

# Remuneration Report

## 1 INTRODUCTION

### Content and basis of the Remuneration Report

This remuneration report explains the authority and definition of the remuneration of the members of the Board of Directors and the Group Executive Board, as well as Autoneum's remuneration system and how it was applied in the reporting period. Disclosures are made in accordance with the applicable provisions of Swiss law, the Directive on Information relating to Corporate Governance of the SIX Swiss Exchange and the Swiss Code of Best Practice for Corporate Governance from *economiesuisse*. The remuneration tables listed under items 4 and 5 have been audited by the statutory auditors. In addition, this remuneration report will be submitted to the shareholders at the Annual General Meeting on April 2, 2025 for a consultative vote so that they can express their opinion on the remuneration policy and remuneration system.

### Rules on Remuneration in the Articles of Association

The Articles of Association of Autoneum Holding Ltd contain provisions on the remuneration principles applicable to the members of the Board of Directors and the Group Executive Board:

- Resolutions and powers of the Annual General Meeting (§12/13);
- Approval of the remuneration of the members of the Board of Directors and the Group Executive Board, as well as an additional amount for payments to new members of the Group Executive Board appointed by the Board of Directors after the approval of the remuneration (§14);
- Contracts of office and employment of the members of the Board of Directors and the Group Executive Board (§19);
- Number of permissible mandates (§20);
- Election and duties of the Compensation Committee (§23);
- Principles applicable to the fixed and variable performance-related remuneration and to the allocation of shares to the members of the Board of Directors and the Group Executive Board (§24);
- Loans, credit facilities and retirement benefits for members of the Group Executive Board (§25).

The full text of the Articles of Association is available online at

<https://www.autoneum.com/investor-relations/corporate-governance/#articles-of-association>.

The maximum aggregate total compensation of the members of the Board of Directors and the Group Executive Board as proposed by the Board of Directors is submitted to the shareholders for approval at the Annual General Meeting each year separately and prospectively for the coming financial year (§14 of the Articles of Association).

## 2 AUTHORITY AND DEFINITION PROCESS

The basic features of the remuneration policy, the remuneration system and the share-based payment plans are elaborated by the Compensation Committee, reviewed annually and approved by the Board of Directors. No third-party consultants have been engaged for the elaboration of the salary policy or the compensation programs.

The Board of Directors fixes annually the remuneration of the members of the Board of Directors and the Group Executive Board, approves the fixed portion of the remuneration and defines the targets, parameters and other details for the executive bonus and the long-term incentive plans, based on the suggestions of the Compensation Committee and within the limits approved by the shareholders. The members of the Board of Directors, whose remuneration is decided on, also participate in the meeting. The amount of remuneration for the members of the Board of Directors and the

Group Executive Board is determined at the discretion of the Board of Directors. In doing so, the Board of Directors takes into consideration function and responsibility, in the case of the Group Executive Board also experience, and incorporates information which is publicly available or known from their own experience.

### 3 REMUNERATION SYSTEM

#### Remuneration of the Board of Directors

The members of the Board of Directors receive a fixed annual remuneration for their entire board activities as well as an annual lump sum payment for representation expenses. They receive no variable remuneration. The members of the Board of Directors may opt to obtain all or part of their remuneration in cash or in Autoneum shares. The cash component is paid out in December of the related financial year. The shares are allocated in the respective financial year and blocked for three years. The share price applicable for the conversion of the remuneration into shares is based on the average closing price of the ten trading days following the dividend payment or the Annual General Meeting, if no dividend is paid, discounted to reflect a three-year blocking period.

#### Remuneration of the Group Executive Board

The remuneration structure for the Group's senior management consists of several components and, within a market-based remuneration framework, takes into account the individual performance and the Group's performance in the financial year as well as the creation of long-term, sustainable added value. The remuneration of the Group's senior management, including the members of the Group Executive Board, consists of a basic salary (fixed remuneration), a variable, performance-related bonus according to the executive bonus plan and the participation in the long-term incentive plan (LTI). To ensure a consistent focus on the long-term interests of the shareholders, a part of the variable remuneration is paid in the form of blocked shares. Due to the three-year blocking period of the allocated shares, this remuneration is linked to the long-term development of the company value of Autoneum.

#### Basic salary

The basic salary of the members of the Group Executive Board consists of a fixed annual remuneration. The Board of Directors may define a portion of the basic salary to be paid in Autoneum shares. The number of shares is calculated based on the average closing price during the first ten trading days of the respective year. The shares are allocated in December of the respective year and are blocked for three years.

#### Bonus

The members of the Group Executive Board may reach a variable, performance-related remuneration of up to 80% of their basic salary in the form of a bonus, subject to the achievement or exceeding of defined minimum profitability and liquidity targets of the Group or of the Business Groups, as well as to the achievement of annually agreed individual targets. Additionally, for sustainability as well as for social and environmental matters, the following ESG target criteria are applied:

- Scope-1<sup>1</sup> emissions (direct greenhouse gas emissions from consumption of fossil fuels);
- Scope-2<sup>1</sup> emissions (indirect greenhouse gas emissions from purchased electricity, excluding renewable electricity);
- Non-hazardous waste (reduce non-hazardous waste);
- Accident Frequency Rate (AFR) (no accidents).

The targets set for the CEO and CFO are composed of the Group net result margin (weighting 52.5%), Group RONA (22.5%), individual targets (15%) and ESG targets at Group level (10%). For the Heads of the Business Groups, the targets are composed of the Group net result margin (17.5%), Group RONA (7.5%), EBIT margin of the Business Group (35%), free cash flow of the Business Group (15%), individual targets (15%) and ESG targets at Business Group level (10%).

<sup>1</sup> According to the definition of the Greenhouse Gas Protocol.

Minimum and maximum limits are defined for the weighted targets. In general, the achievement of the minimum limit is a condition for the performance-related bonus, while the maximum bonus is achieved at the maximum limit. However, for ESG criteria the principle of “the lower, the better” applies. For all targets, the performance-related bonus increases linearly between the two defined limits, with the exception of the Accident Frequency Rate (AFR), where 100% is achieved if the result is equal to or smaller than the defined lower limit, 50% is achieved if the result is between the lower and/or equal to the higher limit, and 0% is reached, if the result exceeds the higher limit.

Irrespective of the other targets, a bonus is only paid if the Group net result is positive. At least 40% of the bonus is paid in Autoneum shares. Each member of the Group Executive Board can opt to receive up to 100% of the bonus in shares and to receive either restricted shares with a blocking period of three years or an entitlement to shares with a deferred transfer after a period of three years. The calculated bonus is multiplied by 1.4 and then converted into shares using the average closing price of the first ten trading days in January of the following year.

### **Long-term incentive plan (LTI)**

The LTI allows the Board of Directors to allocate a part of the Group’s net result to predefined beneficiaries. Beneficiaries are the members of the Group’s senior management including the Group Executive Board. An allocation is only made if the Group’s net result is positive and exceeds a defined threshold. The total amount of the Group’s net result dedicated to the LTI is converted into Autoneum shares and the shares are allocated to the beneficiaries at fixed percentage rates corresponding to the internal function levels. The shares become property of the beneficiaries after a vesting period of 35 months, if the beneficiaries are then still employed by an Autoneum company. Due to the 35-month vesting period, the value of the LTI at vesting date is in strong correlation to the performance of the Autoneum share price. Immediate vesting occurs in case of death or retirement of a beneficiary. In case of employment termination, shares not yet vested lapse without compensation. Exceptions are possible at the discretion of the Compensation Committee.

### **Share options and share purchase plans**

There are no share options or share purchase plans.

### **Permissible activities outside the Autoneum Group**

The Board of Directors decides on mandates of members of the Group Executive Board or the Group’s senior management at other companies. If the mandates are exercised outside the contractual working time, the remunerations received must not be surrendered to Autoneum.

## 4 INFORMATION REGARDING MEMBERS OF THE BOARD OF DIRECTORS

### External mandates of the members of the Board of Directors (in accordance with art. 734e CO)

The following table lists all external mandates numerically that the members of the Board of Directors hold in comparable functions at other companies with an economic purpose (including companies belonging to the same group). Mandates without an economic purpose are shown separately at the end.

Board of Directors	Company name	Function
Hans-Peter Schwald Chairman	1. AVIA Vereinigung unabhängiger Schweizer Importeure und Anbieter von Energieprodukten, Genossenschaft	Chairman of the Board
	2. Dagda Consulting AG	Chairman of the Board of Directors
	3. DSH Holding AG	Member of the Board of Directors
	4. PCS Holding AG	Member of the Board of Directors
	5. Rehaklinik Tschugg	
	– Retsch Holding AG	Member of the Board of Directors
	– Rehaklinik Tschugg AG	Chairman of the Board of Directors
	6. Rieter Holding AG <sup>1</sup>	Member of the Board of Directors Member of the Nomination and Compensation Committee Member of the Audit Committee
	7. Stadler Rail	
	– Stadler Rail AG <sup>1</sup>	Vice Chairman of the Board of Directors Member of the Nomination and Compensation Committee Member of the Audit Committee
	– Stadler Bussnang AG	Chairman of the Board of Directors
	– Stadler Rheintal AG	Chairman of the Board of Directors
	– Stadler Rail Management AG	Chairman of the Board of Directors
	– Stadler Stahlguss AG	Vice Chairman of the Board of Directors
	– Stadler Rail Valencia S.A.U.	Member of the Board of Directors
	– Stadler Winterthur AG	Member of the Board of Directors
	8. VAMED Schweiz	
	– Rehaklinik Dussnang AG	Chairman of the Board of Directors
	– Rehaklinik Seewis AG	Chairman of the Board of Directors
	– Rehaklinik Zihlschlacht AG	Chairman of the Board of Directors
– VAMED Health Project Schweiz AG	Chairman of the Board of Directors	
– VAMED Management und Service Schweiz AG	Chairman of the Board of Directors	

<sup>1</sup>Listed company

<b>Board of Directors</b>	<b>Company name</b>	<b>Function</b>
	9. Valfor Attorneys-at-Law Association	Chairperson of the Board
	10. ZSC Lions Arena Immobilien AG	Chairman of the Board of Directors
Norbert Indlekofer Vice Chairman	1. ATESTEO GmbH & Co. KG	Member of the Advisory Board
	2. Feintool International Holding AG <sup>1</sup>	Vice Chairman of the Board of Directors Chairman of the Remuneration Committee
Liane Hirner	1. Vienna Insurance Group	
	– Vienna Insurance Group AG <sup>1</sup>	CFRO
	– Compania de Asigurari “DONARIS VIENNA INSURANCE GROUP” Societate pe Actiuni	Vice Chairwoman of the Supervisory Board Chairwoman of the Audit Committee
	– Donau Versicherung AG Vienna Insurance Group	1 <sup>st</sup> Vice Chairwoman of the Supervisory Board Chairwoman of the Audit Committee Member of the AR Human Resources Committee Member of the AR Committee for urgent matters
	– Vienna-Life Lebensversicherung AG Vienna Insurance Group	Vice Chairwoman of the Supervisory Board Chairwoman of the Audit Committee Member of the AR Committee for urgent matters Member of the AR Human Resources Committee
	– InterRisk Versicherungs-AG Vienna Insurance Group	Chairwoman of the Supervisory Board Chairwoman of the Audit Committee Chairwoman of the AR Human Resources Committee
	– InterRisk Lebensversicherungs-AG Vienna Insurance Group	Chairwoman of the Supervisory Board Chairwoman of the Audit Committee Chairwoman of the AR Human Resources Committee
	– Private Joint Stock Company Insurance Company “USG”	Vice Chairwoman of the Supervisory Board Member of the Audit Committee Chairwoman of the Risk Committee Member of the Remuneration Committee

<sup>1</sup> Listed company

<b>Board of Directors</b>	<b>Company name</b>	<b>Function</b>
	– Private Joint-Stock Company Insurance Company “Kniazha Life Vienna Insurance Group”	Vice Chairwoman of the Supervisory Board Member of the Audit Committee Chairwoman of the Risk Committee Member of the Remuneration Committee
	– Private Joint-Stock Company Ukrainian Insurance Company “Kniazha Vienna Insurance Group”	Vice Chairwoman of the Supervisory Board Member of the Audit Committee Chairwoman of the Risk Committee Member of the Remuneration Committee
	– Intersig Vienna Insurance Group Sh.A.	Member of the Supervisory Board
	– Sigma Vienna Insurance Group Sh.A.	Member of the Supervisory Board
	– Joint Stock Company International Insurance Company IRAO	Vice Chairwoman of the Supervisory Board
	– Asigurarea Romaneasca- Asirom Vienna Insurance Group S.A.	Vice Chairwoman of the Supervisory Board Chairwoman of the Audit Committee Chairwoman of the AR Working Committee Chairwoman of the AR Working Committee for Board matters
	– BCR Asigurari de Viata Vienna Insurance Group S.A.	Vice Chairwoman of the Supervisory Board Chairwoman of the Audit Committee Chairwoman of the AR Committee for urgent matters Chairwoman of the Remuneration Committee
	– Omniasig Vienna Insurance Group S.A.	Vice Chairwoman of the Supervisory Board Chairwoman of the Audit Committee Chairwoman of the AR Committee for urgent matters Chairwoman of the AR Working Committee for Board matters
	<b>Mandates without economic purpose:</b>	
	– EIOPA Insurance and Reinsurance Stakeholder Group (IRSG)	Member of the Advisory Board
	– Webster Vienna Private University	Member of the Advisory Board
	– Kammer der Wirtschaftstrehänder	Member
	– Institut österreichischer Wirtschaftsprüfer (IWP)	Member of the association
	– Versicherungsverband Österreich (VVO)	Member

Board of Directors	Company name	Function
Martin Klöti <sup>2</sup>	1. Artemis Group	
	– Artemis Holding AG	Member of the Group Executive Board
	– Artemis Beteiligungen I AG	Member of the Board of Directors
	– Artemis Beteiligungen III AG	Member of the Board of Directors
	– Artemis Beteiligungen V AG	Member of the Board of Directors
	– Artemis Deutschland Holding GmbH	General Manager
	– Artemis Immobilien AG	Member of the Board of Directors
	– Artemis Immobilien Deutschland GmbH	General Manager
	– Artemis Real Estate Holding AG	Member of the Management
	– Artemis Real Estate International AG	Member of the Board of Directors
	– Feintool International Holding AG <sup>1</sup>	Vice Chairman of the Board of Directors Chairman of the Audit Committee Member of the Remuneration Committee
	– Franke Holding AG	Member of the Board of Directors Chairman of the Audit Committee
	2. Centinox	
	– Centinox Asset Management AG	Member of the Board of Directors
	– Societa' Agricola Sant' Isidoro Srl	Member of the Board of Directors
	3. Ciron SA	Member of the Board of Directors
	4. KRAFTWERK Group AG	Member of the Board of Directors
	<b>Mandates without economic purpose:</b>	
	– Franke Stiftung	Member of the Foundation Board
	– Pensionskasse Franke	Member of the Foundation Board

<sup>1</sup> Listed company

<sup>2</sup> Board member from 09.04.2024

<b>Board of Directors</b>	<b>Company name</b>	<b>Function</b>
Michael Pieper	1. Arbonia AG <sup>1</sup>	Member of the Board of Directors
	2. Artemis Group	
	– Artemis Holding AG	CEO
	– Artemis Beteiligungen I AG	Member of the Board of Directors
	– Artemis Beteiligungen III AG	Member of the Board of Directors
	– Artemis Beteiligungen V AG	Member of the Board of Directors
	– Artemis Real Estate Holding AG	Member of the Board of Directors
	– Franke Holding AG	Member of the Board of Directors Member of the Audit Committee Member of the HR Committee
	– Franke Technology and Trademark Ltd.	Member of the Board of Directors
	3. Bergos AG	Member of the Board of Directors
	4. Centinox	
	– Centinox Holding AG	Chairman of the Board of Directors
	– Centinox B AG	Chairman of the Board of Directors
	5. Deutsche Bank, Beirat Süd	Member of the Advisory Board
	6. Duravit AG	Member of the Supervisory Board
	7. Ettlin Aktiengesellschaft	Vice Chairman of the Supervisory Board
	8. Forbo Holding AG <sup>1</sup>	Vice Chairman of the Board of Directors Member of the HRN&R Committee
	9. Reppisch Werke AG	Member of the Board of Directors
	<b>Mandates without economic purpose:</b>	
	– Franke Stiftung	Member of the Foundation Board
	– Stiftung für das Luzerner Sinfonieorchester	Member of the Foundation Board
– Stiftung Schweizer Wirtschaftspolitik	Member of the Foundation Board	

<sup>1</sup>Listed company



<b>Board of Directors</b>	<b>Company name</b>	<b>Function</b>
Oliver Streuli	1. Rieter Group	
	– Rieter Holding AG <sup>1</sup>	CFO
	– Rieter AG (Merger of Maschinenfabrik Rieter AG with Rieter Management AG)	Member of the Board of Directors
	– Tefina Holding-Gesellschaft AG	Chairman of the Board of Directors
	– Unikeller Sona AG	Member of the Board of Directors
Ferdinand Stutz	1. Bau AG Andelfingen	Chairman of the Board of Directors
	2. Grüner Systemtechnik GmbH & Co.KG	Member of the Advisory Board
	3. Osterwalder AG	Member of the Board of Directors
	4. René Baer AG	Member of the Board of Directors
	5. Römheld & Moelle GmbH	Member of the Advisory Board
	6. Stutz Improvement AG	Chairman of the Board of Directors
	7. Stutz & Weibel Immobilien AG	Member of the Board of Directors
	8. Valeta Group	
	– Sirag AG	Member of the Board of Directors
	– Unipro AG	Member of the Board of Directors
– Valeta AG	Member of the Board of Directors	
– Valeta GmbH	Member of the Advisory Board	

<sup>1</sup> Listed company

## Shares held by the members of the Board of Directors including related parties (in accordance with art. 734d CO)

The following table provides information on the registered Autoneum shares held by the members of the Board of Directors as of December 31, 2024 (in comparison to December 31, 2023):

Board of Directors	31.12.2024	31.12.2023
	Number of shares	Number of shares
Hans-Peter Schwald, Chairman	69 246	68 000
Norbert Indlekofer, Vice Chairman	3 742	3 252
Liane Hirner	4 185	3 236
Martin Klöti, Board member from 09.04.2024	–	n/a
Michael Pieper	1 323 195	1 322 381
Oliver Streuli	2 413	1 860
Ferdinand Stutz	6 722	6 456
<b>Total</b>	<b>1 409 503</b>	<b>1 405 185</b>

## Remuneration of the members of the Board of Directors

The total remuneration paid to the current members of the Board of Directors in the 2024 financial year amounts to CHF 1 489 062. There has been no remuneration to former members of the Board of Directors.

At the 2023 Annual General Meeting a maximum total remuneration to the Board of Directors of CHF 1.75 million was awarded for the 2024 financial year, thus the remuneration for 2024 is within the approved limit.

No loans, credit facilities, additional fees, or remuneration not in line with the market have been paid to current and former members of the Board of Directors or parties related to them. In the 2024 financial year, fees in the amount of CHF 48 579.10 (2023: CHF 39 670.95) were paid for legal and administrative services to firms for which the Chairman of the Board of Directors acts.

The total of all remuneration paid to the members of the Board of Directors is composed as follows:

Board of Directors	Function (including Committees) on 31.12.2024	2024			
		Fixed remuneration	Other <sup>1</sup>	Total	
CHF		in cash	in shares <sup>2</sup>		
Hans-Peter Schwald	Chairman of the Board of Directors, member of the Compensation Committee, member of the Nomination Committee, member of the Audit Committee, Chairman of the Strategy & Sustainability Committee	170 758	202 943	21 777	395 478
Norbert Indlekofer	Vice Chairman of the Board of Directors, Chairman of the Compensation Committee, Chairman of the Nomination Committee, member of the Strategy & Sustainability Committee	129 889	107 296	12 909	250 094
Liane Hirner	Board member, Chairwoman of the Audit Committee	1 476	196 505	–	197 981
Martin Klöti <sup>3</sup>	Board member, member of the Audit Committee	107 250	–	5 354	112 604
Michael Pieper	Board member	168	130 901	5 729	136 798
Oliver Streuli	Board member, member of the Compensation Committee, member of the Nomination Committee, member of the Strategy & Sustainability Committee	100 016	90 435	12 790	203 241
Ferdinand Stutz	Board member, member of the Compensation Committee, member of the Nomination Committee, member of the Strategy & Sustainability Committee	140 073	42 765	10 028	192 866
<b>Total</b>		<b>649 630</b>	<b>770 845</b>	<b>68 587</b>	<b>1 489 062</b>

Board of Directors		2023			
		Function (including Committees) on 31.12.2023		Fixed remuneration	Other <sup>1</sup>
CHF		in cash	in shares <sup>4</sup>		
Hans-Peter Schwald	Chairman of the Board of Directors, member of the Compensation Committee, member of the Nomination Committee, member of the Audit Committee, Chairman of the Strategy & Sustainability Committee	–	369 143	22 206	391 349
Norbert Indlekofer <sup>5</sup>	Vice Chairman of the Board of Directors, Chairman of the Compensation Committee, Chairman of the Nomination Committee, member of the Strategy & Sustainability Committee	116 972	92 936	11 989	221 897
Liane Hirner	Board member, Chairwoman of the Audit Committee	–	172 613	–	172 613
Michael Pieper	Board member	–	119 062	5 354	124 416
Oliver Streuli	Board member, member of the Compensation Committee, member of the Nomination Committee, member of the Audit Committee	72 500	95 275	11 542	179 317
Ferdinand Stutz	Board member, member of the Compensation Committee, member of the Nomination Committee, member of the Strategy & Sustainability Committee	130 000	35 615	9 217	174 831
Rainer Schmückle <sup>6</sup>	n/a	50 000	–	–	50 000
<b>Total</b>		<b>369 472</b>	<b>884 644</b>	<b>60 308</b>	<b>1 314 424</b>

<sup>1</sup> Other remuneration includes the employer's portion of social insurance contributions.

<sup>2</sup> The fixed remuneration in shares is calculated by the number of shares granted multiplied by the average closing price for the ten days following the 2024 dividend payment (CHF 153.28). The transfer took place after deduction of social security contributions and withholding taxes.

<sup>3</sup> Member of the Board of Directors from 09.04.2024.

<sup>4</sup> The fixed remuneration in shares is calculated by the number of shares granted multiplied by the average closing price for the ten days following the 2023 Annual General Meeting (CHF 129.98). The transfer took place after deduction of social security contributions and withholding taxes.

<sup>5</sup> Vice Chairman of the Board of Directors from 23.03.2023.

<sup>6</sup> Member of the Board of Directors and Vice Chairman until 23.03.2023.

The change in the Board of Directors' remuneration compared to the previous year is mainly caused by the fact that the Board of Directors was expanded by one member at the Annual General Meeting 2024 and that the remuneration was moderately increased for the first time since 2011.

## 5 INFORMATION REGARDING MEMBERS OF THE GROUP EXECUTIVE BOARD

### External mandates of the members of the Group Executive Board (in accordance with art. 734e CO)

The following table lists all external mandates that the members of the Group Executive Board hold in comparable functions at other companies with an economic purpose (including companies belonging to the same group):

Group Executive Board	Company name	Function
Eelco Spoelder	–	–
Bernhard Wiehl	–	–
Daniel Bentele	–	–
Fausto Bigi	<b>Mandates without economic purpose:</b>	
	– Sindipeças (Autoparts Manufacturers Association)	Member
Andreas Kolf	–	–
Greg Sibley	–	–

## Shares and rights to shares held by the members of the Group Executive Board including related parties (in accordance with art. 734d CO)

The following table provides information on the registered Autoneum shares and rights to shares held by the members of the Group Executive Board as of December 31, 2024 (in comparison to December 31, 2023):

Group Executive Board	31.12.2024	31.12.2024	31.12.2023	31.12.2023
	Number of shares	Number of rights <sup>1</sup>	Number of shares	Number of rights <sup>1</sup>
Eelco Spoelder (CEO from 27.03.2023)	4 977	8 122	809	2 104
Bernhard Wiehl	6 874	2 810	4 059	490
Daniel Bentele (Member of the Group Executive Board from 01.07.2023)	743	2 774	-	-
Fausto Bigi	1 742	5 766	1 742	3 565
Andreas Kolf	2 784	1 812	1 656	490
Greg Sibley	2 601	1 936	1 535	490
<b>Total</b>	<b>19 721</b>	<b>23 220</b>	<b>9 801</b>	<b>7 139</b>

<sup>1</sup> For the disclosure of rights, the allocation year is used; the previous year's presentation has been consistently adjusted accordingly

## Remuneration of the members of the Group Executive Board

In the 2024 financial year, the total remuneration paid to the members of the Group Executive Board amounts to CHF 7 010 419, thereof CHF 2 043 156 to the CEO, who receives a part of his basic salary in shares. There has been no remuneration to former members of the Group Executive Board. At the 2023 Annual General Meeting a maximum total remuneration to the Group Executive Board of CHF 8.5 million was awarded for the 2024 financial year, thus the remuneration for 2024 is within the approved limit. No loans, credit facilities, additional fees or remuneration not in line with the market have been paid to current and former members of the Group Executive Board or parties related to them.

The total remuneration paid to the members of the Group Executive Board is composed as follows:

Group Executive Board	Fixed remuneration		Variable remuneration		LTI <sup>1</sup>	Other <sup>2</sup>	Total
	in cash	in shares <sup>3</sup>	in cash	in shares <sup>4</sup>			
<b>2024</b>							
CHF	in cash	in shares <sup>3</sup>	in cash	in shares <sup>4</sup>			
All members	2 768 784	200 183	927 597	1 503 058	461 718	1 149 079	7 010 419
Thereof							
Eelco Spoelder, CEO	720 000	150 106	267 264	561 295	173 984	170 507	2 043 156
<b>2023</b>							
CHF	in cash	in shares <sup>6</sup>	in cash	in shares <sup>7</sup>			
All members	3 182 083	87 582	1 215 035	1 300 126	310 054	1 235 306	7 330 186
Thereof							
Eelco Spoelder, CEO <sup>5</sup>	612 500	87 582	264 600	370 394	126 730	239 255	1 701 062

<sup>1</sup> For the 2024 financial year, 2.5% of the Group net profit has been allocated. The rights allocated in April 2025 will vest beginning of March 2028. For the 2023 financial year, 2.5% of the Group net profit has been allocated.

<sup>2</sup> Other remuneration includes remuneration to replace entitlements forfeited from previous employer as a result of joining Autoneum, the employer's portion of social security contributions, the employer's portion of contributions to pension funds and other fringe benefits.

<sup>3</sup> The applicable share price during the defined period was CHF 124.88.

<sup>4</sup> The part of the bonus opted to be paid out in shares (at least 40%) is multiplied by the factor 1.4 and then converted into shares using the average trading price for the first ten days in January 2025 (CHF 122.18).

<sup>5</sup> CEO from 27.03.2023.

<sup>6</sup> The applicable share price during the defined period was CHF 114.84.

<sup>7</sup> The part of the bonus opted to be paid out in shares (at least 40%) is multiplied by the factor 1.4 and then converted into shares using the average trading price for the first ten days in January 2024 (CHF 124.88).

The change in the remuneration of the Group Executive Board members compared to the previous year is mainly based on the fact that there was an overlap in the compensation of the CEO and Head Business Group Europe in the fiscal year 2023. However, the 2024 bonus payment is higher than in 2023, because the bonus-relevant financial targets for 2024 have been largely achieved.



# Report of the statutory auditor

To the General Meeting of Autoneum Holding AG, Winterthur

## Report on the Audit of the Remuneration Report

### Opinion

We have audited the Remuneration Report of Autoneum Holding Ltd (the Company) for the year ended December 31, 2024. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the sections "4 Information regarding members of the Board of Directors" and "5 Information regarding the Group Executive Board" on pages 149 to 157 of the Remuneration Report.

In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying Remuneration Report complies with Swiss law and the Company's articles of incorporation.

### Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Remuneration Report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

### Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not the tables in the sections "4 Information regarding members of the Board of Directors" and "5 Information regarding the Group Executive Board" in the Remuneration Report, the consolidated financial statements, the stand-alone financial statements and our auditor's reports thereon.

Our opinion on the Remuneration Report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Remuneration Report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the Remuneration Report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Board of Directors' Responsibilities for the Remuneration Report

The Board of Directors is responsible for the preparation of a Remuneration Report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a Remuneration Report that is free from material misstatement, whether due to fraud or error. The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.



### Auditor's Responsibilities for the Audit of the Remuneration Report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Remuneration Report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the Remuneration Report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

KPMG AG

Reto Benz  
Licensed Audit Expert  
Auditor in Charge

Kathrin Schünke  
Licensed Audit Expert

Zurich, March 11, 2025

KPMG AG, Badenerstrasse 172, CH-8036 Zurich

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