

**Invitation
to the Annual General Meeting
of Autoneum Holding Ltd**

Wednesday, April 2, 2025, at 4:30 p.m.
(doors open at 3:30 p.m.)

gate27
Theaterstrasse 27b, 8400 Winterthur

Dear shareholders,

The Board of Directors of Autoneum Holding Ltd is pleased to invite you to the Annual General Meeting 2025.

Agenda items and proposals of the Board of Directors

1. Presentation of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements 2024

The Board of Directors is required by law and according to the Articles of Association to submit the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements 2024 to the Annual General Meeting for approval, acknowledging the Statutory Auditors' Reports.

Proposal: The Board of Directors proposes the approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements 2024.

2. Approval of the appropriation of available earnings 2024

By law and according to the Articles of Association, the appropriation of available earnings and the determination of any dividend are to be decided by the Annual General Meeting.

Proposal: The Board of Directors proposes to appropriate the available earnings 2024 as follows:

	CHF
Balance brought forward	225 815 791
Net profit for the year	38 470 044
Total at disposal of the Annual General Meeting	264 285 835
Distribution of a dividend of CHF 2.80 per share	16 353 268
Carried forward to new account	247 932 567

If this proposal is approved, the dividend will be paid out from April 8, 2025, onwards, with the 35% deduction for withholding tax. The last trading day entitling the shareholders to receipt of the dividend is April 3, 2025. As of April 4, 2025, the shares will be traded ex dividend.

3. Consultative vote on the Corporate Responsibility Report 2024

The Board of Directors is required by law to submit the Corporate Responsibility Report to the Annual General Meeting for a consultative vote.

Proposal: The Board of Directors proposes the approval of the Corporate Responsibility Report 2024 by means of a non-binding consultative vote.

4. Discharge of the members of the Board of Directors and the Group Executive Board

As a consequence of the discharge of the members of the Board of Directors and the Group Executive Board, they can no longer be held liable by the Company and the consenting shareholders for events from the 2024 financial year that were brought to the attention of the Annual General Meeting.

Proposal: The Board of Directors proposes to grant discharge to its members and the members of the Group Executive Board for their activities in the financial year 2024.

5. Election of the members of the Board of Directors

As the term of office of the members of the Board of Directors expires at the end of the Annual General Meeting 2025 in accordance with the law and the Articles of Association, they must be re-elected by the Annual General Meeting. More information on the members of the Board of Directors can be found from page 66 of the Annual Report and on our website at www.autoneum.com/investor-relations/corporate-governance.

Proposal: The Board of Directors proposes the re-election of

- 5.1 Hans-Peter Schwald
- 5.2 Norbert Indlekofer
- 5.3 Liane Hirner
- 5.4 Martin Klöti
- 5.5 Michael Pieper
- 5.6 Oliver Streuli

as members of the Board of Directors by way of individual election for a one-year term of office, expiring after the completion of the Annual General Meeting 2026.

Ferdinand Stutz has informed the Board of Directors that he will not be available for re-election. He has been a member of the Board of Directors and various committees since Autoneum became independent in 2011. Additionally, he served as the employer representative on the pension commission of the Autoneum Kader pension scheme of the Rivora collective foundation. With his extensive industry and leadership experience, Ferdinand Stutz has contributed in many ways to the further development of Autoneum. The Board of Directors thanks him sincerely for the excellent cooperation and his dedicated work and wishes him all the best for his future.

In addition, the Board of Directors proposes the election of

- 5.7 Yanni von Roy-Jiang

as new member of the Board of Directors for a one-year term of office, ending after the completion of the Annual General Meeting in 2026.

Ms. von Roy-Jiang is a Chinese national and has been living in Germany for a long time. She holds a degree in Engineering & Trading from Donghua University, Shanghai, China, and in Business Administration from the University of Augsburg, Germany. She has held various leadership positions in her professional career, including in finance, procurement as well as in production and quality. Since 2022, she has been a member of the Executive Board and Chief Operating Officer of the Webasto Group, based in Germany.

For more information, please visit
www.autoneum.com/yanni-von-roy-jiang.

6. Election of the Chairman of the Board of Directors

In accordance with the law and the Articles of Association, the term of office of the Chairman of the Board of Directors expires with the completion of the Annual General Meeting 2025. He must therefore be re-elected by the Annual General Meeting.

Proposal: The Board of Directors proposes the re-election of Hans-Peter Schwald as Chairman of the Board of Directors for a one-year term of office, expiring after the completion of the Annual General Meeting 2026.

7. Election of the members of the Compensation Committee

In accordance with the law and the Articles of Association, the term of office of the members of the Compensation Committee expires with the completion of the Annual General Meeting 2025. Therefore, each member has to be re-elected by the Annual General Meeting.

Proposal: The Board of Directors proposes the re-election of

- 7.1 Norbert Indlekofer
- 7.2 Hans-Peter Schwald
- 7.3 Oliver Streuli

as members of the Compensation Committee by way of individual election for a one-year term of office, expiring after the completion of the Annual General Meeting 2026.

8. Election of the Statutory Auditors

According to the Articles of Association, the Statutory Auditors are to be elected annually by the Annual General Meeting. KPMG AG, Zurich, meets the legal requirements in terms of qualification and independence and the Board of Directors proposes to re-elect them for reasons of continuity.

Proposal: The Board of Directors proposes the re-election of KPMG AG, Zurich, as Statutory Auditors for the financial year 2025.

9. Election of the Independent Proxy

By law and according to the Articles of Association, the Independent Proxy has to be re-elected annually by the Annual General Meeting. Mr. Mayer fulfills the independence criteria. The Board of Directors proposes to re-elect him for reasons of continuity.

Proposal: The Board of Directors proposes the re-election of lic. iur. Ulrich B. Mayer, Attorney-at-Law, Dorfstrasse 10, 8185 Winkel, as the Independent Proxy with a term of office expiring after the completion of the Annual General Meeting 2026.

10. Consultative vote on the Remuneration Report 2024

In accordance with the Articles of Association, the maximum total amount of remuneration for the Board of Directors and the Group Executive Board is approved annually for the following financial year. If variable remuneration is voted on prospectively, the Remuneration Report must be submitted to the Annual General Meeting for a consultative vote. The Remuneration Report can be found in the Annual Report 2024 from page 146 onwards.

Proposal: The Board of Directors proposes the approval of the Remuneration Report 2024 by means of a non-binding consultative vote.

11. Approval of the maximum total remuneration for the members of the Board of Directors for the financial year 2026

In accordance with the law and the Articles of Association, the approval of the maximum total amount of remuneration for the members of the Board of Directors is within the competence of the Annual General Meeting.

The remuneration of the members of the Board of Directors comprises a fixed annual fee. Details on the basics of the remuneration for the members of the Board of Directors can be found in the Remuneration Report from page 146 onwards of the Annual Report 2024.

Proposal: The Board of Directors proposes the approval of the maximum total remuneration for the members of the Board of Directors in the amount of CHF 2.0 million for the financial year 2026.

12. Approval of the maximum total remuneration for the members of the Group Executive Board for the financial year 2026

In accordance with the law and the Articles of Association, the approval of the maximum total amount of remuneration for the members of the Group Executive Board is within the competence of the Annual General Meeting.

The remuneration of the members of the Group Executive Board comprises fixed and variable, performance-based remuneration components. To some members of the Group Executive Board, the remuneration is paid in full or in part in foreign currencies. The following external factors, which are beyond Autoneum's control, may result in the total amount of remuneration paid out and converted into Swiss francs exceeding the maximum total amount proposed:

1. Fluctuation of the underlying exchange rates
2. Changes in mandatory local legislations, for example in the area of social security contributions or income taxes, insofar as these are at the expense of the employer

Details on the basics for the remuneration of the members of the Group Executive Board can be found in the Remuneration Report from page 146 onwards of the Annual Report 2024.

Proposal: The Board of Directors proposes the approval of the maximum total remuneration for the members of the Group Executive Board in the amount of CHF 10.0 million for the financial year 2026.

13. Partial amendments to the Articles of Association

13.1. Introduction of a Capital Band

The automotive industry is continuing to experience major upheavals. On account of its market and technology leadership and being in solid financial health, Autoneum is very well positioned to help shape its transformation and actively participate in a potential further consolidation of suppliers. The Board of Directors therefore proposes the creation of a capital band. Accordingly, the Board of Directors will be authorized, until April 1, 2030, to issue up to 2'920'226 fully paid-up registered shares of CHF 0.05 nominal value each.

Proposal: The Board of Directors proposes the introduction of a capital band in §3a in accordance with the following provisions:

Previous version	Proposed new version (changes bold, deletions crossed out)
§3a deleted	§3a Capital Band
	<ol style="list-style-type: none"> 1. The Board of Directors is authorized, until April 1, 2030, to increase at any time and in one or more steps the Company's share capital up to a maximum of CHF 438'033.95 by issuing up to 2'920'226 fully paid up registered shares of CHF 0.05 nominal value each, for acquisitions of companies or parts of companies, participations, financings, and other strategic transactions. 2. The Board of Directors shall determine the number of shares, the issue price, the kind of contribution, the date of issue, the conditions for exercising subscription

rights and the commencement of the dividend entitlement. The Board of Directors may issue new shares which are underwritten by a bank or other third party and subsequently offered to existing shareholders. The Board of Directors is authorized to restrict or exclude the trading in subscription rights. The Board of Directors may allow subscription rights that have not been exercised to lapse or place them on the shares for which subscription rights have been granted but not exercised at market conditions or otherwise use them in the interest of the Company.

3. The Board of Directors is further authorized to exclude or restrict shareholders' subscription rights and to allocate subscription rights to individual shareholders, third parties, the Company, or group companies:
 - a) if the issue price of the new shares is determined by taking into account the market price; or
 - b) for the acquisition or merger of companies, parts of companies, or participations or for the financing or refinancing of such transactions or the financing of new investment projects of the Company or its group companies, including the acquisition of products, intellectual property rights, or licenses; or
 - c) for purposes of broadening the shareholder group in certain geographical finance and investor markets, for purposes of the participation of strategic partners, or in connection with the listing of new shares on domestic or foreign stock exchanges; or
 - d) for raising capital in a fast and flexible manner, which would not be possible, or might only be possible with great difficulty or delays or at significantly less favorable conditions, without the exclusion of the subscription rights of existing shareholders.

Previous version	Proposed new version (changes bold, deletions crossed out)
§3a deleted	§3a Capital Band 4. The subscription and acquisition of new shares as well as any subsequent transfer of the shares shall be subject to the restrictions of §4.

13.2. Remuneration of the Board of Directors and the Group Executive Board

The current definition of executive compensation in the Articles of Association was established over ten years ago. In the meantime, the market has changed, and compensation at the executive level requires more flexibility to attract and retain qualified and experienced executives. Therefore, the Board of Directors proposes to amend the Articles of Association regarding the limitation of remuneration.

Proposal: The Board of Directors proposes the deletion of the percentages in §24 Section 2 and 3 as follows:

Previous version	Proposed new version (changes bold, deletions crossed out)
§24 Remuneration of the Board of Directors and the Group Executive Board	§24 Remuneration of the Board of Directors and the Group Executive Board
2. In addition to the fixed remuneration, the remuneration of the members of the Group Executive Committee may comprise a variable performance-related compensation according to the bonus plan, which depends on the achievement or exceeding of financial, individual and sustainability-related targets. The Board of Directors is responsible for defining the targets and assessing their achievement. The variable performance-related remuneration is limited to a maximum of 120% of the fixed remuneration of the respective member of the Group Executive Board. The Board of Directors may determine that part or all of this variable performance-related remuneration shall be paid or may be drawn in blocked shares of the Company.	2. In addition to the fixed remuneration, the remuneration of the members of the Group Executive Committee may comprise a variable performance-related compensation according to the bonus plan, which depends on the achievement or exceeding of financial, individual and sustainability-related targets. The Board of Directors is responsible for defining the targets and assessing their achievement. The variable performance-related remuneration is limited to a maximum of 120% of the fixed remuneration of the respective member of the Group Executive Board. The Board of Directors may determine that part or all of this variable performance-related remuneration shall be paid or may be drawn in blocked shares of the Company.
3. The Board of Directors may additionally allocate to the members of the Group Executive Board a portion of the Group's net result in form of shares of the Company	3. The Board of Directors may additionally allocate to the members of the Group Executive Board a portion of the Group's net result in form of shares of the Company

in accordance with the long-term incentive plan (LTI). The allocation of shares shall be made in the form of rights to shares which shall only be transferred after the expiry of a vesting period. The attributable value may not exceed 20% of the fixed remuneration of the respective member of the Group Executive Board.

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We look forward to your attendance at the Annual General Meeting which will be followed by an Apéro Riche. Please register by using the enclosed registration form or electronically via the Nimbus ShApp platform at <https://autoneum.shapp.ch>.

Winterthur, March 12, 2025

Autoneum Holding Ltd

For the Board of Directors
The Chairman



Hans-Peter Schwald

General Information

Documents

The Annual Report 2024, including the Financial Statements, the Consolidated Financial Statements, the Remuneration Report as well as the Statutory Auditors' Reports and the separate Corporate Responsibility Report 2024 are available electronically from March 12, 2025 onwards at www.autoneum.com/investor-relations/financial-reports, resp. at <https://www.autoneum.com/corporate-responsibility/> and can be ordered by shareholders registered in the Company's share register using the enclosed registration form or electronically via the Nimbus ShApp platform at <https://autoneum.shapp.ch>.

Legitimation and admission cards

Only shareholders who are entered in the share register of Autoneum Holding Ltd with voting rights on March 27, 2025, may attend and exercise their voting rights at the Annual General Meeting.

If you wish to attend the Annual General Meeting in person or to be represented by any representative of your choice, you need an admission card with voting cards. The admission card with voting cards can be ordered using the enclosed registration form or electronically via the Nimbus ShApp platform at <https://autoneum.shapp.ch>. The admission cards will be sent as of March 28, 2025. Accompanying persons will not be admitted.

Proxies

Shareholders who are not able to attend the Annual General Meeting in person can be represented as follows:

- a) by any representative of choice by granting written proxy on the admission card.
- b) by the Independent Proxy lic. iur. Ulrich B. Mayer, Attorney-at-Law, Dorfstrasse 10, 8185 Winkel, by issuance of proxy and instructions by means of the signed registration form or by issuing proxy and instructions electronically using the Nimbus ShApp platform at <https://autoneum.shapp.ch>.

By signing the registration form, the Independent Proxy is authorized to agree to the proposals of the Board of Directors, provided no diverging instructions have been given. This also applies to proposals voted on at the Annual General Meeting that are not announced in the invitation.

To order admission cards or issue proxy and instructions by mail, please complete, sign and return the enclosed registration form by March 27, 2025, at the latest. Preparations for the Annual General Meeting will be facilitated by the prompt return of the registration form.

Electronic platform Nimbus ShApp

Alternatively, admission cards can be ordered or proxy and instructions to the Independent Proxy can also be issued electronically via the Nimbus ShApp platform at <https://autoneum.shapp.ch>. You can find your personal access data (ID and password) on the registration form under “Access information for the electronic platform Nimbus ShApp”.

It is possible to issue proxy and instructions electronically to the Independent Proxy or make changes to the issued instructions up to March 30, 2025, at the latest (end of day).

Language

The Annual General Meeting will be held in German.

This invitation is a translation of the German original. In the event of any inconsistencies, the German version prevails.

Directions

The Annual General Meeting will be held at the gate27, Theaterstrasse 27b, 8400 Winterthur, where the Apéro Riche will also be offered afterwards.

As there are no parking spaces available at the gate27, we kindly recommend using public transportation.

Public transportation from Winterthur main station

Bus lines 3 or 10 to the bus stop Winterthur Bezirksgebäude with a subsequent walk of five minutes to gate27.

Or by foot in a ten-minute walk from Winterthur main station. Follow the marked path along the railway line towards Kantonsspital Winterthur (KSW).

Private transportation

The following public parking facilities (see map) are located in the immediate vicinity of gate27:

- Parkhaus Coop/Manor Stadtgarten, Museumstrasse 74, 8400 Winterthur
- Bahnhof-Parkhaus Winterthur, Rudolfstrasse 20, 8400 Winterthur
- Parkhaus Theater, Museumstrasse 64, 8400 Winterthur

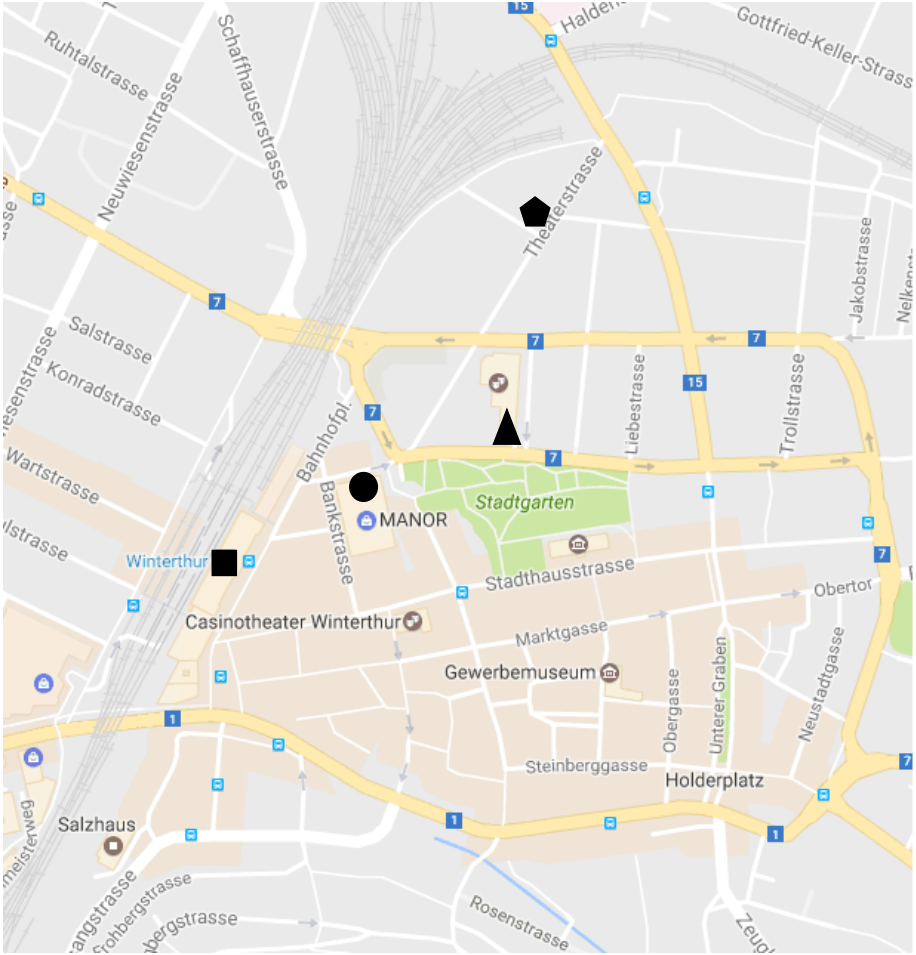
Enclosures





- Registration form
- Reply envelope

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Map



-  gate27, Theaterstrasse 27b
-  Parkhaus Coop/Manor Stadtgarten
-  Bahnhof-Parkhaus Winterthur
-  Parkhaus Theater