 2022 fiscal year, the Group achieved sales of 9.1 billion € and had 38,043 employees at approximately 50 sites. Vitesco Technologies Group AG is the parent company and has its seat in Regensburg.

The Vitesco Group sells its products to customers in more than 40 countries and is a partner of almost all major OEMs worldwide. The top seven customers of the Vitesco Group are, in alphabetical order, the Ford Motor Company, the General Motors Company, the Hyundai Motor Group, the Mercedes-Benz Group, the

Renault-Nissan-Mitsubishi Alliance, Stellantis, and the Volkswagen Group. The Vitesco Group has achieved strong market penetration among major OEMs in Asia, Europe, and North America. In addition, the Vitesco Group has a broad customer base in key emerging markets such as Mexico and India.

In 2022 fiscal year, Asia was the Company's largest sales market, accounting for 27.6% of the total. North America accounted for 26.0% of total sales in that fiscal year, while 18.2% of the Vitesco Group's sales came from Germany. In the remaining European countries, the Group generated 26.9% of its total sales. The remaining 1.3% of total sales was spread over various other countries.

The Vitesco Group concentrates on the development and production of components and system solutions for drivetrains in hybrid vehicles, electric vehicles, and combustion engines. Its portfolio comprises 48-volt electrification solutions, electric drive systems, and power electronics for hybrid electric and battery electric vehicles. Furthermore, its product palette includes electronic controls, sensors, actuators, turbochargers, hydraulic components, and pumps as well as exhaust-gas solutions.

Until the end of 2022 fiscal year, the business operations of the Vitesco Group were run in four business units: Electrification Technology, Electronic Controls, Sensing & Actuation and Contract Manufacturing. Starting in 2023 fiscal year, the Vitesco Group has significantly increased its focus on the electrification business. The Vitesco Group's previous four divisions have been merged into two newly organized units: the Powertrain Solutions division and the Electrification Solutions division. Below the divisions, there are clearly allocated business units.

The Vitesco Group is therefore currently structured as follows:

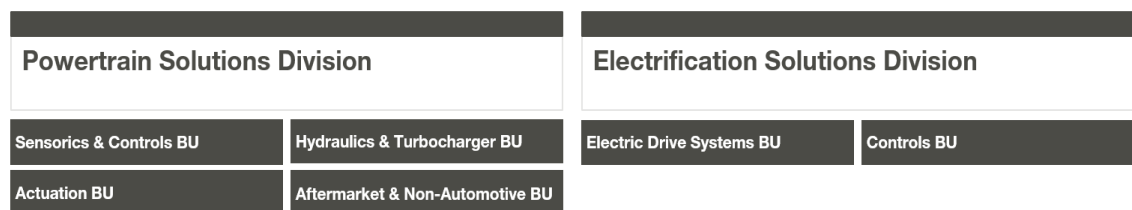


Figure 1: Structure of the Vitesco Group

2.1.5 Vitesco's Strategy

To pursue a clear direction and to make a contribution to cleaner mobility in times where transportation is transforming against the backdrop of the challenges posed by climate

change, Vitesco has created DIRECTION 2030, a strategic framework that lets arising opportunities be used strategically to ensure sustainable growth while also increasing the Company's value.

The strategy falls under the umbrella of the Company's "Electrified. Emotion. Everywhere." vision, which represents Vitesco's ambition to pave the way to clean transportation through electrification. The intention behind it is to enable electric transportation everywhere, for any market, any architecture, and any person.

To enable the practical implementation of DIRECTION 2030 and review it on a regular basis, the Company has defined five focus areas, which each have qualitative and quantitative targets:

Leader in Electrified Solutions

The focus on being a "Leader in Electrified Solutions" is underpinned by a conviction that all drivetrains will be electrified in the future. Vitesco has the goal of being a leading supplier of battery-electric vehicle drive systems. Accordingly, it aims to generate most of its sales from electrification by 2030.

Business Excellence

"Business Excellence" is the foundation for accomplishing the transition from combustion engine drive to electrified drive systems. A focus on customer satisfaction and efficient production are essential for satisfying our existing customers and gaining new business contracts. A strong focus on its cost structure and on modularity ensures the Vitesco Group's high profitability to finance future growth and safeguard competitiveness in a volatile market environment.

Great People, Great Company

Vitesco believes that its employees are the key to lasting business success in the future. The aim of this focus is to increase employee satisfaction and boost the long-term loyalty that skilled workers feel toward the Vitesco Group. This is also connected to the strategic focus on developing a strong corporate brand.

Driver of Sustainability

The focus on being a "Driver of Sustainability" centers things such as the Group's carbon footprint. Vitesco has made it its objective to make its in-house production operations 100% carbon-neutral by no later than 2030. Moreover, it aims to achieve full carbon neutrality throughout its value chain by no later than 2040. In terms of its products, it

intends to employ life-cycle engineering throughout the product life cycle, from resource extraction to recycling, in order to optimize their emissions reduction.

Investors' Choice

Planning provides for progressively increasing profitability thanks to a focus on core activities. This profitability will simultaneously allow the Group to finance its future growth. It can also have a positive effect on the stock price, which will develop lastingly and more strongly in comparison to relevant benchmark indexes.

2.1.6 Business Development and Selected Key Financial Figures

Vitesco's consolidated statement of financial position as at December 31, 2022, which was prepared in accordance with IFRS, showed an amount of total assets of approximately 7,6 billion €, which was an increase over the previous year's total by 195.6 million € (December 31, 2021: 7.4 billion €). As at September 30, 2023, the Vitesco Group's total assets amounted to approximately 7.5 billion € (September 30, 2022: 7.9 billion €).

2.1.6.1 Development of Sales and of Adjusted EBIT in the 2022 Fiscal Year and in the First Nine Months of 2023

The earnings of the Vitesco Group developed positively during 2022 fiscal year compared to the previous year, as well as in the nine-month period between January 1, 2023, and September 30, 2023, compared to the same period in the previous year.

Sales increased in 2022 fiscal year to approximately 9.1 billion € (previous year: 8.3 billion €) and in the first nine months of 2023 to approximately 6.9 billion € (same period in the previous year: 6.7 billion €), which corresponds to a growth of 8.6% and 3.4%, respectively. Adjusted for changes in the scope of consolidation and exchange rate effects, sales increased by 4.0% and 5.5%, respectively.

Adjusted EBIT increased in 2022 fiscal year by 74.4 million € to 222.9 million € (previous year: 148.5 million €), reaching an adjusted EBIT margin of 2.5% (previous year: 1.8%). In the first nine months of 2023, the Group's EBIT adjusted for changes in the scope of consolidation, write-downs from purchase price allocation, and other special topics was 189.8 million € (same period in the previous year: 127.3 million €), which corresponds to an adjusted EBIT margin of 2.7% (same period in the previous year: 1.9%).

2.1.6.2 Free Cash Flow

Free cash flow improved in 2022 fiscal year by 9.9 million € to 123.2 million € (previous year: 113.3 million €). In the first nine months of 2023, free cash flow amounted to 11.7 million € (same period in the previous year: 33.5 million €).

Compared to the previous year, the cash flow arising from operating activities in 2022 fiscal year increased by 173.2 million € to 592.1 million € (previous year: 418.9 million €). In the first nine months of 2023, it increased to 375.1 million € (same period in the previous year: 293.9 million €). Cash flow arising from investing activities amounted to 468.9 million € in 2022 fiscal year (previous year: 305.6 million €) and to 363.4 million € in the first nine months of 2023 (same period in the previous year: 260.4 million €). The cash flow arising from financing activities decreased by 172.9 million € to 52.3 million € in 2022 fiscal year (previous year: 225.2 million €) in particular due to the maturity of the loans against promissory notes issued and to -33.4 million € in the first nine months of 2023 (same period in the previous year: 110.5 million €).

2.1.7 Liquidity and Financing Situation

At the end of the 2022 reporting period, equity amounted to approximately 3.1 billion € (as at December 31, 2021: 2.7 billion €), and the equity ratio was 40.3% (as at December 31, 2021: 36.3%). As at September 30, 2023, the equity of the Vitesco Group amounted to approximately 3.0 billion € (as at September 30, 2022: 3.2 billion €), which corresponds to an equity ratio of 40.6% (as at September 30, 2022: 40.7%).

At the end of the 2022 reporting period, Vitesco had cash and cash equivalents of 781.1 million € (as at December 31, 2021: 614.0 million €); as at September 30, 2023, the cash and cash equivalents amounted to 739.2 million € (as at September 30, 2022: 782.7 million €).

As at the end of 2022 fiscal year, debt excluding pension obligations amounted to 447.7 million € (as at December 31, 2021: 268.9 million €) and net liquidity to 333.4 million € (as at December 31, 2021: 345.1 million €). As at the end of September 2023, net liquidity less debt excluding pension obligations in the amount of 469.7 million € (as at September 30, 2022: 480.4 million €) amounted to 269.5 million € (as at September 30, 2022: 302.3 million €).

In 2022 fiscal year, Vitesco acquired orders adding up to approximately 14.0 billion €, 10.4 billion € of which was attributable to the electrification business. Vitesco's order intake developed successfully in the first nine months of 2023 fiscal year, too, having

acquired orders adding up to approximately 8.8 billion € (same period in the previous year: 12.6 billion €). Of that amount, approximately 6.7 billion € was attributable to the electrification business (same period in the previous year: 9.9 billion €).

2.1.8 Expectations for 2023 Fiscal Year

Based on the figures from the first nine months of 2023, Vitesco expects that the number of vehicles manufactured worldwide will increase by roughly 6% to 8% compared to last year. In light of that, Vitesco expects the following key financial figures for 2023 fiscal year:

Considering the business performance in the first nine months of 2023 and the further expectations for the fourth quarter of 2023, Vitesco confirmed the expectations expressed in the 2022 Annual Report and continues to forecast sales of 9.2 billion € to 9.7 billion €. In making this forecast, Vitesco has taken into account that the increased expectations of global vehicle production in 2023 fiscal year are partly set off, in particular, by negative currency effects and a slight drop in the demand for battery-electric driven vehicles, primarily for plug-in hybrids.

Vitesco assumes that its adjusted EBIT margin will be between 2.9% and 3.4%. This margin accounts for the additional expenditure currently expected for Vitesco due to the chip shortage, wage inflation, rising material costs, and the passing on of additional expenditure.

Capital expenditure, excluding right-of-use assets within the meaning of IFRS 16 Leases, is planned to be at a ratio of about 6% of sales in 2023 fiscal year.

Vitesco plans to generate positive free cash flow of roughly 50 million € in 2023 fiscal year. The reduced expenditure is expected to be compensated in part by a higher degree of capital commitment in net working capital.

2.1.9 Other Reports and Statements

At the internet addresses (URLs)

https://ir.vitesco-technologies.com/websites/vitesco/German/4000/berichte-_-praesentationen.html

and

<https://ir.vitesco-technologies.com/websites/vitesco/German/2000/finanznachrichten.html>

all other reports and statements of the Company are also available; for further information on the Company and the business development of Vitesco, reference is made to these reports and statements.

2.2. Bidder

The following information has been published by the Bidder in the Offer Document, unless another source is stated. The Bidder is responsible for the information in the Offer Document.

2.2.1 Bidder's legal bases

The Bidder, Schaeffler AG, is a listed German stock corporation (*Aktiengesellschaft*) with its seat in Herzogenaurach, Germany, registered with the commercial register (*Handelsregister*) of the Local Court (*Amtsgericht*) of Fürth under no. HRB 14738. The Bidder's current business address is: Industriestraße 1–3, 91074 Herzogenaurach, Germany.

At the time of publication of the Offer Document, the Bidder's share capital amounts to 666,000,000.00 € and is divided into 500,000,000 shares and 166,000,000 non-voting common shares (*Vorzugsaktien*), with each share representing a notional value in the share capital of 1.00 €. The Bidder's common shares are admitted to trading on the regulated market (Prime Standard) of the Frankfurt Stock Exchange under ISIN DE000SHA0519. The Bidder's fiscal year is the calendar year.

The Bidder's corporate purpose is as follows:

- (a) the development, manufacture and distribution of components, parts, systems and software, as well as the development and provision of analog and digital services for automotive manufacturers, other industrial customers and other customers,
- (b) the trading in such products, and
- (c) the manufacture or procurement of components, raw materials or parts required for the manufacture of the products referred to in (a).

The Bidder may realize its corporate purpose on its own or through subsidiaries or holding companies. It has the right to conduct all transactions and take all measures that are deemed appropriate and directly or indirectly serve to realize its corporate purpose.

The Bidder may establish branch offices within Germany or abroad, establish and acquire other companies of any type, invest in such companies as well as manage companies or

limit itself to serving in an administrative function for the company. The Bidder may sell each of its holding companies or split off its operations or assets in full or in part or transfer them to other companies. It may enter into corporate agreements of any type as well as spin off or transfer its operations in full or in part to other companies in which it holds a majority stake.

At the date hereof, the Bidder's executive board consists of Klaus Rosenfeld (executive board chairman), Claus Bauer, Andreas Schick, Corinna Schittenhelm, Jens Schüler, Dr. Stefan Spindler, Uwe Wagner and Matthias Zink.

Georg F. W. Schaeffler (supervisory board chairman), Jürgen Wechsler,* Sabine Bendiek, Prof. Hans-Jörg Bullinger, Dr. Holger Engelmann, Prof. Bernd Gottschalk, Andrea Grimm,* Ulrike Hasbargen, Thomas Höhn,* Susanne Lau,* Dr. Alexander Putz,* Katherina Reiche, Barbara Resch,* Jürgen Schenk,* Helga Schönhoff,* Ulrich Schöpplein,* Robin Stalker, Prof. Siegfried Wolf, Prof. Tong Zhang and Markus Zirkel* are the members of the Bidder's supervisory board (employee representatives are denoted by the asterisk (*) symbol).

2.2.2 The Schaeffler Group's Business Operations

The Bidder acts as the ultimate parent of the group of companies consisting of it and its affiliates (the "**Schaeffler Group**"). The relevant direct and indirect subsidiaries are listed in Annex 3 of the Offer Document.

The Bidder describes the business operations of the Schaeffler Group in detail in Section 5.3 of the Offer Document. According to the Offer Document, the Bidder is an automotive and industrial supplier. At around 200 sites worldwide, the Schaeffler Group develops and manufactures components, systems, and services for powertrains and chassis and offers repair solutions in original-equipment quality for the global automotive spare parts market. Additionally, the Schaeffler Group develops and manufactures rolling and plain bearing solutions for a wide range of industrial applications and in the automotive sector. The business of the Schaeffler Group is divided into three segments: Automotive Technologies, Automotive Aftermarket, and Industrial.

As of September 30, 2023, the Bidder and its subsidiaries had a total of 83,600 employees worldwide and, in 2022 fiscal year, it generated revenue of approximately 15.8 billion €. For further information on the fields of operation of the different Group companies, reference is made to Sections 5.3.2 and 5.3.3 of the Offer Document.

2.3. The Participation of the Bidder and of Persons Acting Jointly with the Bidder in Vitesco, Information about Securities Transactions

2.3.1 Persons Acting Jointly with the Bidder

For information regarding the persons acting jointly with the Bidder within the meaning of Sec. 2(5) WpÜG (the "**Persons Acting Jointly**"), reference is made to Sections 1.1 and 5.6 of the Offer Document.

2.3.2 The Participation of the Bidder and of Persons Acting Jointly with the Bidder in Vitesco

For information regarding Vitesco Shares held at the time of the publication of the Offer Document by the Bidder, by Persons Acting Jointly with the Bidder, or by their subsidiaries, reference is made to the detailed information in Section 5.7 of the Offer Document and Section 2.1.3 of this Statement.

The Executive Board and the Supervisory Board point out that, on October 9, 2023, the Bidder entered into an acting-in-concert agreement with IHO Beteiligungs GmbH and IHO Verwaltungs GmbH the purpose of which is a coordination with respect to all material decisions concerning Vitesco, in particular with respect to the exercise of the voting rights attached to the Vitesco Shares held by the parties to the agreement currently and in the future (the "**Acting-in-Concert Agreement**"). The 4,002,506 Vitesco Shares held by IHO Beteiligungs GmbH (which equates to approximately 10.00% of the share capital and voting rights in Vitesco) as well as the 15,984,093 Vitesco Shares held by IHO Verwaltungs GmbH (which equates to approximately 39.94% of the share capital and voting rights in Vitesco) are therefore attributed to the Bidder pursuant to Sec. 30(2) WpÜG. On the basis of the Acting-in-Concert Agreement, BaFin approved on October 4, 2023, at the Bidder's request, the non-consideration of the voting rights covered by the Acting-in-Concert Agreement pursuant to Sec. 36 no. 3 WpÜG.

Using the attendance at Vitesco's general meeting during the past years as a basis (2023: approximately 80% of the share capital, 2022: approximately 78% of the share capital), the Bidder and the other parties to the Acting-in-Concert Agreement already had a de facto majority at Vitesco's general meeting.

In addition, the Bidder is the holder of instruments from which it is required to notify 3,600,000 voting rights (which equates to approximately 9.00% of Vitesco's share capital) pursuant to Sec. 38(1) sentence 1 no. 2 WpHG. On October 9, 2023, the Bidder entered into a total return swap with BofA Securities Europe S.A. regarding Vitesco Shares in the form of a cash settled instrument. For further details, reference is

made to Section 5.7 of the Offer Document. According to the statements made in Section 5.8 of the Offer Document, in the period beginning six months prior to the announcement of the Bidder's decision to launch the Offer pursuant to Sec. 10(1) sentence 1 and (3) WpÜG of October 9, 2023, and ending with the publication of the Offer Document, neither the Bidder, nor the Persons Acting Jointly with the Bidder, or their subsidiaries acquired any Vitesco Shares or entered into any agreements under the law of obligations with respect to the acquisition of Vitesco Shares.

3. INFORMATION ABOUT THE OFFER

The following section summarizes certain selected information regarding the Offer that has been taken exclusively from the Offer Document, the Offer Amendment or from publications made by the Bidder:

3.1. Execution of the Offer

In accordance with Sec. 29(1) WpÜG, the Offer is carried out by the Bidder in the form of a voluntary public tender offer in the form of a cash offer for the acquisition of all Vitesco Shares. The Offer is being implemented as a cash offer solely in accordance with German law, in particular with the WpÜG and the German Regulation on the Contents of Offer Documents, Considerations Related to Tender Offers and Compulsory Offers, and Exemptions from the Obligation to Publish and Submit an Offer (*WpÜG-Angebotsverordnung*) ("**WpÜG Offer Regulation**") and with certain applicable provisions of the securities laws of the United States of America.

The Executive Board and the Supervisory Board are not responsible for compliance with the legal regulations and provisions applicable to the execution of the Offer and, to this extent, have not conducted an independent evaluation of the Offer.

3.2. Announcement of the Decision to Launch the Offer

The Bidder announced the decision to launch the Offer pursuant to Sec. 10(1) and (3) WpÜG on October 9, 2023, at the internet address (URL)

https://www.strongertogether24.com/download/companies/ma3007/3007_1further/Schaeffler_AG_to_Launch_Public_Tender_Offer_for_Outstanding_Shares_of_Vitesco_Tech_nologies_Group_AG.pdf

3.3. Review by BaFin and Publication of the Offer Document

The German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, "**BaFin**") has reviewed the Offer Document in accordance with German law in the German language and, according to the information provided by the Bidder, permitted its publication on November 15, 2023. The Bidder states in the Offer Document that no publications, registrations, admissions or approvals of the Offer Document and/or the Offer outside the Federal Republic of Germany have been applied for or initiated.

The Offer Document was published by the Bidder on November 15, 2023, by way of announcement at the internet address (URL) https://www.strongertogether24.com/websites/3007_ma/German/3/angebotsunterlage.html and by way of making copies of the Offer Document available free of charge in Germany at BNP Paribas S.A., Germany Branch, Senckenberganlage 19, 60325 Frankfurt am Main, Germany, requests to be addressed by facsimile to + 49 (0) 69 1520 5277 or email to frankfurt.gct.operations@bnpparibas.com). The announcement regarding the internet address at which the Offer Document will be published, and the agent making the Offer Document available free of charge was published in the German Federal Gazette on November 15, 2023. The Offer Document has been published in German only. Additionally, a non-binding English translation of the Offer Document, which has not been reviewed by BaFin, has been made available on the internet at https://www.strongertogether24.com/websites/3007_ma/English/3/offer-document.html.

Beyond the aforementioned publications, no further publications of the Offer Document are planned.

3.4. Amendment of the Offer

On November 27, 2023, Schaeffler published an amendment to the Offer, increasing the cash consideration from 91,00 € by 3.00 € to 94.00 €.

3.5. Acceptance of the Offer Outside the Federal Republic of Germany

In Sections 1.6 and 1.7 of the Offer Document as well as in Section 1.4 of the Offer Amendment, the Bidder points out that Vitesco Shareholders with their domicile, registered office or habitual abode outside the Federal Republic of Germany should take note of the fact that the Offer is for shares in a stock corporation incorporated under German law and is subject to the statutory provisions of the Federal Republic of Germany on the execution of such an offer. The Offer was not submitted to the review or registration procedures of any securities regulator outside the Federal Republic of Germany and has not been approved or recommended by any such securities regulator.

The Bidder is asking Vitesco Shareholders intending to accept the Offer outside the Federal Republic of Germany, the Member States of the European Union and of the European Economic Area or the USA to keep in mind that accepting the Offer outside the Federal Republic of Germany, the Member States of the European Union and of the European Economic Area or the USA may be subject to legal restrictions or additional requirements. The Bidder clearly states that it does not guarantee that the acceptance of the Offer outside the Federal Republic of Germany, the Member States of the European

Union and of the European Economic Area or the USA is permissible. Similarly, neither Vitesco nor the Executive Board or the Supervisory Board give any such guarantee.

3.6. Background of the Offer

Pursuant to Section 7 of the Offer Document, the Offer primarily aims at the integration of the Vitesco Group into the Schaeffler Group to implement Schaeffler Group's corporate strategy, particularly with regard to addressing the growing challenges of the automotive industry in the area of ecology and sustainability. Therefore, following the successful closing of the Offer, the Bidder intends to merge Vitesco into the Bidder ("**Merger**" – for more details in this respect, see Section 5.1.5 of this Statement and Section 8.5 of the Offer Document), thus accomplishing the integration of the Vitesco Group into the Schaeffler Group ("**Business Combination**").

According to the Offer Document, the Bidder believes that the creation of a company combined with Vitesco and the consolidation of Vitesco's assets with Schaeffler (the "**Combined Company**") will generate significant strategic advantages for the Combined Company. The intended Business Combination is to establish a leading motion technology company with four specialized divisions, namely the E-Mobility, Powertrain & Chassis, Vehicle Lifetime Solutions and the Bearings & Industrial Solutions divisions.

The Offer Document further states that particularly in the field of electrification, the Combined Company will offer solutions across all dimensions, leveraging the accelerating growth opportunities in e-mobility. Furthermore, the Combined Company will also be able to optimize profitability in conventional powertrain technologies, chassis systems and the automotive aftermarket business. The Bidder sees significant synergy potential in the Business Combination with Vitesco with an expected annual EBIT effect of 600 million €, which is expected to be fully achieved in 2029. One-time integration costs of up to 665 million € are expected.

The tender offer is intended to be the first of three steps towards the Business Combination:

In relation to the Offer and the Merger, but not before the expiry of the Acceptance Period of the Offer, the Bidder intends in a second step to convene an extraordinary general meeting for the purpose of having its ordinary and preference shareholders vote on the approval of the cancellation of the preferential right to profits of the Bidder's preference shares and the related conversion of the Bidder's preference shares into ordinary shares of the Bidder at a ratio of 1:1. According to the Offer Document, the effectiveness of the change of share category will be conditional on the completion of the Merger and timed in a way that, at the time the Merger becomes effective, the capital stock of the Bidder

will consist solely of ordinary shares. By doing to, the Bidder is aiming at a simplified shareholder structure with only one category of shares with full voting rights, improved liquidity and increased free float of its shares. The Offer Document further states that the Bidder intends in this context to admit the Bidder's ordinary shares to trading on the regulated market (Prime Standard) of the Frankfurt Stock Exchange.

Thereafter, the Bidder intends to merge Vitesco as the transferring legal entity into the Bidder as the acquiring legal entity (for more details in this respect, see Section 5.1.5 of this Statement). Pursuant to Section 8.7 of the Offer Document, the Bidder does not intend to carry out a squeeze-out with respect to Vitesco or to enter into a domination and/or profit and loss transfer agreement with Vitesco.

3.7. BCA

On November 27, 2023, the Company and the Bidder signed a Business Combination Agreement ("**BCA**") that stipulates the key terms of the Business Combination, in particular the framework for the future collaboration between the Company and the Bidder. Both the Executive Board and the Special Committee consented to the conclusion of the BCA at an extraordinary general meeting on November 27, 2023.

The Bidder and Vitesco have agreed in the BCA on the following key provisions, *inter alia*:

3.7.1 Agreement on the Transaction Structure, Key Terms of the Offer

On the basis of the BCA, Vitesco and the Bidder have mutually agreed to implement the Business Combination in the best interest of Schaeffler and Vitesco following the closing of the tender offer and subject to an agreement on the exchange ratio and the merger agreement having been reached. On this basis, Vitesco and the Bidder will use their best efforts to reach an agreement, in accordance with the BCA, with regard to the exchange ratio and the merger agreement, to prepare all other necessary legal documents, among others a joint merger report, and to take all other steps that are necessary or useful in order to prepare, convene and conduct general meetings of Vitesco and Schaeffler for the approval of the Merger in order to effect the Merger as soon as possible after the closing of the tender offer based on Vitesco's annual financial statements as of December 31, 2023. The general meeting of Vitesco Technologies to decide on the merger is expected to take place on 24 April 2024. The exchange ratio between Vitesco Shares and shares of the Bidder for the Vitesco Shareholders as part of the Merger shall be agreed between Vitesco and the Bidder by mutual consent in the merger agreement on the basis of a calculation of the respective enterprise values of the Bidder and Vitesco made by

ValueTrust as independent joint valuation expert in accordance with recognized valuation principles.

Vitesco and the Bidder have further agreed that Vitesco will not seek talks with third parties aimed at a competing tender offer and that Vitesco will inform the Bidder as early as legally possible if a third party approaches Vitesco with a view to a competing transaction.

The Business Combination is subject to the closing conditions set out in Section 11.1 of the Offer Document. To the extent permitted by law, the Bidder is entitled to waive some or all of the closing conditions. Vitesco and the Bidder have agreed, however, that the Bidder may waive fulfillment of conditions under regulatory law in whole or in part to which the (amended) Offer is subject (requisite merger control clearances and foreign investment control clearances) only with the prior consent of Vitesco, unless a closing of the tender offer does not constitute a violation of applicable law even if these closing conditions are waived.

3.7.2 Support With Regard to the Tender Offer and the Business Combination

In the BCA, it was also agreed that the Executive Board and the Supervisory Board intend to point out in this Statement that the shareholders of Vitesco will decide on the closing of the Business Combination by way of the Merger at the general meeting especially convened for the purpose of deciding on the closing and that the Executive Board and the Supervisory Board intend, subject to an agreement with regard to the exchange ratio and the merger agreement having been reached, to prepare this decision of the general meeting and, in the case of a positive decision, to implement the in accordance with the provisions of the BCA and of the merger agreement.

In addition, Vitesco has undertaken to provide further assistance, for instance to collaborate in order to avoid any negative effects of the closing of the tender offer or the Merger, to cooperate in executing the tender offer and the Merger and to provide any information required.

Certain obligations of assistance with regard to the Business Combination are subject to the condition, that the Bidder will not deviate from the key obligations it assumed under the BCA, unless it is a minor deviation or the deviation is remedied without undue delay. Furthermore, the obligation of assistance ends, if there are circumstances which, according to a confirmation of a renowned law firm to be provided by Vitesco to the Bidder in advance (Legal Opinion), would result in the Executive Board and/or Supervisory Board breaching the duties incumbent on members of corporate bodies

(*Organpflichten*) when continuing to support the tender offer in accordance with the BCA.

3.7.3 Management of the Business in the Period up to the Closing of the Tender Offer and up to the Merger

Vitesco has agreed with the Bidder to manage its business, its subsidiaries and their businesses in the period up to the closing of the tender offer and to the extent legally permissible and within the scope of the duties incumbent on members of corporate bodies with the diligence of a prudent and conscientious manager in a way that is in line with the ordinary course of business, in particular in implementation of the key points of the current business plan and strategy, but taking into account the changes that will become necessary in preparation for the Business Combination. In particular, Vitesco has undertaken not to acquire or sell any relevant assets, in particular not to transfer any assets that are relevant to the e-mobility business as a whole to an acquirer outside the Vitesco Group.

In the period up to the closing of the tender offer and thereafter until a possible merger, Vitesco will manage its business on its own responsibility. This notwithstanding, Vitesco has made in the BCA certain commitments with regard to the management of its business. These commitments include making arrangements, where possible, with contractual partners with regard to possible termination rights due to a change of control, refraining from taking business measures that are not part of ordinary business or from taking corporate actions and not voluntarily increasing the ongoing or one-off remuneration of the Executive Board members, of the members of corporate bodies or of employees of the Vitesco Group outside the ordinary course of business if not already planned.

3.7.4 Financing

The Bidder warrants in the BCA that, by entering into binding agreements with lenders, it has ensured that debt financing will be available to refinance the financial liabilities of Vitesco and its subsidiaries under the existing loans against promissory notes, an existing credit facility from the European Investment Bank and an existing revolving credit facility ("**Financings**") to the extent that this should become necessary due to or in connection with the closing of the tender offer or the Business Combination, in particular as a result of Vitesco's or its subsidiaries' current providers of financing exercising termination rights (or the occurrence of early repayment events) ("**Financing Commitments**").

In addition, the Bidder warrants in the BCA that neither the Financing Commitments nor any other financing agreements of the Schaeffler Group (i) contain restrictions on the payment of dividends by Vitesco, (ii) require as a mandatory obligation to implement the

Merger or to complete and/or enter into any other reorganization measures or inter-company agreements with or with respect to Vitesco and/or its subsidiaries, or (iii) provide for the mandatory obligation that Vitesco and/or its subsidiaries join such financing as guarantors or sureties or provide other security, in the latter case subject to the proviso that the Bidder has agreed with a syndicate of banks on a backup for the existing revolving credit facility of Vitesco in the amount of 800 million € which will exclusively be available to Vitesco as the borrower and will thus only be available if Vitesco joins the respective financing agreement in that function.

Furthermore, the Bidder will be obligated subject to an agreement between Vitesco and the Bidder on the exchange ratio and the merger agreement under the BCA to maintain the Financing Commitments until such point in time when any change of control can no longer be invoked as grounds for termination or for demanding early repayment in accordance with the time limits applicable under the Financings; provided that (i) a reduction will be permissible after the closing of the tender offer by the amount attributable to the Financing of the Offer Price for Vitesco Shares for which the tender offer has not been accepted and (ii) a reduction will be possible to the extent that the lenders of Vitesco and/or its subsidiaries have finally not exercised (or are finally not able to exercise) any existing termination rights or invoke any early repayment obligations.

Finally, Vitesco has agreed to discharge the Financings upon request of the Bidder using the fFinancing Commitments to the extent that this is favorable for Vitesco both in financial terms and with regard to the other essential conditions. Accordingly, Vitesco is not supposed to incur any external indebtedness without the prior consent of the Bidder to the extent that the Bidder provides corresponding financing facilities that are more favorable for Vitesco both in financial terms and with regard to the other conditions than an external financing facility.

3.7.5 Basis for the Business Combination

Subject to an agreement with regard to a merger agreement and the exchange ratio contained therein having been reached, Vitesco and the Bidder have agreed on the fundamental basis for the Business Combination. To this end, they have agreed in the BCA on certain key terms and principles with regard to (i) the corporate name, registered office, brand identity and locations of the Combined Company; (ii) strategy and corporate values; (iii) measures regarding the integration and (iv) employees and senior executive staff members, supervisory board matters and executive board matters.

3.7.5.1 Corporate Name, Registered Office, Brand Identity and Locations of the Combined Company

Schaeffler intends for the Combined Company to operate under the name "Schaeffler AG". Following the Business Combination, the registered office of the Combined Company is intended to be in Herzogenaurach. The Combined Company is to be managed from Herzogenaurach. The division of the remaining so-called "Divisional Headquarters" is still to be discussed in detail between Vitesco and the Bidder. Vitesco and the Bidder are aware of the importance of Vitesco's locations to the Combined Company, in particular the importance of the Regensburg location to the e-mobility business.

The Combined Company is to operate under the brand name of "Schaeffler"; it is intended that the "green" color and the Bidder's slogan ("*We Pioneer Motion*") remain unchanged. The Combined Company is to take over and continue using all brand representations of the Bidder in the form of words, letters, numbers, three-dimensional shapes, colors, holograms, multimedia signs, sounds and other signs. Vitesco's corporate brands, especially the "Vitesco Technologies" brand and the corporate identity associated therewith, are to be maintained on a transitional basis after the closing of the Merger and gradually transferred into the new enterprise over a period of time and in a manner that is appropriate for optimal integration, in particular for the employees of the Vitesco Group. Vitesco and the Bidder will agree on the future use of further product brands taking into account the best interest of the Combined Company.

3.7.5.2 Strategy and Enterprise Values

With the Business Combination, the Bidder intends to create a leading "motion technology company." The Schaeffler Group's four fundamental corporate values ("Sustainable", "Innovative", "Excellent" and "Passionate") will be reviewed and jointly developed further taking into account Vitesco's corporate values ("Passionate", "Partnering" and "Pioneering").

Particularly in the field of electrification, the Combined Company will offer solutions across all dimensions, leveraging the accelerating growth opportunities in e-mobility. Furthermore, the Combined Company will also be able to optimize profitability in conventional powertrain technologies, chassis systems and the automotive aftermarket business.

The Combined Company will consist of four key divisions:

- The E-Mobility division will combine the competences of the Bidder (e-mobility) and Vitesco (Electrification Solutions division).
- The Powertrain & Chassis division will include the conventional powertrain and chassis business divisions of Vitesco and the Bidder.
- The Vehicle Lifetime Solutions division will combine Vitesco's automotive aftermarket activities with the Bidder's existing aftermarket platform, creating an integrated platform provider.
- The Bearings & Industrial Solutions division will consist of the Bidder's current Industrial division and its Automotive Bearings business unit.

In the course of implementing the Business Combination, Vitesco and the Bidder will consider appropriate structures and seek to preserve and integrate the factors for the success of the Vitesco Group in the Combined Company.

Additionally, Vitesco and the Bidder will, together with the Integration Committee (as defined in Section 3.7.5.3 of this Statement), without undue delay, at the latest, however, within six months after the closing of the Offer, prepare and agree on a joint business plan for the Combined Company (including separate plans for the four divisions).

3.7.5.3 Integration Committee

Immediately after the last regulatory clearance has been obtained, Vitesco and the Bidder will establish an Integration Committee (the "**Integration Committee**"). Until the closing of the Merger, the Integration Committee will meet at regular intervals to coordinate the integration of the Bidder and Vitesco, taking into consideration the principles set out in the BCA. The Integration Committee will have no decision-making power under corporate law and will consist of six members; these members will in each case be the Chief Executive Officer, Chief Financial Officer and Chief Human Resources Officer of Vitesco and of the Bidder. With regard to matters that concern the divisional structure and if otherwise required, other members of the Executive Board and of the executive board of the Bidder will be involved in an advisory function.

3.7.5.4 Agreements With Regard to Employees and Executive Staff Members, Supervisory Board Matters and Executive Board Matters

Vitesco and the Bidder agree that committed and motivated staff and the corporate culture they embody are the foundation for the current success of the two companies and of the future success of the Combined Company. Vitesco and the Bidder will endeavor to

maintain a constructive dialogue with the employees and their representative bodies in order to establish attractive and competitive framework conditions, aiming at retaining their excellent employee base and maintaining their corporate culture. It is intended that measures that have already been adopted will still be implemented to the extent that this is in the interest of the Bidder or Vitesco. The Bidder warrants that the terms of employment of the employees of Vitesco or its Group companies, in particular their remuneration or their entitlement to receive other employer benefits, will not deteriorate in the Combined Company in connection with the closing of the transaction. To the extent that it is necessary with regard to the integration of Vitesco into the Combined Company to transfer the terms of employment of employees of Vitesco or its Group companies to a new system, this transfer will be made at equivalent terms, i.e., without any major negative effects for the employees.

In particular, Vitesco and the Bidder respect the statutory rights of the employees, works councils (*Betriebsräte*) and unions (*Gewerkschaften*), as well as the existing agreements under collective labor law (works agreements and collective bargaining agreements). Subject to the Combined Company's objectives, it is not intended in connection with the implementation of the Business Combination to terminate agreements under collective labor law (works agreements and collective bargaining agreements). The Bidder will not take or initiate any measures to cause Vitesco and its Group companies to resign from an employers' association, to terminate collective bargaining agreements or to adversely change the terms of employment of the employees of the Vitesco Group. Furthermore, Vitesco and the Bidder agreed on joint principles for filling the posts in the Combined Company at the levels below the executive board. The principles agreed in this respect apply to the filling of management positions in the E-Mobility and Powertrain & Chassis divisions and for central functional areas in the Combined Company. They do not apply to the filling of management positions for the Vehicle Lifetime Solutions nor Bearings & Industrial Solutions divisions.

It is intended that – for the time following the closing of the Business Combination – the composition of the Bidder's supervisory board will be adjusted taking due account of the competences under corporate law and in consideration of the Combined Company's requirements and its reorientation.

Acknowledging the competences of the Bidder's supervisory board under corporate law and the service contracts currently applicable at the Bidder, one positions with responsibility for certain departments on the executive board of the Combined Company are to be filled by a current member of the Executive Board following the closing of the Business Combination (see Section 8.3 of this Statement). The chairman of the supervisory board of the Bidder and the chairman of the executive board of the Bidder

have also declared in a joint letter to the Executive Board of Vitesco that they could well imagine that the current CFO of Vitesco, Sabine Nitzsche, could become a member of the Executive Board of the Combined Company. In addition, the members of the executive board of the Combined Company will be joined by four regional CEOs. The Bidder has agreed to use its best endeavors to implement the envisaged appointments and other changes within the framework of the statutory requirements and taking into account the relevant responsibilities of the corporate bodies as soon as possible after the closing of the Business Combination.

3.7.6 Provisions Governing the Period up to the Merger

Vitesco and the Bidder have undertaken to cooperate in certain matters in the period up to the closing of the Merger. These matters relate to collaborating in the optimization of the financing structure, in obtaining waivers of the exercise of redemption option rights (*Rückzahlungswahlrechte*), termination or other economic modification rights under financing and other agreements, in the financial and non-financial reporting, in obtaining merger control clearances, and in the preparation of a prospectus for the admission of shares in connection with the Merger.

Vitesco and the Bidder have agreed that the Bidder will indemnify Vitesco against all reasonable external costs incurred in connection with the cooperation services provided by Vitesco under the BCA with respect to reporting issues, the selection of the auditor for the Combined Company, and the provision of information, to the extent that such external costs are expressly approved by the Bidder in advance both on the merits and in terms of the amount and provided that Vitesco informs the Bidder on an ongoing basis of all costs arising so that it is able to conduct a proper and detailed review of these external costs.

Furthermore, as long as the steps leading up to the implementation of the business combination are carried out in accordance with the provisions of the BCA, until the Merger takes effect, however, no longer than until December 31, 2025, the Bidder will comply *inter alia* with the following obligations:

- not to seek, prepare or implement the conclusion of a domination and/or profit and loss transfer agreement, an integration, a squeeze-out with respect to Vitesco, or the revocation of the admission of the Vitesco Shares to trading on the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange and/or on the regulated market of the Frankfurt Stock Exchange (delisting);
- not to exert influence on Vitesco or members of Vitesco's governing bodies with regard to the terms and conditions of the merger agreement or as regards the

determination of the exchange ratio, provided that the exercise of the existing rights from the Vitesco Shares held by or attributable to the Bidder will remain unaffected;

- to ensure that the current amount of shareholder representatives on the Supervisory Board of Vitesco, who will be independent of the Bidder and do not exercise any directorships or similar positions in the Schaeffler Group, will not be reduced; and
- not to take any measures aimed at (i) undermining the independence of the Executive Board and Supervisory Board or (ii) causing a change in the composition of the Executive Board, provided that with regard to (i) and (ii) it is the mutual understanding of Vitesco and the Bidder that the cooperation as a Supervisory Board member or, subject to the above mentioned second obligation of this enumeration to refrain from exerting any influence on the members of Vitesco's governing bodies, which should not be limited by this, for the purposes of the Business Combination does not constitute such a measure.

3.7.7 Term

The BCA has a fixed term that ends on December 31, 2025. In certain cases, however, it may be terminated with immediate effect (*außerordentliche Kündigung*), for example if the tender offer is not closed, if material provisions of the BCA are breached, if no merger agreement has been concluded by December 31, 2024, if the preconditions to provide assistance to Vitesco become obsolete or if one of the closing conditions is definitely not fulfilled, without the bidder having effectively waived this condition prior to the lapse of this condition precedent.

3.8. Involvement of the Executive Board and the Supervisory Board

The Executive Board and the Supervisory Board (via the Special Committee) have discussed in a diligently conducted process the possible benefits and potential risks arising from the Offer. In the course of this process, the Executive Board and the Supervisory Board have decided to constructively assist the Bidder in the implementation of the tender offer and the Business Combination in accordance with the BCA and, provided that an agreement is reached with regard to the exchange ratio and the merger agreement, to present the Merger to the general meeting of Vitesco for resolution and, if the general meeting approves the Merger with the required majority, to proceed with the implementation thereof.

In the period from October 12, 2023, to November 27, 2023, the Bidder held meetings with Vitesco, negotiated the terms of the BCA and received to a limited extent information especially with regard to support the examination and application for merger control and foreign trade clearances from Vitesco. In parallel, Vitesco reviewed the feasibility of a potential combination and negotiated the conditions for a combination with the Bidder. Following final negotiations, on November 27, 2023, Vitesco and the Bidder agreed on binding terms and conditions for the Business Combination (BCA), to which both the Executive Board and the Supervisory Board (via the Special Committee) gave their consent at their respective meetings on that same day immediately before the conclusion of the BCA.

The conclusion of the BCA was announced by Vitesco in the ad-hoc announcement of November 27, 2023.

Since publication of the Offer Document on November 15, 2023, the Executive Board and the Special Committee have thoroughly reviewed the Offer Document with the assistance of their financial and legal advisers; the current status of the BCA negotiations, was also fully taken into account. As regards the Supervisory Board, the recently established Special Committee assisted in the preparation of this Statement. Drafts of the Statement were discussed in detail – in each case taking into account the then current status of the BCA negotiations – at preparatory meetings of the Executive Board and the Special Committee. On November 24, 2023, meetings of the Executive Board and the Special Committee were held at which the valuation and the financial analyses and the so called Inadequacy Opinions prepared by the advising investment banks (the "**Opinions**" – in this regard, see Sections 4.3.4 to 4.3.6 of this Statement) were explained in detail and discussed with the financial and legal advisers and the present Statement was discussed. The scenario of a conceivable increase in the Offer Price and its impact on the valuation of the Offer Price was also discussed by the Executive Board and the Special Committee. In further meetings on November 27, 2023, the Executive Board and the Special Committee dealt with the increased offer price and the question of whether this would result in a change in their assessment of the appropriateness of the Offer Price. The Executive Board and the Special Committee also passed the resolutions on the conclusion of the BCA and the present reasoned Statement on November 27, 2023.

The Executive Board led the negotiations with the Bidder. The Executive Board and the Special Committee were assisted in the process by their financial and legal advisers.

3.9. Main Terms of the Offer

3.9.1 Offer Price

The Bidder offers to the Vitesco Shareholders to purchase their Vitesco Shares at the increased Offer Price of 94.00 € per Vitesco Share in accordance with the terms and conditions of the Offer Document and the Offer Amendment.

3.9.2 Declaration of Acceptance and Re-booking during the Acceptance Period, Legal Consequences of the Acceptance and Settlement of the Offer

In Section 12.2 of the Offer Document the Bidder points out that Vitesco Shareholders may only accept the Offer by declaring their acceptance of the Offer in writing to their custodian bank within the Acceptance Period and instructing their custodian bank to effect the re-booking of the Vitesco Shares in their securities account for which they wish to accept this Offer into ISIN DE 000VTSC025 at Clearstream. Further details are set out in Sections 12.3, 12.4, and 12.5 of the Offer Document.

3.9.3 Acceptance Period, Extension of the Acceptance Period

The period for accepting the Offer started upon publication of the Offer Document on November 15, 2023, and will end, in principle, on December 15, 2023, at 24:00 hours (Frankfurt am Main, Germany, local time).

In the circumstances set out below, the Acceptance Period of the Offer will in each case be extended automatically as follows:

- The Bidder may amend the Offer up to one business day (*Werktag*) before expiry of the Acceptance Period in accordance with Sec. 21 WpÜG. In the event of an amendment to the Offer pursuant to Sec. 21 WpÜG within the last two weeks before expiration of the Acceptance Period, the Acceptance Period will be extended by two weeks (Sec. 21(5) WpÜG) and, consequently, would be expected to end on December 29, 2023, at 24:00 hours (Frankfurt am Main, Germany, local time). This also applies if the amended Offer violates any applicable laws and regulations.
- If a competing offer is launched by a third party regarding the Vitesco Shares during the Acceptance Period for the Offer and if the Acceptance Period for the Offer expires prior to the expiry of the acceptance period for the competing offer, the expiry date of the Acceptance Period for the Offer will be the date on which the acceptance period of the competing offer expires (Sec. 22(2) WpÜG). This

also applies in the event that the competing offer is amended or prohibited or violates any applicable laws and regulations. In Section 4 of the Offer Amendment, the Bidder points out, that the Acceptance Period for the Offer is not affected by the Offer Amendment because it was issued before the last two weeks prior to the expiry of the Offer.

- If Vitesco convenes an extraordinary general meeting in connection with the Offer following publication of the Offer Document, the Acceptance Period will be extended to ten weeks starting on the date of publication of the Offer Document in accordance with Sec. 16(3) WpÜG. In that case, the Acceptance Period would end on January 24, 2023, at 24:00 hours (Frankfurt am Main, Germany, local time).

The period for accepting the Offer, including any extensions of this period resulting under the provisions of the WpÜG, is consistently referred to as the "**Acceptance Period**" in this Statement.

3.9.4 Rights of Withdrawal

In Section 16.1 of the Offer Document, the Bidder describes the following rights of withdrawal of the shareholders that have accepted the Offer, which will be stated herein only briefly; a detailed description of these rights by the Bidder is included in the Offer Document: (i) the right to withdraw in the event that the Offer is amended and (ii) the right to withdraw in the event of competing offers. In addition, the Bidder points out that all Vitesco Shareholders who have accepted the Offer may withdraw from the sale until trading in the tendered Vitesco Shares has ended. With regard to the amendment of the Offer Price, the Bidder points out in Section 5 of the Offer Amendment that any Vitesco Shareholder who has accepted the Offer prior to the publication of the Offer Amendment has the right pursuant to Section 21(4) WpÜG to withdraw from its acceptance of the Offer until the expiry of the acceptance period; otherwise, the rights of withdrawal granted in the Offer Amendment remain unaffected. Furthermore, it points out that Vitesco Shareholders, who have already effectively accepted the Offer prior to publication of the Offer Amendment and who wish to continue to accept it, do not need to exercise their right of withdrawal under the Offer Amendment or take any other action in order to receive the increased Offer Consideration in accordance with the terms and conditions of the Offer Amendment.

The Bidder describes the further details regarding the rights of withdrawal, their exercise, and the consequences of their exercise in Section 16.2 of the Offer Document and Section 5 of the Offer Amendment.

3.9.5 Closing Conditions

According to Section 11 of the Offer Document, the following closing conditions will apply to the closing of the Offer and to the agreements resulting from the acceptance of the Offer. As regards the full wording of the closing conditions, reference is made to Section 11.1 of the Offer Document:

- The issuance of merger control clearance in the period between the publication of the Offer Document until (and including) July 25, 2024, (the "Longstop Date") by the Japanese Fair Trade Commission, as outlined in more detail in Sections 10.1.1 and 11.1.1 of the Offer Document;
- The issuance of foreign direct investment clearance or a certificate of non-objection (Unbedenklichkeitsbescheinigung) in the period between the publication of the Offer Document until (and including) the Longstop Date by the German Federal Ministry for Economic Affairs and Climate Action (Bundesministerium für Wirtschaft und Klimaschutz), as outlined in more detail in Sections 10.2.2 and 11.1.2 of the Offer Document;
- No occurrence of any material adverse change in the market environment between the publication of the Offer Document and the expiration of the Acceptance Period, as outlined in more detail in Section 11.1.3 of the Offer Document;
- No occurrence of any material adverse change in Vitesco's financial position between the publication of the Offer Document and the expiration of the Acceptance Period, as outlined in more detail in Section 11.1.4 of the Offer Document;
- No entering into of any material transaction by Vitesco between the publication of the Offer Document and the expiration of the Acceptance Period, as outlined in more detail in Section 11.1.5 of the Offer Document;
- No commission of any material compliance violation by the Vitesco Group between the publication of the Offer Document and the expiration of the Acceptance Period, as outlined in more detail in Section 11.1.6 of the Offer Document; and
- No occurrence of any loss amounting to at least half of Vitesco's share capital and no filing or opening of any insolvency proceedings against Vitesco's assets between the publication of the Offer Document and the expiration of the Acceptance Period, as outline in more detail in Section 11.1.7 of the Offer Document.

Pursuant to Section 11.1.2 of the Offer Document, the closing condition specified therein (foreign direct investment clearance in Germany) will also be deemed to be fulfilled if the German Federal Ministry for Economic Affairs and Climate Action revokes or withdraws a granted certificate of non-objection or clearance or confirmation and issues new clearance or a new certificate of non-objection or confirmation on or before the Longstop Date.

In Section 12.7 of the Offer Document, the Bidder clarifies that the Offer will lapse if one or more closing conditions have not been fulfilled and the Bidder has – to the extent legally permissible – not validly waived the relevant closing condition at least one business day prior to the expiry of the Acceptance Period and prior to the non-fulfillment of the relevant closing conditions in accordance with Sec. 21(1) sentence 1 no. 4 WpÜG. In that event, the agreements resulting from the acceptance of the Offer will not become effective and, as a consequence, will not be executed (condition precedent). A transfer of title to the tendered Vitesco Shares to the Bidder will not take place and the relevant Vitesco Shares will, to the extent necessary, be transferred back to the relevant securities account and booked back into ISIN DE000VTSC017.

3.9.6 Waiver of Closing Conditions

The closing conditions set out in Section 11.1 of the Offer Document each constitute independent and separate conditions. To the extent legally permissible, the Bidder reserves the right to waive, in whole or in part, one, several, or all of the closing conditions up until one business day prior to the end of the Acceptance Period; a waiver is no longer possible after the relevant closing condition has finally not been fulfilled (see Section 11.3 of the Offer Document). Closing conditions that the Bidder has validly waived will be deemed to have been fulfilled for the purposes of the Offer.

The Bidder is obliged to publish any amendment to the Offer, and therefore also a waiver of any closing condition, without undue delay in accordance with Sec. 21(2) WpÜG in conjunction with Sec. 14(3) sentence 1 WpÜG.

In the event of a waiver of closing conditions within the last two weeks before expiry of the Acceptance Period, the Acceptance Period will be extended automatically by two weeks pursuant to Sec. 21(5) WpÜG and, consequently, would be expected to end on December 29, 2023, at 24:00 hours (Frankfurt am Main, Germany, local time).

In the event of a waiver of closing conditions, Vitesco Shareholders that have accepted the Offer prior to the publication of the amendment of the Offer may, prior to the expiration of the Acceptance Period, withdraw from the agreements that were entered into upon the acceptance of the Offer pursuant to Sec. 21(4) WpÜG.

3.9.7 Trading of tendered Vitesco Shares

Trading in tendered Vitesco Shares via the stock exchange under ISIN DE000VTSC025 is expected to be possible on the regulated market (Prime Standard) of the Frankfurt Stock Exchange from the third trading day after the start of the Acceptance Period until the third trading day prior to the settlement of the Offer. Further information can be found in Section 12.6 of the Offer Document.

The Vitesco Shares that are not tendered for sale remain tradeable under ISIN DE000VTSC017.

3.9.8 Settlement and Receipt of the Offer Consideration

The Bidder recommends that Vitesco Shareholders who wish to accept the Offer should contact their custodian bank or other custodian investment service provider with its seat or a branch in the Federal Republic of Germany or other custodian investment service provider with any questions they may have about accepting the Offer and the technical aspects of settlement.

The payment of the (increased) offer consideration will be made without undue delay following the expiry of the Acceptance Period, however, in any event no later than nine banking days following publication of the results of the Offer pursuant to Sec. 23(1) sentence 1 no. 3 WpÜG if all closing conditions have been fulfilled upon or before the expiry of the Acceptance Period or have been previously validly waived by the Bidder. For details, please see Section 12.5 of the Offer Document. The Bidder points out in Section 5 of the Offer Amendment, that the payment of the increased offer consideration will also be made to all Vitesco Shareholders who have already accepted the offer and do not exercise their right of withdrawal in accordance with the Offer Document and the Offer Amendment.

The Bidder points out that the settlement of the Offer and payment of the Offer Price may be delayed as a result of the merger control clearance and foreign direct investment clearance procedures that need to be conducted (see Section 12.5 of the Offer Document and Section 5 of the Offer Amendment). If full merger control clearance is obtained by the latest possible date (i.e., on July 25, 2024), the settlement agent will transfer the Offer Price to the Vitesco Shareholders accepting the Offer by no later than July 31, 2024.

3.9.9 Applicable Law

According to Sections 1.1 and 20 of the Offer Document and Section 1.1 of the Offer Amendment, the Bidder's Offer and the agreements entered into between the

Vitesco Shareholders and the Bidder as a result of the acceptance of the Offer will be governed by German law. To the extent legally permissible, the exclusive place of jurisdiction for all legal disputes arising from, or in connection with, the Offer (and any agreements entered into as a result of the acceptance of the Offer) is Frankfurt am Main, Germany.

3.9.10 Publications

In Section 11.4 of the Offer Document, the Bidder states that it will announce without undue delay at the internet address (URL)

<https://www.strongertogether24.com>

(in German and as a non-binding English translation) and in the German Federal Gazette (*Bundesanzeiger*) if (i) a closing condition has been fulfilled, (ii) the Bidder has validly waived a closing condition in advance, (iii) all closing conditions have been fulfilled, unless such closing conditions have been validly waived, or (iv) the Offer will not be closed.

The Bidder also points out in Section 3 of the Offer Document that all other declarations and announcements required to be made by the Bidder under the WpÜG in connection with the Offer will be published at the internet address (URL)

<https://www.strongertogether24.com>

and, to the extent required by applicable law, in the German Federal Gazette (*Bundesanzeiger*).

The Offer Amendment was announced on November, 27, 2023 by the Bidder at the internet address (URL)

<https://www.strongertogether24.com>

(in German and as a non-binding English translation).

3.10. Financing of the Offer

According to Section 13 of the Offer Document and Section 6.2 of the Offer Amendment, the Bidder has taken the measures necessary to ensure that it has at its disposal the financial means necessary to fulfill the Offer in full at the time when the claims for payment of the Offer Price fall due. According to information provided by the Bidder in Section 6.1.1 of the Offer Amendment, the maximum total costs for the (increased) Offer

amount to 3,821,992,424.00 €. These costs comprise both the maximum consideration amount (if the Offer is accepted in full) of 3,761,992,424.00 € and transaction costs in the amount of 60 million €. On the basis of the respective qualified non-tender agreements entered into between the Bidder and IHO Beteiligungs GmbH and the Bidder and IHO Verwaltungs GmbH, however, the total financing requirement expected by the Bidder amounts to only 1,883,252,118.00 €, see Section 13.1.2 of the Offer Document and Section 6.1.2 of the Offer Amendment. The details on the financing measures are described by the Bidder in Section 13.2 of the Offer Document and Section 6.2 of the Offer Amendment.

The Bidder intends to finance the Offer through a loan in the amount of 2.2 billion € from Bank of America Europe Designated Activity Company with its seat in Dublin, Ireland; BNP Paribas with its seat in Paris, France; Citibank Europe Plc, Germany Branch, with its seat in Dublin, Ireland; and Deutsche Bank AG Luxembourg Branch, with its seat in Frankfurt am Main, Germany (see Section 13.2 of the Offer Document and Section 6.2 of the Offer Amendment). In addition, according to the statements made there, the Bidder has entered into a revolving credit facility in the amount of 800 million € with the above-mentioned banks in the event that Vitesco's existing revolving credit facility may be terminated due to a change of control.

According to the information provided by the Bidder in Section 13.3 of the Offer Document, Bank of America Europe Designated Activity Company, with its seat in Dublin, Ireland, a custodian investment service provider that is independent of the Bidder, has issued the financing confirmation required under Sec. 13(1) sentence 2 WpÜG. The financing confirmation of November 2, 2023, is attached to the Offer Document as Annex 4. The Executive Board and the Supervisory Board have no reason to doubt the correctness of the financing confirmation issued by Bank of America Europe Designated Activity Company. According to the information provided by the Bidder in section 6.3 of the Offer Amendment, the same investment services company also issued the financing confirmation required in relation to the increased offer consideration pursuant to Sec. 21(3) in conjunction with section 13(1) sentence 2 WpÜG. This is attached to the Offer Amendment.

3.11. Authority of the Offer Document and the Offer Amendment

For further information and details (especially details regarding the closing conditions, the Acceptance Periods, the acceptance and settlement modalities, and the statutory rights of withdrawal), the Vitesco Shareholders are referred to the statements in the Offer Document and the Offer Amendment. The above information merely summarizes some of the information contained in the Offer Document and the Offer Amendment. Thus, the

description of the Offer in this Statement does not purport to be complete and, for an evaluation of the Bidder's Offer, the Statement should be read together with the Offer Document and the Offer Amendment. As regards the terms and conditions of the Offer and its settlement, only the provisions of the Offer Document and the Offer Amendment are relevant. It is the sole responsibility of each Vitesco Shareholder to take note of the Offer Document and the Offer Amendment and take the actions necessary from that Vitesco Shareholder's point of view.

4. TYPE AND AMOUNT OF THE CONSIDERATION OFFERED

4.1. The Type and Amount of the Consideration

The Bidder is offering an Offer Price, i.e., consideration within the meaning of Sec. 27(1) sentence 2 no. 1 WpÜG, in an amount of 94.00 € in cash for each Vitesco Share. The Executive Board and the Special Committee appreciate the fact that the Bidder offers the Vitesco Shareholders a cash consideration in Euro. That way, the shareholders who accept the Offer are provided with the greatest possible degree of flexibility by allowing them to reinvest or otherwise use the consideration they receive.

4.2. No Applicability of the Statutory Requirements regarding Minimum Prices

Unlike takeover and mandatory offers, a simple public tender offer such as the Bidder's Offer is not subject to any statutory requirements regarding the type and amount of the consideration. The provisions under Sec. 31 WpÜG do not apply. The Bidder was therefore able to set the amount of consideration offered for the Vitesco Shareholders at its discretion, which is why the Executive Board and the Supervisory Board did not have to take into account in their assessment the statutory requirements under the WpÜG regarding the minimum amount of the consideration.

According to Section 9.2 of the Offer Document, in determining the offer consideration, the Bidder referred to the stock exchange price of the Vitesco Shares in the electronic trading system XETRA on the last trading day prior to the announcement of the Bidder's decision to make the Offer, i.e., on October 6, 2023.

On the basis of that evaluation, the Bidder has become convinced that the Offer Price was adequate, in particular, because the Offer Price offered an attractive premium.

4.3. Assessment of the Adequacy of the Offered Consideration

The Executive Board and the Supervisory Board (via the Special Committee) have each performed a careful assessment and thorough review and analysis of the financial adequacy of the consideration offered by the Bidder for the Vitesco Shares on the basis of Vitesco's current strategy and financial planning, as well as certain other assumptions and information.

To this end, they have, in particular, considered relevant historical stock exchange prices, expectations of stock analysts, and discounted cash flow analyses of Vitesco's enterprise value. In addition, the Executive Board and the Special Committee commissioned different financial advisers to prepare the Opinions (see Sections 4.3.4 to 4.3.6 of this

Statement). The Executive Board and the Special Committee have discussed at length and each independently and critically assessed the underlying data of the Opinions, the applied methods and the findings of the Opinions. The Executive Board and the Supervisory Board expressly point out that each of them has assessed the adequacy of the consideration independently of the other.

4.3.1 Comparison with Historical Stock Exchange Prices

In order to assess the financial adequacy of the Offer Price, the Executive Board and the Supervisory Board have, *inter alia*, considered the development of the stock exchange prices of the Vitesco Shares.

The Vitesco Shares are admitted to trading in the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange. The Executive Board and the Supervisory Board are of the opinion that there was functioning stock exchange trading with sufficient trading activity for Vitesco Shares in the period relevant for the analysis.

Based on the stock exchange price of the Vitesco Share (the source in each case: Bloomberg) prior to the publication of the decision to make the Offer on October 9, 2023, the Offer Price of 94.00 € includes the following premiums:

- The stock exchange price (XETRA closing price) of October 6, 2023, i.e., the last trading day prior to the publication of the decision to make the Offer, was 75.35 € per Vitesco Share. Based on this stock exchange price, the Offer Price includes a premium of 18.65 €, or approximately 24.8%.
- The volume-weighted average stock exchange price (XETRA) in the last three months prior to and including October 6, 2023, i.e., the last trading day prior to the publication of the decision to make the Offer, amounted to approximately 76.18 € per Vitesco Share. Based on this average price, the Offer Price includes a premium of approximately 17.82 €, or 23.4%.

In the opinion of the Executive Board and the Supervisory Board, however, both the historical stock market prices and the premium included in the Offer Price do not adequately reflect the future potential and the long-term value of the Vitesco Share. Compared to the most recent stock exchange prices of the Vitesco Share, however, the Offer Price does include a premium and might therefore be attractive for risk-averse or short-term investors.

The Executive Board and the Supervisory Board point out that the closing stock exchange price (XETRA) of Vitesco on November 24, 2023 of 94.60 € was higher than the Offer Price of 94.00 € per Vitesco Share.

The Executive Board and the Supervisory Board therefore point out to the Vitesco Shareholders that, prior to accepting the Offer, they should consider whether they may be able to achieve a higher price by selling their Vitesco Shares on the stock exchange rather than by accepting the Offer.

4.3.2 Valuation by Financial Analysts

In assessing the adequacy of the Offer Price, the Executive Board and the Supervisory Board have also considered the recommendations and target prices for the Vitesco Share published by selected analysts in the last three months prior to the announcement of the Bidder's decision to make the Offer pursuant to Sec. 10(1) sentence 1 WpÜG on October 9, 2023, as set out below:

Analyst	Date published	Target price per Vitesco Share in €	Recommendation
J.P. Morgan	Oct. 2, 2023	82.00	Buy
Deutsche Bank	Sept. 28, 2023	78.00	Buy
Goldman Sachs	Sept. 20, 2023	91.00	Buy
Exane BNP Paribas	Aug. 21, 2023	75.00	Neutral
HSBC	Aug. 18, 2023	93.00	Buy
Bank of America	Aug. 11, 2023	92.00	Buy
Kepler Cheuvreux	Aug. 11, 2023	74.00	Hold
Citi	Aug. 10, 2023	90.00	Buy
Morningstar	Aug. 10, 2023	113.00	Buy
ODDO BHF	Aug. 10, 2023	80.00	Neutral
Quirin Privatbank	Aug. 10, 2023	90.00	Buy
Warburg Research	Aug. 10, 2023	94.00	Buy
Median		90.00	
Average		87.67	

Source: Bloomberg, FactSet, Vitesco, October 6, 2023

Analysts' expectations for the Vitesco Share published on and before October 6, 2023, result in a target price (average) of approximately 87.67 € and a median of 90.00 €. On that basis, the Offer Price of 94.00 € includes a premium of approximately 7.2% over the expected average price and approximately 4.4% over the median.

In light of the other analyses and considerations considered and their assessment of the Company's development potential, the Executive Board and the Supervisory Board each

come to the conclusion, however, that these analysts' target prices do not adequately reflect the value of the Vitesco Share. This is not least due to the fact that the valuations of financial analysts of a share are typically based on a short observation period and therefore cannot adequately take into account the long-term value of the Vitesco Share.

4.3.3 Consideration of Vitesco's Value Potential As Part of a Discounted Cash Flow Analysis

The Executive Board and the Supervisory Board have each satisfied themselves in connection with the submission of the Opinions that, based on assumptions that the Executive Board and the Supervisory Board deem realistic and in taking due account of the opportunities and risks inherent in the business planning, the Offer Price is significantly below the range of values determined based on the discounted cash flow analysis and thus, in the opinion of the Executive Board and the Supervisory Board, the consideration offered does not adequately reflect the long-term value of Vitesco.

The current business planning underlying the discounted cash flow analyses reflects the corporate planning as prepared between May and November 2022.

4.3.4 J.P. Morgan Opinion

Vitesco engaged J.P. Morgan Securities plc ("**J.P. Morgan**") in conjunction with the Offer as its financial adviser. As part of the assignment, J.P. Morgan has prepared for the Executive Board on November 27, 2023 an opinion on the financial fairness of the Offer Price of 94.00 € for Vitesco Shareholders at the time in question (except for the Bidder and the Persons Acting Jointly with the Bidder) together with the underlying financial analyses (also known as a inadequacy opinion) ("**J.P. Morgan Opinion**").

In its J.P. Morgan Opinion dated November 27, 2023, J.P. Morgan comes to the conclusion that, subject to the assumptions, limitations and qualifications contained therein and as of the date of the issuance of the J.P. Morgan Opinion (i.e., November 27, 2023), the Offer Price to be paid per Vitesco Share to the Vitesco Shareholders (except for the Bidder and the Persons Acting Jointly with the Bidder) pursuant to the Offer Document is not fair from a financial point of view. The J.P. Morgan Opinion is attached to this Statement as Annex. The J.P. Morgan Opinion was limited to assessing the fairness of the Offer Price to be paid to the Vitesco Shareholders (except for the Bidder and the Persons Acting Jointly with the Bidder) as of November 27, 2023, from a financial point of view. It did not include any assessment or consideration of any other conditions or aspects of the Offer, or of any conditions or aspects of other contracts or agreements related to the Offer or any related transaction or entered into or amended in connection therewith, or which will be sought to be concluded after the closing of the Offer, including

the fairness of the Offer or any related transaction, or any consideration received in connection therewith, for the Bidder or the holders of any other class of securities, for creditors or other participants, or for persons to which Vitesco otherwise has granted any rights.

The Executive Board has conducted a thorough review of the J.P. Morgan Opinion obtained, and has discussed the analyses and results thereof in detail with representatives of J.P. Morgan, and has independently and critically assessed such results.

The Executive Board points out that the J.P. Morgan Opinion has been prepared and provided solely for the purpose of informing and assisting the Executive Board in connection with the assessment of the financial fairness of the Offer Price and that third parties, including the Vitesco Shareholders, cannot rely on them. The J.P. Morgan Opinion is neither directed at third parties (including the Vitesco Shareholders) nor does it establish any protective rights for third parties. Third parties cannot derive any rights from the J.P. Morgan Opinion. No contractual relationship is established between J.P. Morgan and any third parties that read the J.P. Morgan Opinion. Neither the J.P. Morgan Opinion nor the underlying engagement agreement between J.P. Morgan and Vitesco have a protective effect for third parties or lead to the inclusion of third parties in their respective scope of protection.

The J.P. Morgan Opinion is not addressed to the Vitesco Shareholders and does not constitute a recommendation by J.P. Morgan as to whether or not they should tender their shares in connection with the Offer or accept the Offer or how they should vote in connection with the Offer or any other matter. The consent of J.P. Morgan to the J.P. Morgan Opinion being attached to this Statement as an Annex does not constitute any enlargement of or addition to the group of persons to whom the J.P. Morgan Opinion is addressed or who are permitted to rely on the J.P. Morgan Opinion, and this consent does not lead to an inclusion of third parties in the scope of protection of the J.P. Morgan Opinion. Furthermore, the J.P. Morgan Opinion does not address the Executive Board's decision as to whether alternative transactions are more advantageous for Vitesco or the price at which Vitesco shares could be traded.

J.P. Morgan has not made an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative, or other off-balance-sheet assets and liabilities) of Vitesco or of any of its subsidiaries and no such evaluation or appraisal has been provided to it, either. In addition, the J.P. Morgan Opinion does not constitute a valuation report (*Wertgutachten*) as typically prepared by statutory auditors and must not be considered as such. Specifically, it does not comply with the standards for such valuation reports as defined by the Institute of Public Auditors in Germany (*Institut der Wirtschaftsprüfer in Deutschland e.V.* – ("IDW")) (IDW S 1 for company evaluations;

IDW S 8 for the preparation of fairness opinions). The J.P. Morgan Opinion differs in a number of important respects from an enterprise valuation or a fairness opinion prepared by a statutory auditor.

Furthermore, J.P. Morgan has issued no statement about whether or not the terms and conditions of the Offer are consistent with the requirements of the WpÜG or the WpÜG Offer Regulation or comply with any other legal requirements.

In connection with the Offer, J.P. Morgan acted as financial advisor to Vitesco and will receive customary compensation from Vitesco for its services. It is noted J.P. Morgan has acted as financial advisor to Continental AG ("Continental"), in which an affiliate of the Bidder is a significant shareholder, in connection with the spin-off of Vitesco from Continental, for which J.P. Morgan received compensation. In this two-year period J.P. Morgan and its affiliates also had business or investment banking relationships with Schaeffler for which J.P. Morgan and its affiliates received customary compensation. These services included acting as a dealer for Schaeffler's bond issuance program. In addition J.P. Morgan and its affiliates hold less than 1% of Vitesco Shares and less than 1% of Schaeffler's common shares in proprietary trading. In the ordinary course of business, J.P. Morgan and its affiliates may actively trade debt and equity securities of Vitesco or Schaeffler for their own account or for the account of clients, and accordingly, J.P. Morgan may at any time hold long or short positions in such securities.

4.3.5 Lazard Opinion

Vitesco engaged Lazard & Co. GmbH ("**Lazard**") in conjunction with the Offer as its financial adviser. As part of the assignment, Lazard has prepared an opinion for the Executive Board on November 27, 2023 on the financial fairness of the Offer Price of 94.00 € for Vitesco Shareholders at the time in question (except for the Bidder and the Persons Acting Jointly with the Bidder) together with the underlying financial analyses (also known as a inadequacy opinion) ("**Lazard Opinion**").

In the Lazard Opinion dated November 27, 2023, Lazard comes to the conclusion that, subject to the assumptions, limitations and qualifications contained therein and as of the date of the issuance of the Lazard Opinion (i.e., November 27, 2023), the Offer Price to be paid per Vitesco Share to the Vitesco Shareholders (except for the Bidder and the Persons Acting Jointly with the Bidder) pursuant to the Offer Document is not fair from a financial point of view. The Lazard Opinion is attached to this Statement as Annex. The Lazard Opinion is limited to assessing the fairness of the Offer Price to be paid to the Vitesco Shareholders (except for the Bidder and the Persons Acting Jointly with the Bidder) as of November 27, 2023, from a financial point of view. It does not include any assessment or consideration of any other conditions or aspects of the Offer, or of any

conditions or aspects of other contracts or agreements related to the Offer or any related transaction or entered into or amended in connection therewith, or which will be sought to be concluded after the closing of the Offer, including the fairness of the Offer or any related transaction, or any consideration received in connection therewith, for the Bidder or the holders of any other class of securities, for creditors or other participants, or for persons to which Vitesco otherwise has granted any rights.

The Executive Board has conducted a thorough review of the Lazard Opinion obtained, and has discussed the results thereof in detail with representatives of Lazard, and has independently and critically assessed such results.

The Executive Board points out that the Lazard Opinion has been provided solely for the purpose of informing and assisting the Executive Board in connection with the assessment of the financial fairness of the Offer Price and that third parties, including the Vitesco Shareholders, cannot rely on them. The Lazard Opinion is neither directed at third parties (including the holders of Vitesco Shares) nor does it establish any protective rights for third parties. Third parties cannot derive any rights from the Lazard Opinion. No contractual relationship is established between Lazard and third parties that read the Lazard Opinion. Neither the Lazard Opinion nor the underlying engagement agreement between Lazard and Vitesco have a protective effect for third parties or lead to the inclusion of third parties in their respective scope of protection.

The Lazard Opinion is not addressed to the Vitesco Shareholders and does not constitute a recommendation by Lazard as to whether or not they should tender their shares in connection with the Offer or accept the Offer or how they should vote in connection with the Offer or any other matter. The consent of Lazard to the Lazard Opinion being attached to this Statement as an Annex does not and will not constitute any enlargement of or addition to the group of persons to whom the Lazard Opinion is addressed or who are permitted to rely on the Lazard Opinion, and this consent does not lead to an inclusion of third parties in the scope of protection of the Lazard Opinion. Furthermore, the Lazard Opinion does not address the Executive Board's decision as to whether alternative transactions are more advantageous for Vitesco or the price at which Vitesco shares could be traded.

Lazard has not made an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative, or other off-balance-sheet assets and liabilities) of Vitesco or of any of its subsidiaries and no such evaluation or appraisal has been provided to it, either. In addition, the Lazard Opinion does not constitute a valuation report (*Wertgutachten*) as typically prepared by statutory auditors and must not be considered as such. Furthermore, it does not comply with the standards for such valuation reports as defined by the IDW (IDW S 1 for company evaluations; IDW S 8 for the preparation of

fairness opinions). The Lazard Opinion differs in a number of important respects from an enterprise valuation or a fairness opinion prepared by a statutory auditor.

Furthermore, Lazard has issued no statement about whether or not the terms and conditions of the Offer are consistent with the requirements of the WpÜG or the WpÜG Offer Regulation or comply with any other legal requirements.

In connection with the Offer, Lazard acted as financial advisor to the Executive Board and will receive customary compensation from Vitesco. It is noted that for the past two years Lazard has acted as financial advisor to Continental AG ("Continental"), in which a company affiliated with the Bidder is a significant shareholder, in connection with the spin-off of Vitesco from Continental for which Lazard received remuneration. Lazard or other companies of the of the Lazard Group may in the future provide financial advisory services to Vitesco or the Bidder, for which they may receive customary compensation. In addition certain entities of the Lazard Group may deal in Vitesco Shares and other securities of Vitesco and securities of the Bidder for their own account and for the account of their clients and accordingly may at any time hold a long or short position in such securities and may also trade or hold securities on behalf of Vitesco, the Bidder and/or certain of their respective affiliates. Lazard does not comment on the prices at which the shares of Vitesco Shares are traded or may be traded at any time.

4.3.6 Perella Weinberg Partners Opinion

The Special Committee engaged Perella Weinberg UK Limited ("**Perella Weinberg Partners**" or "**PWP**") as its financial adviser. Perella Weinberg Partners has prepared an opinion on the financial fairness of the Offer Price of 94.00 € for Vitesco Shareholders (except for the Bidder and the Persons Acting Jointly with the Bidder) ("**Perella Weinberg Partners Opinion**"). On November 24, 2023, Perella Weinberg Partners presented and explained to the Executive Board the analysis underlying the Perella Weinberg Partners Opinion and commented on the increased offer price of 94.00 € at the meeting of the Special Committee on November 27, 2023.

In the Parella Weinberg Partners Opinion dated November 27, 2023, Perella Weinberg Partners comes to the conclusion that, subject to the assumptions and limitations contained therein and as of the date of the issuance of the Perella Weinberg Partners Opinion (i.e., November 27, 2023), the Offer Price to be paid per Vitesco Share pursuant to the Offer Document is not fair from a financial point of view. The Perella Weinberg Partners Opinion is attached to this Statement as Annex. The Perella Weinberg Partners Opinion is limited to assessing the fairness of the Offer Price to be paid to the Vitesco Shareholders (except for the Bidder, all affiliates of the Bidder or any persons acting jointly with the Bidder or otherwise related to the Bidder) as of November 27, 2023, from

a financial point of view. It does not include any assessment or consideration of any other conditions or aspects of the Offer, or of any conditions or aspects of other contracts or agreements related to the Offer or entered into or amended in connection therewith, or which will be sought to be concluded after the closing of the Offer, including the fairness of the Offer, or any consideration received in connection therewith, for the Bidder or the holders of any other class of securities or for creditors, or for persons to which Vitesco otherwise has granted any rights.

The Special Committee has conducted a thorough review of the Opinion obtained, and has discussed the results thereof in detail with representatives of Perella Weinberg Partners, and has independently and critically assessed such results.

The Special Committee points out that the Perella Weinberg Partners Opinion has been prepared and provided solely for the purpose of informing and assisting the Special Committee in connection with the assessment of the financial fairness of the Offer Price and that third parties, including the Vitesco Shareholders, cannot rely on them. The Perella Weinberg Partners Opinion is neither directed at third parties (including the holders of Vitesco Shares) nor does it establish any protective rights for third parties. Third parties cannot derive any rights from the Perella Weinberg Partners Opinion. No contractual or other relationship is established between Perella Weinberg Partners and third parties that read the Perella Weinberg Partners Opinion. Neither the Perella Weinberg Partners Opinion nor the underlying engagement agreement between Perella Weinberg Partners and Vitesco have a protective effect for third parties or lead to the inclusion of third parties in their respective scope of protection.

The Perella Weinberg Partners Opinion is especially not addressed to the Vitesco Shareholders and does not constitute a recommendation by Perella Weinberg Partners as to whether or not they should tender their shares in connection with the Offer or accept the Offer. The consent of Perella Weinberg Partners to the Perella Weinberg Partners Opinion being attached to this Statement as an Annex does not and will not constitute any enlargement of or addition to the group of persons to whom the Perella Weinberg Partners Opinion is addressed or who are permitted to rely on the Perella Weinberg Partners Opinion, and this consent does not lead to an inclusion of third parties in the scope of protection of the Perella Weinberg Partners Opinion. Furthermore, the Perella Weinberg Partners Opinion does not address the relative merits of the Offer as compared to any strategic alternatives that may be available to the Bidder or Vitesco.

Perella Weinberg Partners has not made an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative, or other off-balances-sheet assets and liabilities) of Vitesco or of any of its subsidiaries and no such evaluation or appraisal has been provided to it, either. In addition, the Perella Weinberg Partners

Opinion does not constitute a valuation report (*Wertgutachten*) as typically prepared by statutory auditors and must not be considered as such. Furthermore, it does not comply with the standards for such valuation reports as defined by the IDW (IDW S 1 for company evaluations; IDW S 8 for the preparation of fairness opinions). A opinion of the type issued by Perella Weinberg Partners differs in a number of important respects from an enterprise valuation or a fairness opinion prepared by a statutory auditor.

Furthermore, Perella Weinberg Partners has issued no statement about whether or not the terms and conditions of the Offer are consistent with the requirements of the WpÜG or the WpÜG Offer Regulation or comply with any other legal requirements.

Perella Weinberg Partners has acted as financial adviser to the Special Committee in connection with the Offer. Perella Weinberg Partners will receive a customary market compensation from Vitesco for its services rendered in connection with the Offer. In addition, Vitesco has agreed to reimburse Perella Weinberg Partners for certain expenses and to indemnify Perella Weinberg Partners against certain liability risks in connection with the assumption of this mandate.

It is pointed out that it is possible that Perella Weinberg Partners or any affiliates of Perella Weinberg Partners provided, provide or will provide consultancy or other financial services to Vitesco, the Bidder, their affiliates or third parties, and received or will receive compensation for these services. It is possible at all times that in the course of its ordinary business activities Perella Weinberg Partners or affiliates of Perella Weinberg Partners hold for their own account or for the account of a third party securities of any kind and/or financial instruments relating to Vitesco, the Bidder, their affiliates or third parties.

4.3.7 Overall assessment of the adequacy of the consideration

The Executive Board and the Supervisory Board (via the Special Committee) have diligently and comprehensively analyzed and assessed the adequacy of the offered consideration. The Executive Board and the Special Committee have each made their own considerations and taken into account the content of the Opinions and, based on their own experience, have convinced themselves of the plausibility of the approach of J.P. Morgan, Lazard and PWP and of the analyses carried out in connection with the preparation of their respective opinion and the conclusions drawn on the basis thereof. The Executive Board and the Special Committee are of the opinion that the methods described in the relevant opinion are customary and internationally recognized procedures the use of which is also appropriate and reasonable here, both in relation to the Offer and for the purpose of this Statement.

On this basis and taking into account their own assessment of the current situation, Vitesco's development potential and the overall circumstances of the Offer, the Executive Board and the Supervisory Board believe that the Offer Price for each Vitesco Share is inadequate from a financial point of view.

This assessment of the Executive Board and of the Supervisory Board is based in particular on the following considerations:

- Even though the valuations of the Vitesco Share by financial analysts outlined in more detail in Section 4.3.2 of this Statement may initially suggest that the Offer Price is adequate, in the opinion of the Executive Board and the Supervisory Board, it does not adequately reflect the true enterprise value per Vitesco Share.
- In the opinion of the Executive Board and the Supervisory Board, this is shown in particular in the results of the discounted cash flow analysis of Vitesco's enterprise value carried out here and described in Section 4.3.3 of this Statement. Based on the business expectations and plans deemed realistic as well as the opportunities and risks inherent in the business planning, this results in a valuation of Vitesco's enterprise value that is significantly above the Offer Price.
- On this basis, all financial advisers engaged by the Executive Board and the Special Committee came to the unanimous conclusion in their respective Opinions that the Offer Price is significantly below Vitesco's enterprise value per share.

The Executive Board and the Supervisory Board do not provide any assessment in accordance with the IDW S1 valuation standard and no assessment, either, as to whether a higher or lower amount than the Offer Price would possibly have to be determined, or will be determined, in the future in the event – which cannot be ruled out – that a measure is taken that triggers a statutorily prescribed adequate compensation. Furthermore, the Executive Board and the Supervisory Board do not provide any assessment as to which valuation of Vitesco will be decisive for determining the exchange ratio for the exchange of Vitesco Shares for shares of the Bidder used as a basis for the Merger.

5. OBJECTIVES AND INTENTIONS OF THE BIDDER AND PROSPECTIVE CONSEQUENCES FOR VITESCO

5.1. Objectives and Intentions as Set Out in the Offer Document

The objectives and intentions of the Bidder, which are discussed below, are set out in more detail in Section 8 of the Offer Document.

5.1.1 Future Business Activities, Utilization of Assets and Future Obligations of Vitesco

As stated in the Offer Document under Sections 8.1 and 8.5, the Bidder intends to merge Vitesco as the transferring legal entity into the Bidder as the acquiring legal entity pursuant to Secs. 4 et seqq. and 60 et seqq. of the German Transformation Act (*Umwandlungsgesetz*, "**UmwG**") with Vitesco as soon as possible after the closing of the Offer in order to create the Combined Company.

This notwithstanding, the Combined Company resulting from the Merger will continue to pursue the current growth strategy of the Bidder, utilizing the resulting synergies. With the Combined Company, the Bidder intends to establish a leading motion technology company with four specialized divisions, namely the E-Mobility, the Powertrain & Chassis, the Vehicle Lifetime Solutions and the Bearings & Industrial Solutions divisions. The Schaeffler Group's four fundamental corporate values ("Sustainable", "Innovative", "Excellent", and "Passionate") will continue to apply and will continue to be the basis of the Combined Company's actions. The Offer Document further states that, particularly in the fields of electrification, the Combined Company is to offer solutions across all dimensions, leveraging the accelerating growth opportunities in e-mobility. Furthermore, it is intended that the Combined Company will also sustainably optimize profitability in conventional powertrain technologies, chassis systems and the automotive aftermarket business.

For this purpose, the individual company divisions of the Bidder and Vitesco are to be combined as follows:

- (i) The E-Mobility division will combine the competences of the Bidder (E-Mobility) and of Vitesco (Electrification Solutions division).
- (ii) The Powertrain & Chassis division will include the Bidder's and Vitesco's conventional powertrain and chassis business units.

- (iii) Vitesco's automotive aftermarket activities will be combined with the Bidder's existing aftermarket platform in the future Vehicle Lifetime Solutions division thereby creating an integrated platform provider.
- (iv) The Bearings & Industrial Solutions division will comprise the current Industrial division and the Bidder's Automotive Bearings business unit.

The Bidder intends that, in particular, the assets relevant to Vitesco's e-mobility business will remain with Vitesco until the Merger takes effect. Furthermore, it is the Bidder's intention that Vitesco continue its business activities until the Merger takes effect, also with regard to the utilization of assets and future obligations, in implementation of the key points of the current business plan and strategy.

5.1.2 Name and Registered Office of Vitesco; Location of Key Company Divisions

As set out in Section 8.2 of the Offer Document, it is the Bidder's intention that the name, registered office and locations of key company divisions of Vitesco continue unchanged until the Merger takes effect.

Upon closing of the Merger, the Combined Company will operate under the corporate name "Schaeffler AG". Following the Business Combination, the registered office of the Combined Company will be in Herzogenaurach. The Combined Company will be managed from Herzogenaurach. The Bidder expects further constructive discussions with Vitesco regarding Vitesco's locations and intends to conduct such discussions taking into account the importance of Vitesco's locations to the Combined Company.

The Bidder also intends to achieve the synergies mentioned in Section 7 of the Offer Document primarily by realizing growth potentials and achieving long-term value creation and not by closing locations or reducing the workforce. Furthermore, the Bidder intends to proceed in a socially responsible manner in close cooperation with Vitesco and the employee representative bodies of the Bidder and Vitesco and taking into account the importance of the locations of both companies to the future success of the Combined Company.

5.1.3 Impacts on the Governing Bodies of Vitesco

The Bidder does not intend to work towards changing the composition of the Executive Board or the Supervisory Board before the Merger takes effect.

5.1.4 Employees, Terms of Employment and Employee Representative Bodies

As set out in Section 8.4 of the Offer Document, the Bidder intends to respect all labor law provisions, including those arising from existing employment contracts, works agreements and collective bargaining agreements, as well as the rights of employees, works councils and trade unions, to the extent applicable in each case. The Bidder does not intend to terminate agreements under collective labor law (works agreements and collective bargaining agreements) in connection with the implementation of the Business Combination.

The Bidder is of the opinion that it has a very good relationship with its employees and employee representatives and intends to include the employees and employee representatives of Vitesco in this very good relationship following the Business Combination. For this purpose, the Bidder intends to seek a constructive dialogue with the employees and employee representatives of Vitesco in order to establish attractive and competitive framework conditions, aiming at retaining the excellent employee base.

The Bidder also intends to achieve the synergies mentioned in Section 7 of the Offer Document primarily by realizing growth potentials and achieving long-term value creation and not by closing locations or reducing the workforce.

5.1.5 Merger

In order to complete the integration of the Vitesco Group into the Schaeffler Group, the Bidder intends to merge Vitesco as the transferring legal entity into the Bidder as the acquiring legal entity in a second step following the successful completion of the Offer (see Section 8.5 of the Offer Document). The exchange ratio between Vitesco Shares and shares of the Bidder for the Vitesco Shareholders as part of the Merger will be determined by the Bidder and Vitesco based on a valuation conducted by an independent expert and confirmed by a court-appointed expert merger auditor.

As a result of the Merger, Vitesco will cease to exist and Vitesco Shareholders who have not tendered their Vitesco Shares into the Offer and who continue to hold their Vitesco Shares at the time the Merger becomes effective will become shareholders of the Bidder (in accordance with the merger ratio).

However, the Bidder does not intend to carry out a squeeze-out with respect to Vitesco or to enter into a domination and/or profit and loss transfer agreement with Vitesco (see Section 8.7 of the Offer Document).

5.1.6 Future Business Activities of the Bidder and the Schaeffler Group

With the exception of the intentions set out in this Section 5.1 with regard to the Business Combination and the business activities of the Combined Company after the Merger has taken effect, the Bidder and the Persons Acting Jointly with the Bidder have no intentions that could have an impact on the registered office or the location of key company divisions of the Bidder, on the employees, their representative bodies and terms of employment or the members of the governing bodies of the Bidder or the business activities, the utilization of the assets or the future obligations of the Bidder.

5.2. Objectives and Intentions as Set Out in the BCA

As set out in Section 3.7 of this Statement, the BCA contains, *inter alia*, the mutual understanding as regards the terms of the Offer and its implementation as well as general agreements and understandings regarding the Business Combination between Vitesco and the Bidder, the structure of the transaction, corporate governance and the future collaboration after the closing of the Offer and as regards a merger of Vitesco into the Bidder. The BCA also contains specific and binding statements regarding the objectives and intentions that its parties are pursuing with the closing of the Business Combination. Reference is hereby made to the material objectives and intentions of the Bidder set out in detail in Section 3.7 of this Statement. Some of the objectives and intentions of the Bidder from the Offer Document dated November 15, 2023, described under Section 5.1 have become obsolete given the provisions of the BCA.

5.3. Evaluation of the Objectives of the Bidder and of the Prospective Consequences

5.3.1 Future Business Activities of Vitesco; Utilization of Assets and Future Obligations

5.3.1.1 BCA as the Basis for the Business Combination of Vitesco and the Bidder

The Executive Board and the Supervisory Board expressly appreciate that the Bidder and Vitesco have given their objectives and intentions with regard to the Business Combination a reliable and viable basis by entering into the BCA. This provides transparency for the future collaboration.

5.3.1.2 Future Business Activities

The Executive Board and the Supervisory Board welcome the intention of the Bidder to create a leading motion technology company through the Business Combination in accordance with the BCA.

The Executive Board and the Supervisory Board agree with the Bidder's view that the creation of the Combined Company will result in significant strategic advantages for the Combined Company insofar as it relates to the possibility of utilizing joint customer relationships, offering customers a more comprehensive product range and achieving economies of scale. However, the Executive Board and the Supervisory Board see one challenge of the Merger in ensuring that innovative strength and agility are maintained, up and foremost in the dynamic field of e-mobility. Moreover, the strong focus on the operating business, in particular on the numerous upcoming production ramp-ups in the course of the integration, must not be compromised either. The Executive Board and the Supervisory Board intend to work together with the Bidder during the integration phase in order to optimally master this challenge.

The Executive Board and the Supervisory Board therefore also welcome the fact that a joint integration committee is to be set up in accordance with the BCA to coordinate the integration of Schaeffler and Vitesco, taking into account the principles laid down in the BCA. The measures taken in preparation for an integration of Schaeffler and Vitesco based on the principles defined in the BCA can be efficiently coordinated by an integration committee with contractually defined processes and responsibilities.

The Executive Board and the Supervisory Board, like the Bidder, are of the opinion that, particularly in the fields of electrification, the Combined Company is to offer solutions across all dimensions, leveraging the accelerating growth opportunities in e-mobility. They share the view that the Combined Company will be able to further optimize profitability in conventional powertrain technologies, chassis systems and the automotive aftermarket business.

The Executive Board and the Supervisory Board also support the structuring of the Combined Company into the four specialized divisions:

- The E-Mobility division that will combine the competences of the Bidder (E-Mobility) and of Vitesco (Electrification Solutions division);
- the Powertrain & Chassis division that will include both parties' conventional powertrain and chassis businesses;
- the Vehicle Lifetime Solutions division that will combine Vitesco's automotive aftermarket activities with the Bidder's existing aftermarket platform creating an integrated platform provider; and
- the Bearings & Industrial Solutions division that will consist of the Bidder's current Industrial and Automotive Bearings divisions.

The Executive Board and the Supervisory Board note that the Combined Company will operate under the name of "Schaeffler AG" and the "Schaeffler" brand, that the color will be "green" and that the slogan and other brand representations as well as corporate values will be adopted from Schaeffler. Vitesco's corporate brands and the corporate identity associated therewith are to be maintained on a transitional basis only.

In this respect, the Executive Board and the Supervisory Board welcome the fact that, according to the BCA, the transition is to take place within a period of time and in a manner that is appropriate for optimal integration, in particular for the employees of the Vitesco Group. The Executive Board and the Supervisory Board also welcome the fact that, under the BCA, the Schaeffler Group's corporate values are to be reviewed and jointly developed, taking Vitesco's corporate values into account. The Executive Board and the Supervisory Board share the view that supplementing the established corporate values of the Schaeffler Group with significant and compatible factors for the success of the Vitesco Group will help ensuring the best possible positioning of the Combined Company.

Finally, the Executive Board and the Supervisory Board consider it positive that, according to the BCA, the factors for the success of the Vitesco Group are to be taken into account in the Combined Company when designing the organizational structure as part of the implementation of the Business Combination. In the view of the Executive Board and the Supervisory Board, this can make a significant contribution to the success of the Combined Company.

5.3.1.3 Potentials for Synergies

The Executive Board and the Supervisory Board point out that they have not prepared any independent detailed analysis of the possible potential for synergies from integrating Vitesco and the Bidder. The Executive Board and the Supervisory Board therefore cannot conclusively assess the potential for synergies expected by the Bidder based on the explanations presented in meetings and discussions with representatives of the Bidder and described in Section 7 of the Offer Document. However, the Executive Board and the Supervisory Board assume that potential for synergies can certainly be realized additionally by integrating the relevant business activities in the long term but that such potential currently seems difficult to quantify.

The Executive Board and the Supervisory Board appreciate the fact that the synergies are to be achieved primarily by realizing growth potentials and achieving long-term value creation and not by closing down locations or reducing the workforce. One important factor for the current and the future success of the Vitesco Group is its committed and motivated staff. The Executive Board and Supervisory Board believe that the

commitment to realize synergies in the Combined Company primarily through growth and value creation will contribute to maintaining this motivation.

5.3.2 Registered Office of the Company and Locations

The Executive Board and the Supervisory Board note that the Combined Company will have its registered office in Herzogenaurach and that the Combined Company will also be managed from there. The Executive Board and the Supervisory Board welcome the fact that the Bidder is aware of the importance of Vitesco's locations to the Combined Company, in particular the importance of the Regensburg location to the e-mobility business, and that a division into so-called "Divisional Headquarters" remains to be discussed between Vitesco and the Bidder. The decision to keep the Regensburg location will contribute significantly to the satisfaction and motivation of the staff there. In addition, preserving the Regensburg location will help maintain established structures and well-organized workflows and processes in a reasonable way.

5.3.3 Members of the Executive Board and of the Supervisory Board

The Executive Board and the Supervisory Board consider it positive that the Bidder does not intend to change the composition of the Executive Board or the Supervisory Board before the Merger takes effect. Maintaining the existing administration ensures the continuity that is essential for an efficient integration process. They also appreciate the agreement with the Bidder on the composition of the executive board of the Combined Company (in this regard, see 8.3 below). This will facilitate realizing Vitesco's previous success factors in the Combined Company.

5.3.4 Possible Consequences for the Employees, Their Terms of Employment and Their Representation at Vitesco

The acquisition offer and its completion will have no impact on the employees of Vitesco, their employment conditions and employee representatives.

The completion of the Business Combination by way of the merger of Vitesco into the Bidder would result in a transfer of the employment relationships of the employees Vitesco to the Bidder, unless the respective employees object to the transfer. Employment relationships with subsidiaries of Vitesco will continue unchanged. The integration of the Vitesco Group into the Bidder's group of companies may lead to changes in employee co-determination, which, however, depend on the structure of the integration and are not foreseeable at this time. As Vitesco will cease to exist as a legal entity in the event of the merger, the mandates of the employee representatives on the Supervisory Board of Vitesco and the Group Works Council and the European Works Council of Vitesco will

cease to exist. The employees of Vitesco will subsequently be represented by the Group Works Council and the European Works Council of Schaeffler and can participate in the election of employee representatives on the Supervisory Board of Schaeffler. The effects of the Business Combination on collective bargaining agreements will also depend on the details of the integration. However, the BCA expressly emphasizes that the parties must respect the statutory rights of employees, works councils and trade unions, as well as the existing collective bargaining agreements and that, subject to the integration measures agreed in the BCA and the objectives of the Combined Company, there are no plans to terminate collective bargaining agreements (works agreements and collective agreements) in connection with the implementation of the Business Combination.

Please also refer to the description of the other regulations in the BCA with regard to employees in section 3.7.5.4.

The Executive Board and the Supervisory Board welcome the fact that the Bidder intends to respect all labor law provisions, including those arising from existing employment contracts, works agreements and collective bargaining agreements, as well as the rights of employees, works councils and trade unions, to the extent applicable in each case. It is also to be considered positive that there are no plans to terminate agreements under collective labor law (works agreements and collective bargaining agreements) in connection with the implementation of the Business Combination. In the view of the Executive Board and the Supervisory Board, maintaining the established structures is crucial to ensuring a positive working atmosphere and keeping the staff motivated.

The Executive Board and the Supervisory Board share the view that committed and motivated staff and the corporate culture they embody are the foundation for the current success of the two companies and of the future success of the Combined Company. Accordingly, the Executive Board and the Supervisory Board believe that the established structures, which are, among other factors, key to the positive working atmosphere and continued motivation of the staff, must not be abandoned in the Combined Company without good reason. The Executive Board and the Supervisory Board, therefore, welcome the mutual obligation to endeavor to maintain a constructive dialogue with the employees and their representative bodies in order to establish attractive and competitive framework conditions, aiming at retaining the excellent employee base. They further appreciate that measures that have already been adopted will still be implemented to the extent that this is in the interest of Vitesco and the Bidder.

The Executive Board and the Supervisory Board further appreciate that the Bidder has warranted in the BCA that the terms of employment of the employees of Vitesco or its Group companies, in particular their remuneration or their entitlement to receive other employer benefits, will not deteriorate in the Combined Company as a direct consequence

of the closing of the transaction (universal succession). Also, they consider it positive that, to the extent that it is necessary for the integration of Vitesco into the Combined Company to transfer pension schemes of employees of Vitesco or its Group companies to a new system, this transfer will be made essentially at equivalent terms, i.e., without any significant negative effects for the employees.

The Executive Board and the Supervisory Board further appreciate the agreement in the BCA, according to which the Bidder will not take or initiate any measures to cause Vitesco and its Group companies to withdraw from an employers' association, to terminate collective bargaining agreements.

The Executive Board and the Supervisory Board also consider it positive that the forward-looking agreement reached by the Schaeffler Group with IG Metall will be extended to the Combined Company, taking into account the needs of the Combined Company. This extension allows for the customized integration of the structures that are key to the positive working atmosphere in the Vitesco Group into the Combined Company. Moreover, the Executive Board and the Supervisory Board hold the view that the agreements made with the trade union will also make an important contribution to maintaining and attracting a qualified workforce at the Combined Company.

Furthermore, they also consider it positive that posts in the Combined Company at the levels below the Executive Board will be filled on the basis of a jointly developed strategy in accordance with principles that have already been agreed and that provide for an adequate process for filling posts in the Combined Company.

The Executive Board and the Supervisory Board point out that Vitesco has undertaken under the BCA not to effect any voluntarily increase in the ongoing or one-off remuneration of employees of the Vitesco Group that is not currently planned, and not to promise or make any voluntary one-time payments to employees of the Vitesco Group (such as bonuses or other bonuses or gratuities) that are not currently planned, in each case outside the ordinary course of business. Furthermore, Vitesco will not agree on the inclusion of clauses in contracts with employees or enter into any agreements (including amendment agreements) that would allow these persons to leave the Vitesco Group before the end of the contractual term in return for severance pay or additional remuneration in the event of a change of control or a merger of Vitesco into an acquiring legal entity.

5.3.5 Potential Structural Measures

The Executive Board and the Supervisory Board welcome the fact that the Bidder does not intend to carry out a squeeze-out with respect to Vitesco or to enter into a domination and/or profit and loss transfer agreement with Vitesco. They appreciate in particular that

– provided that an agreement with regard to a merger agreement and the exchange ratio has been reached by February 15, 2024, and no later than by March 1, 2024, – the Bidder has undertaken under the BCA not to seek, prepare or implement the conclusion of a domination and/or profit and loss transfer agreement, an integration, a squeeze-out or a revocation of the admission of the Vitesco Shares to trading on the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange and/or on the regulated market of the Frankfurt Stock Exchange as a whole (delisting). The decision not to take such measures enables the Executive Board and the Supervisory Board to independently provide assistance in the integration and the management of Vitesco's business on the basis of the provisions of the BCA. While, in the case of a squeeze-out or conclusion of a domination agreement, the minority shareholders of Vitesco would have received a cash compensation the reasonableness of which could have been reviewed in appraisal proceedings, such a cash compensation would have increased the Combined Company's financial requirements by the amount of the cash compensation.

In the view of both the Executive Board and the Supervisory Board, the Merger of Vitesco into Schaeffler that Schaeffler is seeking to achieve is a suitable measure for combining the two companies under corporate law to form the Combined Company. The Executive Board and the Supervisory Board point out that the general meeting of the Bidder and Vitesco must resolve on the implementation of the Merger, and it is possible, depending on the number of shares tendered in the context of the tender offer, that the Bidder will have the required majority of three quarters of the share capital at the general meeting of Vitesco to approve the Merger. The Executive Board and the Supervisory Board have undertaken in the BCA, provided that an agreement with regard to the exchange ratio and the merger agreement has been reached, to prepare the Merger so that the general meeting can decide on its implementation. If the general meeting approves the Merger with the required majority, the Executive Board and the Supervisory Board are obliged to implement the Merger.

5.3.6 Possible Divergence of Interests Between the Bidder and Other Vitesco Shareholders

The Bidder and the other parties to the Acting-in-Concert Agreement already have a *de facto* majority at the general meeting (see Section 2.3.2 of this Statement). Depending on the number of shares tendered as part of the tender offer, it is possible that the Bidder and the Persons Acting Jointly with the Bidder will have an absolute majority of votes and possibly also a qualified majority of votes and share capital at the general meeting of Vitesco and will thus also be able to unilaterally enforce structural resolutions.

Against this background, the Executive Board and the Supervisory Board point out that the interests of the Bidder may differ from the interests of other Vitesco Shareholders and that such differing interests may have an influence on the voting behavior and other conduct by the Bidder. Even if the Bidder does not actually use its shareholding in order to exert influence on the Company, the mere possibility of exerting such influence could have a material adverse effect on the share price of the Company and make it more difficult for the Company to raise capital. The Bidder may have, or may in the future develop, economic or business interests or objectives that prove to be incompatible with the interests or objectives of the other Vitesco Shareholders.

5.3.7 Financial Consequences for Vitesco

5.3.7.1 Consequences for Vitesco's Financing

The Executive Board and the Supervisory Board point out that the contracts underlying the Financings contain customary clauses on termination rights in the event of a change of control. However, it is the understanding of the Executive Board and the Supervisory Board that the closing of the tender offer will not result in a change of control event within the meaning of these contracts and therefore will not trigger any termination rights based thereon. In the period up to the Merger, the Executive Board and the Supervisory Board therefore do not expect the closing of the tender offer to have any impact on the Financing of Vitesco.

For any other consequences, the Executive Board and the Supervisory Board refer to the agreements reached in the BCA regarding the Financing of Vitesco as described in Section 3.7.4 of this Statement.

5.3.7.2 Dividend Policy

The Executive Board and the Supervisory Board intend to continue the current dividend policy.

5.3.7.3 Consequences for Existing Business Relationships of Vitesco

The Executive Board and the Supervisory Board assume that the closing of the tender offer as well as the subsequent Merger will trigger termination rights of the contractual partners of Vitesco and its subsidiaries. Vitesco will, in an economically viable manner and in consultation with the Bidder, use its best endeavors to obtain waivers from contractual partners with respect to any termination rights.

5.3.7.4 Tax Consequences

Finally, the Executive Board and the Supervisory Board point out the possibility that taxes may be incurred by Vitesco due to certain measures taken in connection with the closing of the tender offer or the Business Combination with a view to exploiting tax effects (such as, for example, current tax losses, corporate tax loss carryforwards, trade losses and/or interest carryforwards). However, the Bidder has undertaken in the BCA to compensate Vitesco for any tax burdens to the extent that such a tax burden has been caused by any action of the Bidder.

6. POSSIBLE CONSEQUENCES FOR VITESCO SHAREHOLDERS

The following explanations are intended to provide Vitesco Shareholders with the necessary information to evaluate the consequences of accepting or not accepting the Offer. The following information contains aspects that the Executive Board and the Supervisory Board deem relevant to the decision to be made by the Vitesco Shareholders regarding the acceptance of the Offer. This list is not exhaustive, however, because individual circumstances and special characteristics cannot be taken into consideration. Vitesco Shareholders must make their own decision as to whether and to what extent they will accept the Offer. The following aspects can only serve as a guideline. All Vitesco Shareholders should take their own personal circumstances, including their individual tax situation and individual tax consequences of accepting or not accepting the Offer, adequately into account when making the decision. The Executive Board and the Supervisory Board recommend that each Vitesco Shareholder obtain expert advice if and to the extent necessary. Further information on the conditions for acceptance of the Offer and the consequences of an acceptance can also be found in Section 12 of the Offer Document.

6.1. Possible Consequences upon Acceptance of the Offer

Taking into account the above, all Vitesco Shareholders who intend to accept the Offer should, *inter alia*, note the following:

- Vitesco Shareholders who accept or have accepted the Offer will no longer benefit from any positive development of the stock exchange price of the not submitted Vitesco Shares or from any favorable business development of the Vitesco Group as regards their Vitesco Shares tendered for sale. On the other hand, however, these Vitesco Shareholders will not be adversely affected if the Vitesco share price of the not submitted shares falls below the Offer Price. Under the right of withdrawal afforded to them in Section 16.1 of the Offer Document, Vitesco Shareholders have the option – subject to the conditions applicable to a withdrawal specified in Sections 16.1 and 16.2 of the Offer Document – to withdraw from the agreement entered into with the Bidder until trading of the submitted shares is discontinued.
- Shareholders who do not wish to remain shareholders of Vitesco in view of the intended Merger of Vitesco into the Bidder may accept the tender offer or sell their Vitesco Shares via the stock exchange. In the current market environment, the tender offer provides a potentially attractive exit opportunity for risk-averse investors or investors seeking a short-term investment. The same applies to a sale via the stock exchange if the same or even a higher selling price can be realized.

- The closing of the Offer and the payment of the Offer Price will not take place until all closing conditions have either been fulfilled or the Bidder has waived fulfillment thereof, to the extent that this is possible. Until such point in time, the closing of the Offer or the final decision on it not being closed may be delayed. The closing of the Offer may, in particular, be delayed on account of the procedures for clearance under merger control law and/or foreign direct investment clearance that must be obtained or completed prior to the closing of the Offer, however, in each case until no later than July 31, 2024. Until such time, the Vitesco Shareholders that have accepted the Offer are restricted in their possibilities to dispose of the Vitesco Shares for which they have accepted the Offer. According to the information provided in Section 12.6 of the Offer Document, trading in tendered Vitesco Shares on the regulated market of the Frankfurt Stock Exchange is expected to be discontinued after the close of the regular stock exchange trading hours of the Frankfurt Stock Exchange on the third stock exchange trading day prior to the settlement of the Offer or the rebooking of the tendered Vitesco Shares. However, the Bidder has granted to Vitesco Shareholders the right to withdraw at any time until trading in the tendered Vitesco Shares has ended (see Sections 16.1 and 16.2 of the Offer Document).
- The agreements that came into existence as a result of the Offer being accepted will not take effect and therefore will not be performed if one or more closing conditions have not been fulfilled and the Bidder has – to the extent legally permissible – not validly waived the relevant closing condition at least one business day prior to the expiry of the Acceptance Period and prior to the non-fulfillment of the relevant closing condition in accordance with Sec. 21(1) sentence 1 no. 4 WpÜG (condition precedent). A transfer of title to the tendered Vitesco Shares to the Bidder will not take place and the relevant Vitesco Shares will, to the extent necessary, be transferred back to the relevant securities account and booked back into ISIN DE000VTSC017 (see Section 12.7 of the Offer Document for further details).
- The Bidder may acquire additional shares at higher prices on or off the stock exchange without being required to raise the Offer Price for the benefit of those Vitesco Shareholders who have already accepted the Offer. In the event that the Bidder makes another public offer for the purchase of Vitesco Shares after the closing of the Offer, Vitesco Shareholders who have accepted the current Offer and have not exercised their right of withdrawal will not be allowed to accept the subsequent Offer and would not benefit from a potentially higher Offer Price.

- Vitesco Shareholders who accept the Offer and do not subsequently exercise their right of withdrawal in respect thereof will not receive any shares in the Bidder in the course of the planned Merger.

6.2. Possible Consequences Upon Non-Acceptance of the Offer

Vitesco Shareholders who do not accept the Offer and who also do not otherwise sell their Vitesco Shares remain Vitesco Shareholders for the time being, but should *inter alia* note the following:

- Vitesco Shareholders who do not accept the Offer and who also do not sell their Shares via the stock exchange bear the risk of the future development of the stock exchange price of the Vitesco Shares. It is uncertain whether the stock exchange price of the Vitesco Shares will increase or decrease in the future or whether it will remain at a similar level. In particular, it is conceivable that after the end of the Acceptance Period of the tender offer, the stock exchange price of the Vitesco Shares not tendered for sale will be influenced by the intended Merger.
- Vitesco Shareholders who do not accept the Offer and who also do not sell their Shares via the stock exchange will receive shares of the Bidder for their Vitesco Shares upon the closing of the intended Merger. The resulting participation in the Bidder is based on the exchange ratio between Vitesco Shares and Schaeffler shares to be determined in the course of the Merger. The exchange ratio between Vitesco Shares and shares of the Bidder shall be agreed between Vitesco and the Bidder by mutual consent in the merger agreement in accordance with the BCA on the basis of a calculation of the respective enterprise values of the Bidder and Vitesco made by an independent joint valuation expert in accordance with recognized valuation principles. In this context, the Executive Board and the Supervisory Board point out that Vitesco Shareholders participating in the Merger have the option of having the adequacy of the exchange ratio reviewed by a court in appraisal proceedings after the Merger has taken effect.
- After a Merger and the related exchange of their Vitesco Shares for shares of the Bidder, the current Vitesco Shareholders may participate in possible synergies of the Combined Company on a pro rata basis. On the other hand, the integration costs incurred in connection with the Merger may affect the future value of the Bidder's shares (i.e., the shares of the Combined Company).
- Depending on the number of Shares tendered for sale, the implementation of the Offer will result in a reduction of the free float of Vitesco Shares. The decreasing

liquidity of the Vitesco Shares could result in lower market prices and greater price fluctuations than in the past.

- Since the Bidder and the and the further parties to the Acting-in-Concert Agreement already at this point have a de facto majority at the general meeting (see Section 2.3.2 of this Statement), they could be able to take significant decisions such as on the distribution of retained earnings of the relevant past fiscal year, on the amount of the dividend to be paid based on the retained earnings available in the individual case, and on the election of Supervisory Board members. The interests of the Bidder and/or the Persons Acting Jointly with the Bidder that they take into account when exercising their voting rights may differ from the interests of other Shareholders (see Section 5.3.6 of this Statement).
- It can further not be ruled out that, at a future point in time, the Bidder will seek a revocation of the admission of the Vitesco Shares to trading on the sub-segment of the regulated market (regulierter Markt) with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange and/or on the regulated market of the Frankfurt Stock Exchange as a whole (delisting) once the provision in the BCA prohibiting this no longer applies.

7. OFFICIAL APPROVALS AND PROCEDURES

The Executive Board and the Supervisory Board point out that in Section 10.1 of the Offer Document, the Bidder has set out that, according to its assessment, the planned acquisition of Vitesco Shares will require merger control clearance to be obtained or will be subject to a notification obligation (*Anzeigepflicht*) in a total of two jurisdictions. Furthermore, according to Section 10.2 of the Offer Document, foreign direct investment clearance of the planned acquisition will be required in Germany. The official approvals and notification and clearance procedures required accordingly for the transaction are outlined below in summary form only.

The Bidder initially lists the following merger control clearances and notification obligations:

- Obtaining merger control clearance from the Japan Fair Trade Commission pursuant to the Japanese Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Law No. 54 of 1947) as amended and the regulations promulgated in connection therewith; and
- notification obligation pursuant to the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976 and the regulations promulgated thereunder (expiration of the statutory waiting period on November 14, 2023 at 23:59 hrs. (New York time)).

The Bidder further states that clearance of the acquisition and/or a certificate of non-objection from the German Federal Ministry for Economic Affairs and Energy (*Bundesministerium für Wirtschaft und Energie*) pursuant to Secs. 5(2) and (3) of the German Foreign Trade and Payments Act (*Außenwirtschaftsgesetz*) and Secs. 55 et seqq. of the German Foreign Trade and Payments Regulation (*Außenwirtschaftsverordnung*) must be obtained (application filed by the Bidder on November 1, 2023).

For further details on official approvals and procedures required according to the information provided by the Bidder, please refer to the Bidder's further statements in Section 10 of the Offer Document.

8. INTERESTS OF THE MEMBERS OF THE EXECUTIVE BOARD AND OF THE SUPERVISORY BOARD

8.1. Specific Interests of Members of the Executive Board and of the Supervisory Board

The Executive Board and the Supervisory Board point out that Prof. Siegfried Wolf, chairman of the Supervisory Board, as well as Georg F.W. Schaeffler and Prof. Hans-Jörg Bullinger, each a member of the Supervisory Board, are also members of the Bidder's supervisory board. Georg F.W. Schaeffler is the chairman of the Bidder's supervisory board. Vitesco Shares held by IHO Beteiligungs GmbH and IHO Verwaltungs GmbH totaling 49.9% (see section 2.3.2 of this Statement) are attributable to him. Klaus Rosenfeld, a member of the Supervisory Board, is also the chairman of the Bidder's executive board. Prof. Siegfried Wolf indirectly holds 5,00% of the Vitesco Shares. The aforementioned Supervisory Board members were not among the members of the Special Committee that discussed and resolved on this Statement for the Supervisory Board, and they did not participate in its resolution on this reasoned Statement on November 27, 2023.

The Supervisory Board has assured itself, by inquiring with the other members of the Supervisory Board, that there are no special interests other than the aforementioned connections of Prof. Siegfried Wolf, Prof. Hans-Jörg Bullinger, Georg F.W. Schaeffler and Klaus Rosenfeld to the Bidder.

8.2. Agreements with Members of the Executive Board or of the Supervisory Board

On November 23, 2023, the Supervisory Board resolved to submit a new remuneration system for the Executive Board with the following key points to the 2024 annual general meeting (however, the complete draft of the new remuneration system shall be authoritative):

- The Executive Board members are released from the obligation to acquire further shares in the Company in the future.
- Early settlement of unpaid performance-based remuneration from previous years in accordance with the following principles:
 - If the Merger of the Company into the Bidder becomes effective during the term of applicability of the modified remuneration system, or if a delisting occurs for other reasons, the unpaid long-term incentives from previous years up to and including 2023 will be settled early at the time the Merger becomes effective or at the time of the delisting.

- The overall target achievement and the payout amount are determined at the time of early settlement and, in principle, on the basis of the parameters provided for in the previous remuneration system with the adjustments explained below.
- Insofar as the determination of the overall target achievement and the payout amount is based on the stock exchange price of Vitesco, by way of derogation from the above, the consideration last offered by the Bidder to the shareholders per share in the context of the public tender offer at the end of the Acceptance Period will be used as a basis.
- Insofar as the determination of the overall target achievement is based on the Company's sustainability score, the Company's sustainability score determined for 2023 is to be used for all tranches that have not yet been settled and paid out.
- Insofar as the determination of the overall target achievement is based on the level of the STOXX Europe 600 Automobiles & Parts (SXAGR), by way of derogation from the previous remuneration system, the arithmetic mean of the closing prices of this index during the Acceptance Period will be used. Payment is made within one month of settlement.
- The Supervisory Board further intends to decide on an adjustment to the variable remuneration elements of the members of the Executive Board for 2024 fiscal year and, if applicable, 2025 fiscal year presumably in December 2023 in order to adjust these elements to the situation during the integration phase. This adjustment will also be included in the new remuneration system to be presented to the general meeting.

The terms of the new remuneration system that have already been adopted were implemented by amending the service contracts of the members of the Executive Board, provided that these amendments are subject to the presentation of an amended remuneration system for the Executive Board to the annual general meeting.

In deviation from the obligation under the previous remuneration system to invest a certain amount of the annual performance bonus in the acquisition of a number of shares in the Company of equal value and to hold these for a period of three years and the obligation to acquire and hold a minimum number of shares in accordance with the Share Ownership Guideline, the members of the Executive Board will additionally be given the opportunity as early as in 2023 fiscal year to accept the Bidder's public tender offer and to sell the Vitesco Shares they hold.

8.3. Non-cash or Other Benefits Related to the Offer

The Executive Board and the Supervisory Board point out that the Bidder and Vitesco have agreed in the BCA to appoint the member of the Executive Board Thomas Stierle as member of the executive board for E-Mobility in the Combined Company after the successful Business Combination (as to the envisaged appointments into the executive board of the Combined Company also see section 3.7.5.4 of this Statement).

Furthermore, Vitesco and the Bidder agreed in the BCA that the Bidder will present an amended remuneration system for the members of the executive board to its 2024 annual general meeting. The current member of the Executive Board Thomas Stierle and in case of appointment to the executive board of the Bidder, Sabine Nitzsche, are expected to be affected by the amended remuneration system. The amended remuneration system is to come into force on January 1, 2025 and is to be developed on the basis of various structuring alternatives as well as a proposal for the amount of remuneration and for the percentages of the elements of the total remuneration, which have been prepared by the consultancy firm Ernst & Young GmbH on behalf of the Bidder. The amended remuneration system must fulfil the following requirements:

- The amended remuneration system is to be developed on the basis of the current remuneration systems for the executive board of the Bidder and the Executive Board.
- In accordance with Sec. 87(1) AktG, the amended remuneration system is to be appropriate in terms of amount and structure and geared towards the sustainable and long-term development of the Combined Company, and is to take into account the recommendations of the German Corporate Governance Code (GCGC) in its current version dated April 28, 2022.
- The appropriateness and market conformity of the amount and structure of the amended remuneration system is to be assessed against a sector-specific international peer group and the MDAX. In addition, with regard to the percentages of the elements of the total remuneration (fixed components, short-term variable remuneration and long-term variable remuneration), the DAX40 is to be used in the peer group.
- The structure and amount of the remuneration are to be compared with the selected peer groups according to the relevant executive board roles (chairman of the executive board and ordinary members of the executive board (EBM)).

9. INTENTIONS OF THE MEMBERS OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD TO ACCEPT THE OFFER

All of the members of the Executive Board hold Vitesco Shares, with exception of the members of Executive Board Sabine Nitzsche and Stephan Roelleke. At present, all of the members of the Executive Board, who are holding shares, intend to accept the Bidder's Offer for all of the Vitesco Shares held by them.

Of the members of the Supervisory Board, Carsten Bruns, Prof. Dr. Hans-Jörg Bullinger, Joachim Hirsch, Prof. Dr. Sabine Jeschke and Kerstin Dickert are holding Vitesco Shares. Of these Supervisory Board members Prof. Dr. Hans-Jörg Bullinger, Joachim Hirsch, Prof. Dr. Sabine Jeschke and Kerstin Dickert currently intend to accept the Bidder's Offer for the Vitesco Shares held by them. The Supervisory Board member Carsten Bruns intends not to accept the Bidder's Offer for the Vitesco Shares held by him.

The Supervisory Board member Prof. Siegfried Wolf indirectly holds 5,00% of the Vitesco Shares via AWS Privatstiftung. Prof. Wolf declared that the AWS Privatstiftung currently intends to accept the Bidder's Offer for the Vitesco Shares held by it.

The Supervisory Board member George F.W. Schaeffler holds shares indirectly, namely via IHO Beteiligungs GmbH and IHO Verwaltungs GmbH. The IHO Beteiligungs GmbH and IHO Verwaltungs GmbH entered into a qualified non-acceptance agreement with the Bidder (see Section 13.1.2 of the Offer Document and Section 6.1.2 of the Offer Amendment), which prevents them from accepting the Offer.

10. RECOMMENDATION

Based on their evaluation, the Executive Board and the Supervisory Board consider the Offer Price for each Vitesco Share to be inadequate from a financial point of view. In this context, in order to evaluate the adequacy of the Offer Price, they have used, in addition to their own assessment of the current situation, of Vitesco's development potential and of the overall circumstances of the Offer, also the financial analyses respectively performed by J.P. Morgan, Lazard and PWP and their respective Opinions.

In addition to the adequacy of the consideration offered by the Bidder, the Vitesco Shareholders should also take into account the considerations set out below:

- Vitesco Shareholders who accept the Offer are guaranteed a consideration upon the closing of the Offer in any case in the amount of the Offer Price of 94.00 €.
- Vitesco Shareholders who do not accept the Offer and sell their Vitesco Shares separately on the stock exchange or on the regulated unofficial market (im Freiverkehr) may – depending on the development of the stock exchange price of the Vitesco Share – possibly realize a higher, but maybe even a lower price for the Vitesco Shares sold by them.
- Only Vitesco Shareholders who do not accept the Offer and also refrain from otherwise selling their Vitesco Shares will be granted in the course of the Merger announced in Section 8.5 of the Offer Document consideration in the form of shares of the Bidder for the Vitesco Shares still held by them. The value of the shares of the Bidder received as consideration may notionally be equal to the Offer Price or a share price achievable on the stock exchange or on the regulated unofficial market, but may also be higher or lower. The Executive Board and the Supervisory Board point out to the Vitesco Shareholders that, if they do not wish to remain shareholders in Vitesco in view of the Merger envisaged by the Bidder, they may accept the tender offer or sell their Vitesco Shares via the stock exchange.

As the decision of whether or not the Offer should be accepted by the shareholders depends on the individual situation and preferences of each shareholder, the Executive Board and the Supervisory Board can neither recommend that Vitesco shareholders accept the Offer nor that they reject it.

For Vitesco Shareholders that are risk-averse or interested in a short-term realization of the value of their Vitesco Shares or that do not wish to remain shareholders of Vitesco in view of the Merger envisaged by Schaeffler, the Offer might constitute a potentially

attractive exit opportunity in the current market environment. However, they should examine whether a sale at a comparable or higher price (in light of the possible delay in the closing of the Offer until the requisite merger control clearances and/or foreign direct investment clearances have been obtained)) is possible via the stock exchange or via the regulated unofficial market.

The Vitesco Shareholders should decide individually whether or not to accept the Offer considering the overall circumstances, their individual circumstances, their personal assessment of the future performance of the value and the stock exchange price of the Vitesco Shares and the conditions of the Offer, including the right of withdrawal granted to the Shareholders under Section 16 of the Offer Document. Subject to mandatory legal provisions, the Executive Board and the Supervisory Board assume no responsibility in the event that the acceptance or non-acceptance of the Offer may subsequently lead to adverse economic consequences for any Vitesco Shareholder.

Regensburg, November 27, 2023

Vitesco Technologies Group AG

The Executive Board

The Supervisory Board

Annex 1

Opinion of J.P. Morgan Securities plc dated November 27, 2023

27 November 2023

The Executive Board
Vitesco Technologies Group Aktiengesellschaft
Siemensstraße 12
93055 Regensburg
Germany

Members of the Executive Board:

In connection with the voluntary public tender offer (cash offer) launched by Schaeffler AG ("Schaeffler") for all no-par value registered shares of Vitesco Technologies Group Aktiengesellschaft (the "Company" and, such shares, the "Company Shares") not already directly held by Schaeffler, you have requested our opinion as to the adequacy, from a financial point of view, to holders of Company Shares (other than Schaeffler and its affiliates) of the consideration to be paid to such holders pursuant to such voluntary public tender offer.

As set forth in Schaeffler's offer document published on 15 November 2023, as amended on 27 November 2023 (*Angebotsunterlage* or "Offer Document") and in the business combination agreement dated 27 November 2023 entered into between the Company and Schaeffler in connection with the Offer (the "BCA"), the following has occurred or will occur (collectively, the "Offer"):

- Schaeffler has launched the Offer for all Company Shares (other than those directly held by Schaeffler), including ancillary rights existing at the time of settlement of such Offer (in particular, the right to dividends), as a first step of an overall transaction that will lead to a merger of the Company into Schaeffler.
- Schaeffler will pay to the holders of Company Shares who accept the Offer pursuant to the Offer a cash amount of € 94.00 per Company Share (the "Consideration").

J.P. Morgan Securities plc

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Registered in England & Wales No. 2711006. Registered Office 25 Bank Street, Canary Wharf, London, E14 5JP.

Authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority.

- Schaeffler has entered into an acting in concert agreement with IHO Beteiligungs GmbH and IHO Verwaltungs GmbH (collectively, "IHO"), affiliates of Schaeffler, with respect to IHO's approximate 49.94% of the share capital and voting rights of the Company.
- The Offer is not subject to a minimum acceptance threshold, but is subject to certain other conditions, including the receipt of applicable regulatory approvals, as set forth in the Offer Document.
- The acceptance period for the Offer commenced on 15 November 2023 and will end on 15 December 2023.
- Certain parameters of the Offer and the conduct of Schaeffler and the Company in connection with the preparation and execution of the Offer and subsequent merger are addressed in the BCA.

Please be advised that while certain provisions of the Offer are summarised above, the terms of the Offer are more fully described in the Offer Document and the BCA. As a result, the description of the Offer and certain other information contained herein is qualified in its entirety by reference to the more detailed information appearing or incorporated by reference in the Offer Document and the BCA.

In arriving at our opinion, we have (i) reviewed the Offer Document and the BCA; (ii) reviewed certain publicly available business and financial information concerning the Company, the industry in which the Company operates and certain other companies engaged in businesses comparable to the Company; (iii) compared, for informational reference, the proposed financial terms of the Offer with the publicly available financial terms of certain transactions involving companies in the industry in which the Company operates; (iv) compared the financial and operating performance of the Company with publicly available information concerning certain other companies we deemed relevant and reviewed current and historical market prices of Company Shares and certain publicly traded securities of such other companies; (v) reviewed certain internal, unaudited financial analyses, projections, assumptions and forecasts prepared by or at the direction of the management of the Company relating to its business for the period ended 31 December 2032; and (vi) performed such other financial studies and analyses and considered such other information as we deemed appropriate for the purposes of this opinion.

In addition, we have held discussions with certain members of the management of the Company with respect to certain aspects of the Offer, and the past and current business operations of the Company, the financial condition and future prospects

and operations of the Company, and certain other matters we believed necessary or appropriate to our inquiry.

In giving our opinion, we have relied upon and assumed the accuracy and completeness of all information that was publicly available or was furnished to or discussed with us by the Company or otherwise reviewed by or for us. We have not independently verified any such information or its accuracy or completeness and, pursuant to our engagement letter with the Company, we did not assume any obligation to undertake any such independent verification. We have not conducted or been provided with any valuation or appraisal of any assets or liabilities, nor have we evaluated the solvency of the Company or Schaeffler under any laws relating to bankruptcy, insolvency or similar matters. In relying on financial analyses, projections, assumptions and forecasts provided to us or derived therefrom, we have assumed that they have been reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by the management of the Company as to the expected future results of operations and financial condition of the Company or business to which such analyses, projections, assumptions and forecasts relate. We express no view as to such analyses, projections or forecasts or the assumptions on which they were based and the Company has confirmed that we may rely upon such analyses, projections, assumptions and forecasts in the delivery of this opinion. We have also assumed that the Offer and related transactions will be consummated as described in the Offer Document and the BCA. We are not legal, regulatory, accounting or tax experts and have relied on the assessments made by advisors to the Company with respect to such issues. We have further assumed that all material governmental, regulatory or other consents and approvals necessary for the consummation of the Offer and related transactions will be obtained without any adverse effect on the Company or the Offer or related transactions. In giving our opinion, we have relied on the Company's commercial assessments of the Offer and related matters. The decision as to whether or not the Executive Board recommends the Offer (and the terms on which it does so) is one that can only be taken by the Executive Board.

Our opinion is necessarily based on economic, market and other conditions as in effect on, and the information made available to us as of, the date hereof. It should be understood that subsequent developments may affect this opinion and that we do not have any obligation to update, revise, or reaffirm this opinion.

Our opinion is limited to the adequacy, from a financial point of view, of the Consideration to be paid to the holders of Company Shares (other than Schaeffler and its affiliates) pursuant to the Offer and we express no opinion as to the adequacy or fairness of the Offer or any related transactions to, or any consideration paid in connection therewith by, the holders of any class of securities, creditors or

other constituencies of the Company or as to the underlying decision of the Executive Board with respect of the Offer or otherwise. Furthermore, we express no opinion with respect to the amount or nature of any compensation to any officers, directors, or employees of any party to the transactions contemplated by the Offer, or any class of such persons relative to the Consideration to be paid to the holders of Company Shares in the Offer or with respect to the adequacy or fairness of any such compensation. As a result, other factors after the date hereof may affect the value of the Company (and its securities, business, assets or properties) after consummation of the Offer, including but not limited to (i) the total or partial disposition of the share capital of the Company by shareholders of the Company within a short period of time after the consummation of the Offer, (ii) changes in prevailing interest rates and other factors which generally influence the price of securities, (iii) adverse changes in the current capital markets, (iv) the occurrence of adverse changes in the financial condition, business, assets, results of operations or prospects of the Company, (v) any necessary actions by or restrictions of governmental agencies or regulatory authorities, and (vi) timely execution of all necessary agreements to complete the Offer and related transactions on terms and conditions that are acceptable to all parties at interest. No opinion is expressed as to whether any alternative transaction might be more beneficial to the Company or the prices at which Company Shares may trade or be transferable at any time.

We note that we were not authorized to and did not solicit any expressions of interest from any other parties with respect to the sale of all or any part of the Company or any other alternative transaction. We also note that we did not participate in negotiations with respect to the terms of the Offer or related transactions.

We have acted as financial advisor to the Company in connection with the Offer and will receive a fee from the Company for our services upon consummation of the Offer. In addition, the Company has agreed to indemnify us for certain liabilities arising out of our engagement. During the past two years, we acted as financial advisor to Continental AG ("Continental"), in which an affiliate of Schaeffler is a significant shareholder, in connection with Continental's spin-off of the Company, for which services we received compensation. During the two years preceding the date of this letter, we and our affiliates also have had commercial or investment banking relationships with Schaeffler for which we and such affiliates have received customary compensation. Such services during such period have included acting as a dealer for Schaeffler's debt issuance programme. In addition, we and our affiliates hold, on a proprietary basis, less than 1% of Company Shares and less than 1% of the common shares of Schaeffler. In the ordinary course of our businesses, we and our affiliates may actively trade the debt and equity securities of the Company or

Schaeffler for our own account or for the accounts of customers and, accordingly, we may at any time hold long or short positions in such securities.

On the basis of and subject to the foregoing, it is our opinion as of the date hereof that the Consideration to be paid to the holders of Company Shares (other than Schaeffler and its affiliates) pursuant to the Offer is inadequate, from a financial point of view, to such holders.

Our opinion does not represent, and is not to be viewed as, a valuation as conducted by auditors according to German company law requirements. An opinion as to the fairness, from a financial point of view, of an offered consideration varies substantially from valuations conducted by auditors. In particular, we have not conducted a valuation in accordance with the rules and procedures of the Institute of Public Auditors in Germany (IDW) (IDW S1), and our opinion has not been prepared in accordance with the Principles for the Preparation of Fairness Opinions (IDW S8) published by the IDW.

This opinion is issued in the English language, and if any translations of this opinion may be delivered, they are provided only for ease of reference, have no legal effect and we make no representation as to (and accept no liability in respect of) the accuracy of any such translation.

This letter is provided to the Executive Board in connection with and for the purposes of its evaluation of the Offer. This opinion does not constitute a recommendation to any shareholder of the Company as to whether such shareholder should tender Company Shares in the Offer or how any such shareholder should vote or act with respect to the Offer or any other matter. This opinion may not be disclosed, referred to, or communicated (in whole or in part) to any third party for any purpose whatsoever except with our prior written approval. This opinion may be reproduced in full in any reasoned statement of the Company mailed to shareholders of the Company in connection with the Offer but may not otherwise be disclosed publicly in any manner without our prior written approval.

Very truly yours,

J.P. MORGAN SECURITIES PLC

J.P. MORGAN SECURITIES PLC

U924791

Annex 2

Opinion of Lazard & Co. GmbH dated November 27, 2023

27 November 2023

The Executive Board
Vitesco Technologies Group Aktiengesellschaft
Siemensstraße 12
93055 Regensburg
Deutschland

Dear Members of the Executive Board:

We understand that Schaeffler AG (the “Bidder”) has launched a voluntary public tender offer (cash offer) (the “Offer”) for all no-par value registered shares of Vitesco Technologies Group Aktiengesellschaft (the “Company”) and, such shares, the “Company Shares”) not already directly held by Bidder for a cash amount of €94.00 per Company Share (the “Consideration”). The Offer is more fully described in the Bidder’s offer document published on 15 November 2023, as amended on 27 November 2023, (*Angebotsunterlage* or “Offer Document”) and in the business combination agreement dated 27 November 2023 entered into between the Company and the Bidder in connection with the Offer (the “BCA”).

You have requested the opinion of Lazard & Co. GmbH (“Lazard”) as of the date hereof as to the adequacy, from a financial point of view, to the holders of Company Shares (other than the Bidder and its affiliates) of the Consideration to be paid in the Offer. In connection with this opinion, we have:

- (i) reviewed the financial terms and conditions of the Offer as set forth in the Offer Document and the BCA;
- (ii) reviewed certain publicly available historical business and financial information relating to the Company;
- (iii) reviewed various financial forecasts and other data provided to us by the Company relating to the business of the Company;
- (iv) held discussions with members of the senior management of the Company with respect to the business and prospects of the Company;
- (v) reviewed public information with respect to certain other companies in lines of businesses we believe to be generally relevant in evaluating the business of the Company;
- (vi) reviewed the financial terms of certain transactions involving companies in certain lines of businesses in which the Company operates;
- (vii) reviewed the historical stock prices and trading volumes of Company Shares; and
- (viii) conducted such other financial studies, analyses and investigations as we deemed appropriate.

In preparing this opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all of the foregoing information, including, without limitation, all the financial and other

information and reports provided to or discussed with us and all representations made to us. We have not undertaken any independent investigation or appraisal of such information, reports or representations. We have not provided, obtained or reviewed on your behalf any specialist advice, including but not limited to, legal, regulatory, accounting, actuarial, environmental, information technology or tax advice, and accordingly our opinion does not take into account the possible implications of any such specialist advice.

We have assumed that the valuation of assets and liabilities and the profit and cash flow forecasts, including future capital expenditure projections made by the management of the Company are fair and reasonable. We have not independently investigated, valued or appraised any of the assets or liabilities (contingent or otherwise) of the Company or the solvency or fair value of the Company or the Bidder, and we have not been furnished with any such valuation or appraisal. With respect to the financial forecasts and projections utilized in our analyses, we have assumed, with the Company's consent, that they have been reasonably prepared based on the best currently available estimates and judgments of the management of the Company as to the future results of operations and financial condition and performance of the Company, and that such financial forecasts and projections will be realized in the amounts and at the times contemplated thereby. We assume no responsibility or liability for and express no view as to any such forecasts, projections or the assumptions on which they are based.

In preparing our opinion, we have assumed that the Offer and related transactions will be consummated on the terms and subject to the conditions described in the Offer Document and the BCA without any waiver or modification of any of its material terms or conditions. We have also assumed that all governmental, regulatory or other approvals and consents required in connection with the consummation of the Offer and related transactions will be obtained without any reduction in the benefits of the Offer to the shareholders of the Company or any adverse effect on the Company or the Offer or related transactions.

Further, our opinion is necessarily based on the financial, economic, monetary, market and other conditions as in effect on, and the information made available to us as of, the date hereof. Events or circumstances occurring after the date hereof (including changes in laws and regulations) may affect this opinion and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this opinion. In addition, changes in the industry sector in which the Company operates and the laws and regulations applicable to such sector could affect the financial forecasts of the Company.

We are acting as financial advisor to the Company in connection with the Offer and will receive a fee for our services, of which a portion is payable upon delivery of this opinion and a significant portion is payable upon completion of the Offer. During the past two years, Lazard acted as financial advisor to Continental AG ("Continental"), in which an affiliate of the Bidder is a significant shareholder, in connection with Continental's spin-off of the Company, for which services we received compensation. Lazard or other companies of the Lazard Group may in the future provide financial advisory services to the Company or the Bidder for which they may receive customary fees. In addition, certain companies of the Lazard Group may trade in Company Shares and other securities of the Company and in the securities of the Bidder for their own account and for the accounts of their customers, and accordingly, may at any time hold a long or short position in such securities, and may also trade and hold securities on behalf of the Company, the Bidder and/or certain of their respective affiliates. We do not express any opinion as to the prices at which Company Shares may trade or be transferable at any time.

This opinion is provided solely for the benefit of the Executive Board of the Company (in its capacity as such) in connection with, and for the purposes of, its consideration, in its sole independence of judgment, of the Offer and is not on behalf or for the benefit of, and shall not confer rights or remedies upon any shareholder of the Company, the Bidder or any other person. This opinion may not be used or relied upon by any person other than the Executive Board of the Company for any purpose. This opinion addresses only the adequacy, as of the date hereof, from a financial point of view, to the holders of Company Shares (other than the Bidder and its affiliates) of the Consideration to be paid in the Offer, and does not address any other aspect or implication of the Offer, including without limitation, any legal, tax, regulatory or accounting matters or the form or structure of the Offer or any agreements or arrangements entered into

in connection with, or contemplated by, the Offer, including any matters contemplated by the BCA or any acting in concert agreement or merger contemplated by the Offer and related transactions. In connection with our engagement, we were not authorized to, and we did not, solicit indications of interest from third parties regarding a potential transaction with the Company, nor were we requested to, and we did not, participate in any negotiations relating to the Offer. In addition, our opinion does not address the relative merits of the Offer or related transactions as compared to any alternative transaction or strategy that might be available to the Company or the merits of the underlying decision of the Executive Board of the Company with respect to the Offer or otherwise. This opinion is not intended to and does not constitute a recommendation to any person as to whether such person should tender Company Shares in the Offer or as to how any shareholder of the Company should vote or act with respect to the Offer or any matter relating thereto.

This opinion does not represent a valuation as it is usually carried out by auditors according to German company law requirements and is not to be regarded as such. An opinion to assess the fairness from a financial point of view of an offered consideration varies substantially from valuations conducted by auditors. In particular, we have not conducted a valuation in accordance with the rules and procedures of the Institute of Public Auditors in Germany (IDW)(IDW S1). In addition, this opinion has not been prepared in accordance with the Principles for the Preparation of Fairness Opinions (IDW S8) published by the IDW.

This opinion may not be disclosed, referred to or communicated by you (in whole or in part) to any third party for any purpose whatsoever without our prior written authorization.

This opinion is issued in the English language, and if any translations of this opinion may be delivered, they are provided only for ease of reference, have no legal effect and we make no representation as to (and accept no liability in respect of) the accuracy of any such translation. This opinion shall be governed by and construed in accordance with German law.

Based on and subject to the foregoing, we are of the opinion, as of the date hereof, that the Consideration to be paid in the Offer is inadequate, from a financial point of view, to the holders of Company Shares (other than the Bidder and its affiliates).

Very truly yours,

Lazard & Co. GmbH

By  _____

By  _____

Annex 3

Opinion of Perella Weinberg UK Limited dated November 27, 2023

BINDING VERSION

Vitesco Technologies Group AG
Siemensstraße 12
93055 Regensburg
Germany

For the attention of the members of the Special Committee "Sonderausschuss Erwerbsangebot Schaeffler" of the Supervisory Board of Vitesco Technologies Group AG (the "**Special Committee**")

27 November 2023

Dear members of the Special Committee:

On 9 October 2023, Schaeffler AG (the "**Bidder**") published its decision (the "**Announcement**") to make a voluntary public tender offer in the form of a cash offer in accordance with the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* – "**WpÜG**") (the "**Offer**") to the shareholders of Vitesco Technologies Group AG (the "**Company**") to acquire all of the outstanding no-par value registered shares of the Company (the "**Vitesco Shares**") for a cash consideration in the amount of EUR 91.00 per Vitesco Share (the "**Offer Consideration**") (the "**Transaction**"). The Bidder published the offer document on 15 November 2023 (the "**Offer Document**") pursuant to Section 14 para. 2 and para. 3 WpÜG. On 27 November 2023, the Company entered into a business combination agreement with the Bidder (the "**BCA**"). Also on 27 November 2023, the Bidder published the amendment of the Offer pursuant to Section 21 para. 1 sentence 1 no. 1, para. 2 sentence 1 in conjunction with Section 14 para. 3 (the "**Offer Amendment**") that provides for a cash consideration of EUR 94.00 per Vitesco Share (the "**Increased Offer Consideration**").

The Supervisory Board of the Company has set up the Special Committee for evaluating the Offer, including the financial fairness of the Increased Offer Consideration. In this context, the Special Committee has requested Perella Weinberg UK Limited ("**Perella Weinberg Partners**" or "**we**") to assess the fairness (in German "*Angemessenheit*") of the Increased Offer Consideration, from a financial point of view, to the shareholders of the Company (other than the Bidder, any affiliates of the Bidder and any persons acting jointly with or otherwise connected to the Bidder) and to issue to the Special Committee a respective opinion (the "**Opinion**"). The Opinion issued by Perella Weinberg Partners is contained in this letter. This letter should be read in its entirety for an understanding of the scope and conclusion of the Opinion.

In connection with the Announcement, the Bidder has further published its intention to implement a statutory merger transaction between the Bidder and the Company following completion of the Offer and certain other measures planned by the Bidder (the "**Merger**") and has also published its expectation, in relation to the Merger, regarding the synergies and integration costs (the "**Synergy Expectations**"). This letter and the Opinion contained herein do not take into account the Merger, the Synergy Expectations, their respective probability of implementation or their potential impact on the Company or its shareholders, and Perella Weinberg Partners does not express a view or opinion in relation thereto.

In the context of preparing this Opinion, we have:

1. reviewed certain publicly available financial statements and other publicly available business and financial information relating to the Company, including equity research analyst reports;
2. reviewed certain internal financial information and forecasts of the Company (the “**Company Plan**”) and other internal financial information relating to the business of the Company, in each case as prepared and provided to us for our use by the Executive Board of the Company or, at its direction, by certain other representatives of the Company;
3. discussed aspects concerning the past and current business, operations, financial condition and prospects of the Company, including the long-term prospects of the Company’s business divisions (the “**Long-term Outlook**”) with representatives of the Company;
4. participated in discussions among and with the Special Committee, the Chief Executive Officer of the Company, and / or their respective advisors;
5. reviewed the Offer Document;
6. reviewed the Offer Amendment;
7. reviewed historical trading prices for the Vitesco Shares;
8. analyzed various publicly available business, financial and share price information concerning certain publicly-traded companies which we believe to be generally relevant;
9. performed certain discounted cash flow analyses;
10. compared the financial terms of the Offer set forth in the Offer Amendment with the publicly available financial terms of certain transactions which we believe to be generally relevant;
11. conducted such other financial studies, analyses and investigations, and considered such other factors, as we have deemed appropriate.

In preparing this Opinion, we have assumed and relied upon, with your consent, without assuming any responsibility for independent verification, that all of the financial, accounting, legal, tax, regulatory and other information provided to, discussed with or reviewed by us (including publicly available information) is correct, complete and not misleading and, accordingly, accurately reflects the current state of the Company as well as its expected future business and financial performance, and we have further relied upon the assurances of the Company’s Executive Board that it is not aware of any facts or other circumstances that would make such information inaccurate, incomplete or misleading in any material respect. With respect to the Company Plan, we have further assumed and relied upon, with your consent, without assuming any responsibility for independent verification, that it has been reasonably prepared on bases reflecting the best estimates and judgments, available at the time of preparation, and continues to reflect the best currently available estimates and judgments as to the future financial performance of the Company and the other matters covered thereby. In rendering this Opinion, we assume no responsibility for and express no view as to the reasonableness, correctness or completeness of the content and presentation, as applicable, of any forecasts and projections in the Company Plan and/or the Long-term Outlook or the assumptions on which they are based.

In arriving at this Opinion, we have not made or been provided with any independent valuation or appraisal of the assets and liabilities (including any contingent, derivative or off-balance-sheet assets or liabilities, if any) of the Company, any of its affiliates or any other party and we have not assumed any obligation to conduct, nor have we conducted, any physical inspection of the properties or facilities of the Company, any of its affiliates or any other party. We furthermore did not evaluate the present or future solvency of the Company, any of its affiliates or any party to the Transaction, or the impact of the Offer and/or the Transaction thereon, including under any applicable laws relating to bankruptcy,

insolvency or similar matters, and were not mandated to do so. We were also not presented with any assessments or reviews in regards thereto.

We have assumed that the Offer and the Transaction will be consummated in a timely manner in accordance with the terms set forth in the Offer Document, without any modification, amendment, waiver or delay that would be material to our analysis or this Opinion. In addition, we have assumed that in connection with the receipt of all approvals, consents and clearances required in connection with the Offer or the Transaction, no delays, limitations, conditions or restrictions will be imposed that would be material to our analysis or this Opinion.

This Opinion does not address any legal, regulatory, tax or accounting matters, as to which we understand and assume the Company has received such advice as it deems necessary from qualified professionals. We did not make any assessment as to the legal obligations of the Special Committee and/or the Company, the regulatory environment in which the Company or any other party operates and how any changes in this environment might impact their respective business. The sole question addressed in this Opinion is whether, as of the date of this letter, the Increased Offer Consideration is fair, from a financial point of view, to the shareholders of the Company (other than the Bidder, any affiliates of the Bidder or any persons acting jointly with or otherwise connected to the Bidder).

We have not been asked to, nor do we, offer any opinion as to any other term of the Offer, the form or structure or any other aspects of the Offer or the likely or expected timeframe in which the Offer and/or the Transaction will be consummated or any other aspect or further effect of the completion or non-completion of the Offer and/or the Transaction or other agreements, arrangements and undertakings contemplated by or entered into in connection with the Offer and/or the Transaction or following its respective completion.

This Opinion does not consider the relative merits of the Offer and/or Transaction when compared to alternative transactions, offers or strategies, which might be available to the Company. Furthermore, this Opinion does not assume any specific acceptance rate of the Offer, nor does it take into consideration an expected number of shareholders of the Company which may or may not tender their shares into the Offer and possible consequences thereof. We do not express any opinion as to the prices at which the Vitesco Shares will trade at any time, including following completion of the Offer, nor do we express any opinion as to any tax, legal, regulatory, accounting or other consequences that may result from the Offer or any other transaction undertaken in the context of the Offer and/or the BCA.

In the context of the preparation of this Opinion, Perella Weinberg Partners has given consideration to several valuation methods which are customarily considered by investment banks in the preparation of such opinions. This Opinion is however not based on a valuation as is typically carried out by auditors in accordance with German corporate and commercial law and should therefore not be deemed as such. In particular, Perella Weinberg Partners has not prepared a valuation on the basis of the Principles for the Performance of Business Valuations (*Grundsätze zur Durchführung von Unternehmensbewertungen* - IDW S 1) published by the Institute of Auditors in Germany (*Institut der Wirtschaftsprüfer e.V. - IDW*) and this Opinion also does not take into account the Principles for the Preparation of Fairness Opinions (*Grundsätze für die Erstellung von Fairness Opinions* - IDW S 8) published by the Institute of Auditors in Germany (*Institut der Wirtschaftsprüfer e.V. - IDW*). An assessment regarding the fairness, from a financial point of view (as contained in this letter) differs in several important aspects from assessments by auditors and from financial assessments in general.

In this Opinion, Perella Weinberg Partners makes no assessment of whether the terms of the Offer comply with the requirements of the WpÜG and the regulations thereunder or with any other legal requirements.

Our Opinion is necessarily solely based on the information and data received up to the date of this letter and on the financial, macroeconomic, market and other conditions as they currently exist and can be considered at this moment in time. Subsequent circumstances, developments and events which occur, or information and data which we receive, after the date of this letter may have, or may have had if known at the time, an effect on our Opinion and the underlying assumptions. We do not, however, assume any obligation to update, edit or confirm our Opinion due to new circumstances, developments or events, or otherwise which arise, or information and data which we receive or becomes available, after the delivery of this Opinion.

We are acting as financial advisor to the Special Committee with respect to the Transaction, the Offer and this Opinion and will receive a customary fee for our services, all or a significant portion of which becomes payable upon delivery of this Opinion by us to the Special Committee (or would have become payable if we had advised the Special Committee that we were unable to render such opinion). In addition, the Company has agreed to reimburse us for certain expenses and indemnify us for certain liabilities that may arise out of our engagement.

It is possible that Perella Weinberg Partners or companies affiliated with Perella Weinberg Partners may have provided, provide or will provide advisory or other financial services to the Company, the Bidder, any of their affiliates or any other third party and that we have received or will receive fees for such services. It is possible at any time that Perella Weinberg Partners or companies affiliated with Perella Weinberg Partners hold, in the ordinary course of their business, any kind of securities and/or financial instruments regarding the Company, the Bidder, any of their affiliates or any other third party for their own account or for the account of third parties.

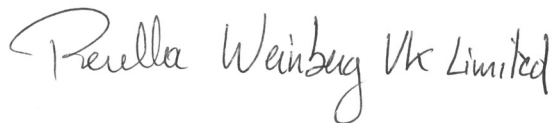
The issuance of this Opinion was approved by a fairness opinion committee of Perella Weinberg Partners.

This Opinion has been prepared by us solely for the Special Committee in relation to and with the purpose of enabling the Special Committee to evaluate the Increased Offer Consideration from a purely financial perspective. This Opinion was not prepared for any shareholder of the Company, the Bidder, any of their affiliates, any creditor of the Company or any other person (in each case a "**Non-Addressee**") and does not contain any recommendation as to how such a Non-Addressee should act in the context of the Offer and/or the Transaction, in particular whether any such Non-Addressee should acquire or dispose of any Vitesco Shares or whether or not any such Non-Addressee should tender any Vitesco Shares into the Offer. This Opinion was not prepared on behalf of or in the name of any Non-Addressee and does not afford any rights or protections to any such Non-Addressee. This Opinion does not establish any contractual or other relationship between Perella Weinberg Partners and third parties who read this Opinion. The Supervisory Board of the Company may attach this letter as a whole to the reasoned statement to be issued by it or to the joint reasoned statement to be issued by the Executive Board and the Supervisory Board of the Company in accordance with Section 27 para. 1 WpÜG and to be published pursuant to Section 27 para. 3 WpÜG. The Supervisory Board of the Company may also refer to this letter in documents of the Company published in the context of the publication of its reasoned statement. With the exception of the aforementioned authorized disclosure, neither the existence nor the content of this Opinion or this letter may — as a whole or in part — without our prior written consent (which will be given or withheld in our sole and absolute discretion) be disclosed,

reproduced, disseminated, quoted, summarized or referred to at any time or in any manner and it may not be used for any purpose other than the one stipulated herein. Our consent, if given, will not constitute any expansion or addition to the addressees of this Opinion or the persons who are permitted to rely on this Opinion and any such consent may not be conceived or construed as such. There is no liability towards any Non-Addressee regardless if this Opinion has been publicly disclosed with or without our consent.

Based upon and subject to the foregoing, including the various assumptions and limitations set forth herein, we are of the opinion that, as of the date of this letter, the Increased Offer Consideration is inadequate, from a financial point of view, to the shareholders of the Company (other than the Bidder, any of its affiliates and any persons acting jointly with or otherwise connected to the Bidder).

Yours sincerely,

A handwritten signature in cursive script that reads "Perella Weinberg UK Limited".

PERELLA WEINBERG UK Limited