

autoneum

Annual Report 2023



Autoneum at a glance

2302.3

Revenue in CHF million

7.2%

Organic growth

27.6%

Inorganic growth

16 519

Number of employees

4.6%

EBIT margin

4.3%

EBIT margin before special effects

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Hans-Peter Schwald
Chairman of the Board

Eelco Spoelder
Chief Executive Officer

Successful implementation of the strategic program results in substantial improvement in profitability

Dear shareholders

The 2023 financial year was marked by several important successes. For example, Autoneum took a significant strategic step with the acquisition of its competitor Borgers Automotive on April 1, 2023. Another milestone was the turnaround of Business Group North America. Because of this and the significant efficiency gains in production and the improved market environment, Autoneum increased revenue and profitability considerably during the reporting year compared with the previous year.

Significant revenue growth supported by the acquisition of Borgers Automotive

Following three challenging years, the automobile industry picked up again in 2023. Driven by the Europe, Asia and North America regions, global production volumes climbed sharply, according to market analysis¹, with vehicles produced worldwide reaching 90.3 million (2022: 82.4 million vehicles), a rise of 9.7%. Excluding negative translation effects of CHF 129.4 million as a result of the strong Swiss franc, revenue in local currencies increased by 34.8% to CHF 2 431.7 million and thus was in line with the guidance. Of this, 7.2% was the result of organic growth and 27.6% inorganic growth following the Borgers acquisition. The clear focus on profitability ahead of volume led to revenue growth slightly below the market level. Revenue consolidated in Swiss francs increased by CHF 497.8 million at Group level and totaled CHF 2 302.3 million (2022: CHF 1 804.5 million).

Increase in profitability and turnaround of Business Group North America

A key reason for the significant increase in profitability in the 2023 financial year was the effort to offset inflation initiated with the strategic program² Level Up One 6–8. Consistent price management led to an improvement in margins across the Company, particularly in Business Groups Europe and North America. Two other priorities of the strategic program introduced in 2023 were implemented with the successful integration of the Borgers business and the improvement in the operational performance of Business Groups Europe and, in particular, North America. The acquisition of Borgers Automotive made a positive contribution to results and value even in the first year, Autoneum achieved the operational break-even before special effects in the Business Group North America in 2023, with an EBIT margin of 1.3%. On balance, Autoneum was able to improve EBIT significantly in the 2023 financial year, increasing it by CHF 71.5 million to CHF 106.9 million (2022: CHF 35.4 million).

¹Source: S&P Global Light Vehicle Production Market Forecast of February 16, 2024.

²Level Up One 6–8: see interview on page 12.

Financial Highlights

CHF million	2023		2022		Change	Organic change ¹	Inorganic growth ²
Autoneum Group							
Revenue	2 302.3	100.0%	1 804.5	100.0%	27.6%	7.2%	27.6%
EBITDA	289.2	12.6%	152.1	8.4%	90.2%		
EBITDA excluding one-time effects ³	226.3	9.8%	157.7	8.7%	43.5%		
EBIT	106.9	4.6%	35.4	2.0%	202.2%		
EBIT excluding one-time effects ⁴	99.2	4.3%	41.0	2.3%	142.3%		
Net result	61.1	2.7%	10.9	0.6%	459.5%		
Return on net assets (RONA) ⁵	7.0%		2.8%				
Free cash flow	47.2		57.3				
Net debt at December 31 ⁶	177.8		252.2				
Number of employees at December 31 ⁷	16 519		11 622		42.1%		
BG Europe							
Revenue	1 073.9	100.0%	616.6	100.0%	74.2%	9.3%	69.3%
EBIT	3.3	0.3%	5.8	0.9%			
EBIT excluding one-time effects ⁸	45.7	4.3%	5.8	0.9%			
BG North America							
Revenue	895.9	100.0%	795.1	100.0%	12.7%	7.2%	10.2%
EBIT	-40.3	-4.5%	-35.5	-4.5%			
EBIT excluding one-time effects ⁹	11.7	1.3%	-29.9	-3.8%			
BG Asia							
Revenue	242.8	100.0%	273.2	100.0%	-11.1%	-4.2%	3.3%
EBIT	25.6	10.5%	31.5	11.5%			
EBIT excluding one-time effects ¹⁰	26.5	10.9%	31.5	11.5%			
BG SAMEA¹¹							
Revenue	109.0	100.0%	120.5	100.0%	-9.6%	22.1%	-
EBIT	16.9	15.5%	20.0	16.6%			
Share AUTN							
Share price at December 31 in CHF	136.40		102.00		33.7%		
Market capitalization at December 31	790.4		473.1		67.1%		
Basic earnings per share in CHF ¹²	9.42		-0.47				
Dividend per share in CHF ¹³	2.50		-				

¹Change in revenue in local currencies excluding the effects from the acquisition of Borgers Automotive, adjusted for hyperinflation.

²Change in revenue in local currencies due to the acquisition of Borgers Automotive.

³EBITDA excluding one-time effects, consisting primarily of a bargain purchase gain from the acquisition of Borgers Automotive and restructuring expenses.

⁴EBIT excluding one-time effects, consisting primarily of a bargain purchase gain from the acquisition of Borgers Automotive, restructuring expenses and impairment of fixed assets.

⁵Net result before interest expenses in relation to average shareholder's equity plus borrowings.

⁶Net debt excluding lease liabilities at December 31.

⁷Full-time equivalents including temporary employees.

⁸EBIT excluding one-time effects from restructuring expenses and impairment of fixed assets.

⁹EBIT excluding one-time effects from impairment of fixed assets in 2023 and a one-off negative special effect of a distressed sub-supplier in 2022.

¹⁰EBIT excluding one-time effects from restructuring expenses.

¹¹Including South America, Middle East and Africa.

¹²Basic earnings per share in 2022 were retrospectively adjusted from CHF -0.49 to CHF -0.47 to reflect the bonus element included in the rights issue in 2023.

¹³As proposed by the Board of Directors and subject to the approval of the Annual General Meeting.

EBIT and the EBIT margin, which improved to impressive 4.6% compared with the previous year (2022: 2.0%), include a one-off positive net special effect amounting to CHF 7.6 million (2022: CHF –5.6 million). The bargain purchase gain from the acquisition of Borgers Automotive amounting to CHF 102.7 million was offset by negative one-time effects totaling CHF 95.1 million. This was mainly the result of an impairment of tangible assets for Business Group North America in the amount of CHF 52.0 million, which was recorded in the first half of 2023 due to reduced expectations for future revenue growth in North America. In addition, there were also one-off effects totaling CHF 43.1 million, mainly as a result of restructuring expenses in Europe (see Business Group Europe), and, to a small extent, in China, as well as one-time acquisition-related costs. EBIT adjusted for special effects climbed in absolute terms by CHF 58.3 million to CHF 99.2 million (2022: CHF 41.0 million). At 4.3%, the EBIT margin rose compared with the previous year (2022: 2.3%) and therefore reached the upper range of the guidance. The net result increased sharply, rising by CHF 50.2 million to CHF 61.1 million (2022: CHF 10.9 million).

Further reduction of net debt and improvement in equity ratio thanks to net profit and capital increase

With its acquisition of the Borgers Automotive business as of April 1, 2023 Autoneum laid the foundation for future growth. The long-term financing of the transaction came from a capital increase of a net CHF 101.1 million. Together with the higher net profit, this improved the equity ratio to 32.1% as of December 31, 2023 (December 31, 2022: 29.4%). This was achieved despite significant currency losses of CHF 51.3 million recorded directly in equity due to the strong Swiss franc and the increase in the balance sheet total by CHF 199.2 million to CHF 1 671.2 million, mainly as a result of the acquisition of Borgers Automotive (December 31, 2022: CHF 1 471.9 million). The free cash flow of CHF 47.2 million (2022: CHF 57.3 million) includes a one-off net cash outflow of CHF 96.0 million for the acquisition of Borgers Automotive. Excluding this one-time effect, the free cash flow amounts to CHF 143.3 million and is therefore well above the previous year's value. The main reasons are the increased net result and the decrease in net working capital. Thanks to the capital increase, net debt (excluding leasing liabilities) fell compared with the previous year-end by CHF 74.5 million, amounting to CHF 177.8 million as of the reporting date (December 31, 2022: CHF 252.2 million).

Board of Directors proposes a dividend of CHF 2.50

In line with the longtime Autoneum dividend policy, the Board of Directors of Autoneum Holding AG will propose a dividend of CHF 2.50 per share at the Annual General Meeting on April 9, 2024. This corresponds to 30% of the profit attributable to Autoneum shareholders of the 2023 financial year.

Personnel changes on the Board of Directors

The Board of Directors proposes Martin Klöti for election to the Board of Directors. Mr. Klöti has extensive expertise in the areas of finance and corporate management at international companies.

Business Groups

In local currencies, the revenue for **Business Group Europe** was up sharply compared with the previous year, rising by 78.7%. Organic growth in local currencies was 9.3%, while acquisition-related growth following the takeover of Borgers was 69.3%. Revenue consolidated in Swiss francs thus rose over the previous year by CHF 457.2 million to CHF 1 073.9 million (2022: CHF 616.6 million). The significant rise in EBIT before one-time effects amounting to CHF 45.7 million, with an EBIT margin of 4.3%, is the result of operational improvements and the inflation compensations realized during the 2023 financial year, which was made possible as a result of successful price management. Production volumes in Europe will likely remain below the capacities installed prior to 2018/2019 for the long term, according to market forecasts. In view of this long-term trend, the structures will have to be adjusted in order to remain competitive. The negative one-time effects in the amount of CHF 42.4 million mainly include one-time restructuring expenses for the initiated consolidation of plants in the UK and Germany as well as the closure of the site in Ryazan, Russia. EBIT after special effects declined by CHF 2.5 million to CHF 3.3 million (2022: CHF 5.8 million), and the EBIT margin declined accordingly to 0.3% (2022: 0.9%).

Business Group North America increased revenue in local currencies significantly compared to the previous year, posting a 17.4% increase. Of this, 7.2% is organic growth and 10.2% acquisition-related revenue growth. In total, revenue consolidated in Swiss francs rose sharply, climbing by CHF 100.8 million to CHF 895.9 million (2022: CHF 795.1 million), representing growth of 12.7% compared with the previous year. Business Group North America saw a substantial improvement in its results and margin, and thus achieved turnaround in 2023. Another important reason for this, in addition to the existing measures, was the strategic program² Level Up One 6–8 introduced to improve operational efficiency. Before negative one-time effects, Business Group North America achieved an operational break-even for the 2023 financial year, with an EBIT of CHF 11.7 million (2022: CHF –29.9 million) and an EBIT margin of 1.3% (2022: –3.8%). The earnings were therefore CHF 41.5 million, or a remarkable 5.1 percentage points higher than the EBIT before special effects of the previous year. Autoneum assumes that revenue for Business Group North America will not develop over the long term as originally expected and therefore recognized an impairment of tangible assets in the first half of 2023 in the amount of CHF 52.0 million. The introduced strategic measures and the impairment have created the basis for achieving the medium-term objectives and further improving profitability in this region. EBIT after one-time effects declined by CHF 4.9 million to CHF –40.3 million (2022: CHF –35.5 million), which corresponds to an EBIT margin of –4.5% (2022: –4.5%).

Business Group Asia's revenue fell by 0.9% in local currencies. While organic revenue declined by 4.2%, acquisition-related growth was 3.3%. Revenue for Business Group Asia, which is consolidated in Swiss francs, fell by CHF 30.4 million to CHF 242.8 million (2022: CHF 273.2 million), mainly because of negative currency effects in the amount of CHF 28.0 million. Market growth in China was driven by Chinese automobile producers, while Autoneum in Asia is mainly represented by Western and Japanese automobile manufacturers. With the Level Up One 6–8 strategic program² introduced in 2023, one focus is on growth in Asia and the expansion of the share of revenue from Chinese vehicle manufacturers. As a result of the decline in revenue, the EBIT margin for Business Group Asia fell in comparison with the previous year by 1.0 percentage point to 10.5% (2022: 11.5%). In absolute figures, EBIT fell by CHF 5.9 million to CHF 25.6 million (2022: CHF 31.5 million). Before negative one-time effects in connection with restructuring measures in China in the amount of CHF 1.0 million, EBIT fell by CHF 5.0 million to CHF 26.5 million, with an EBIT margin of 10.9% (2022: 11.5%).

²Level Up One 6–8 strategic program: see interview on page 12.

Business Group SAMEA posted revenue growth of 22.1% in local currencies. This growth is mainly the result of inflation-related price adjustments. The persistent strong depreciation of various local currencies led to a decline in this region's revenue consolidated in Swiss francs of CHF 11.5 million to CHF 109.0 million (2022: CHF 120.5 million). Thanks to continuing high operational efficiency and consistent inflation management, Business Group SAMEA achieved a positive EBIT of CHF 16.9 million (2022: CHF 20.0 million), which corresponds to a very good EBIT margin of 15.5% (2022: 16.6%).

Acquisition and integration of Borgers Automotive

With the acquisition of competitor Borgers Automotive on April 1, 2023 Autoneum gained technological expertise and significantly expanded its global market leadership in sustainable and lightweight acoustic and thermal management for vehicles. Borgers' product range stands out in particular for its sustainable and completely recyclable products. Borgers' wheelhouse and trunk liner product lines, as well as its truck business, are an ideal complement to Autoneum's product offerings. With its new Business Unit Commercial Vehicles, Autoneum has laid the foundation for sustainable and profitable growth in this market segment. Thanks to Autoneum's global presence, the Borgers product portfolio will provide additional potential for profitable growth outside of Europe as well. With a contribution to results and value that was positive on the whole, the acquired units already helped improve profitability in the first year. In light of the initial situation when Borgers Automotive was acquired, this result can be classified as a clear success and the result of last year's intensive work. The organizational integration of Borgers Automotive with Autoneum's existing Europe, North America and Asia Business Groups was successfully completed at the end of 2023, as planned.

Further progress in the area of corporate responsibility and publication of the Company's sustainability report

Autoneum achieved gold medal status in EcoVadis's 2023 sustainability ratings, ranking among the top 5% of companies that were rated. The Company managed to do so, in particular, thanks to the progress in its sustainability performance in two of the four categories (environment, labor and human rights, ethics, and sustainable procurement), which resulted in an improvement in its overall rating.

When it joined the world's largest sustainable business initiative – the UN Global Compact sponsored by the United Nations – Autoneum also underscored its commitment to sustainable business performance at its locations across the globe. The UN Global Compact, which was started in 2000, consists of more than 13 000 members in 162 countries. You can learn more about Autoneum's key efforts and achievements in its new Corporate Responsibility 2023 Report, which was produced in a way that is consistent with the requirements of the Global Reporting Initiative (GRI) Standards and was published this year at the same time as the Company's Annual Report.

Automotive Acoustics Conference

Some 200 experts from the automotive industry attended the Automotive Acoustics Conference on July 11 and 12, 2023 in Rüslikon (canton of Zurich), Switzerland, to discuss the latest trends and challenges in the area of vehicle acoustics at the conference, which is held under the scientific leadership of Autoneum. The Automotive Acoustics Conference takes place every two years and has been a success for more than 50 years – it long ago established itself as one of the world's leading international conferences for vehicle acoustics. Thanks to its consistent focus on the latest developments in the area of NVH (noise, vibration, harshness) and related areas, the conference has developed an excellent reputation among acoustics specialists around the world.

The conference took place in a hybrid format for the first time, and it offered an attractive and diverse program. Automobile manufacturers, suppliers and representatives of research institutions presented new mobility trends and innovations in acoustics management at numerous expert presentations. Autoneum used the opportunity to present its latest sustainable innovations in the area of acoustic management for vehicles: With Zeta-Light, fiber-based liner components like carpets and inner dashes are equipped with an integrated absorption function, which improves acoustic performance significantly. Thanks to the innovative use of particle dampers, Zeta-Light not only dampens and absorbs airborne noise, but it also effectively reduces low-frequency body vibrations. As a result, this new absorption system ensures a quiet and comfortable driving experience, and it also contributes to a significant weight reduction as well as simplified parts logistics and vehicle assembly. Thanks to the easily removable non-woven capsules, Zeta-Light is also easy to recycle. Further information about sustainable and innovative technologies launched during 2023, including Ultra-Silent Tune, Re-Liner, Propylat and the sustainability label *Autoneum Blue*, can be found in this Annual Report.

Outlook

According to forecasts, worldwide automobile production will be somewhat restrained in 2024 and may even decline slightly compared with 2023. Based on these market forecasts¹, Autoneum expects revenue in 2024 of CHF 2.3 billion to CHF 2.5 billion. The Company anticipates an EBIT margin of 4.5–5.5% and free cash flow in the high upper double-digit million range for 2024.

Acknowledgment

On behalf of the Board of Directors and the Group Executive Board, we would like to thank the approximately 16 500 employees of Autoneum, whose untiring and exemplary dedication contributed substantially to our success and who help to make our Company what it is. We would also like to thank our customers and business partners, our shareholders and all those who support us for their loyalty and commitment.

Winterthur, March 12, 2024



Hans-Peter Schwald
Chairman of the Board



Eelco Spoelder
Chief Executive Officer

¹Source: S&P Global Light Vehicle Production Market Forecast of February 16, 2024.

Level Up

Interview with CEO Eelco Spoelder about the Level Up One 6–8 strategic program and the potential for profitable growth

Mr. Spoelder, you've been CEO of Autoneum since March 27, 2023. What were your initial impressions?

During my initial time at the Company, I visited our locations around the world over the course of several weeks, including the plants of the newly acquired Borgers Automotive. This allowed me to speak with more than 250 employees about our organization, products and processes. Their enormous and varied expertise and strong sense of team spirit were very impressive! Autoneum has a very sustainable product portfolio and a strong global customer base. The insightful discussions allowed me to better understand our Company's potential and opportunities.

What measures did you develop on the basis of your initial observations and analyses?

Following an in-depth analysis of the current situation, the members of the management team and I first determined the key areas where action is required. We then worked together to define six strategic priorities to lay the foundation for sustainable and profitable growth. With this basis, we committed ourselves to significant efficiency improvements in Europe and North America as well as a positive contribution to the results from the acquisition of Borgers Automotive. Goals and the measures needed for implementation were defined for each of the six priorities. All of these points were included in the Level Up One 6–8 strategic program.

What does the name of the strategic program stand for?

We consciously chose a name that contains the specific goals of the strategic program: "Level" stands for the good basis and "Level Up" refers to the next level we want to achieve. "One" stands for One Autoneum and our aim of working more closely with the acquired Borgers units, and to use this inner strength to further expand our position as the number one in our industry segment. Finally, "6–8" stands for our medium-term goal of achieving growth and profitability of 6–8%.

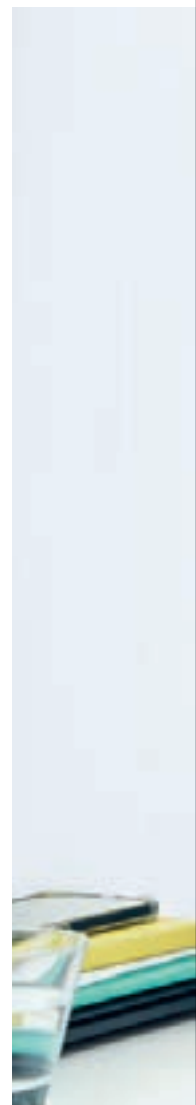
Our Level Up One 6–8 strategic program includes six priorities. Thanks to the enormous commitment of our management team and employees, we've made progress in all areas.

You mentioned six priorities. What are these priorities?

The six priorities include the successful turnaround in North America; better performance in Europe; offsetting the impact of inflation; the successful integration of Borgers Automotive; and profitable growth with new products for the electric and commercial vehicle market. The sixth priority – "One Autoneum" – refers to the further strengthening of our corporate culture in a globally connected team, and it is a key element of Level Up One 6–8.

And have you seen progress as a result of Level Up One 6–8?

Of course! Thanks to the enormous commitment of our management team and employees, we've made progress in all areas. Profitability has been increased substantially





in both Europe and North America in the past year. Supported by non-organic growth as a result of the Borgers acquisition as well as successful price management and higher production volumes, both Business Groups have recorded significantly higher results before one-time effects compared with the previous year. After removing negative one-time effects, Business Group North America finally achieved a successful turnaround thanks to the sharp improvement in results and margins in 2023.

The turnaround in North America has been a focus for some time. How was this achieved?

We defined a clear program of measures with a corresponding implementation schedule. Thanks to the enormous commitment of all those involved, the material and overall efficiency of the plants was optimized, both operationally and economically. The successful effort to offset the impact of inflation and a positive market environment also contributed to the improvement in profitability.

And how does the performance in Europe look?

We posted significant revenue growth in Europe in 2023, bolstered by the acquisition of Borgers Automotive. There was also organic growth as a result of a slight recovery of the market and the efforts to offset inflation, which were also carried out in Europe. Profitability was much better than it's been in previous years. However, in order to ensure future growth and long-term profitability, we need to stay on course in the future and further boost the operating performance of our European plants.

The acquisition of Borgers Automotive was completed nearly a year ago. Have the corresponding expectations been met?

On the whole, the business acquired from Borgers made a positive contribution to results and value from day one. We view this as a clear success and the result of intensive work over the past year. Autoneum further expanded its position as the market leader in vehicle acoustics. Its expertise in wheelhouse liner and trunk liner product lines, as well as its truck business, are an ideal complement to Autoneum's offerings. To better utilize the potential of the truck business, we established a separate business unit, the Commercial Vehicles Business Unit.

How is the integration process proceeding?

We provided training to employees at the former Borgers plants on key topics, including compliance, the Code of Conduct and accident prevention. Access to our internal communication channels (intranet, Teams, email, etc.) was ensured from the first day. We introduced standardized production figures at all locations, including figures related to emissions, waste amounts and recycling. This will serve as an important basis for future reporting on our production and sustainability performance. The organizational integration was completed by the end of 2023, as planned. In particular, the cultural integration is being carried out through joint work on projects across the two companies and thus the shared interest in being successful.

You said that profitable growth is another priority of Level Up One 6–8. How is this being implemented?

We have defined various initiatives for driving our growth. For example, the acquisition of Borgers Automotive has made Autoneum a major player in the market for commercial vehicles. Our analyses show clear growth potential for products in this segments, which includes medium and heavy trucks and agricultural vehicles.

What are some of the other initiatives for realizing future growth?

Other important initiatives include growth in Asia and cross-selling products and technologies in all global regions and business areas. For example, Propylat allows us to offer a versatile and completely vertically integrated recycling technology to all vehicle manufacturers. Propylat was originally developed by Borgers Automotive and was previously sold mainly in Europe. Thanks to Autoneum's well-established global customer network, we see significant potential in this technology for expanding our market share in other regions, particularly in Asia.

One Autoneum is a crucial basis for expanding our market leadership, our corporate culture and for future profitable growth.

That's the key word: Asia. What are you doing in the world's largest automobile market?

We achieved our ambitious goals for 2023 with respect to incoming orders in Asia, and we're pleased about the high level of customer satisfaction. For example, our Chinese plant in Taicang received several awards in 2023. One came from Volvo for performance in the area of sustainability, and another from Jaguar Land Rover for a decade of excellent performance. In addition, we want to further increase our market presence in Asia and achieve profitable growth. With a new plant in Changchun in the Chinese province of Jilin, and another plant in the western Indian city of Pune, we will further expand our presence in the Asian growth markets of China and India. The decisive factor for the expansion of production capacities in China and India is the increase in customer proximity in two central automotive hubs in Asia. With the new locations, Autoneum will supply both international and local automobile manufacturers with lightweight and multifunctional components for acoustic and thermal protection in passenger cars of all drive types.

The share of vehicles with electric engines compared to traditional combustion engines continues to grow rapidly. To what extent is Autoneum benefiting from this development?

This trend presents us with an opportunity for additional growth. While we are losing somewhat in the area of heat shields, we are making gains with new products, for example in the area of acoustics and thermal insulation. We see enormous potential for noise-reducing components, both in the front and rear areas of electric vehicles, and for thermal protection of batteries. For this reason, we set up a team to analyze and further develop attractive, competitive solutions for batteries and existing components for electric vehicles – a profitable growth area for us.

Can you provide an example of this?

A good example of our technologies showing sharply increasing demand is Hybrid-Acoustics PET. It is made entirely of PET, and as much as 50% from recycled fibers. The waste created during production is recovered, processed and reused, and the material can be fully recycled at the end of the product life. The unique textile technology, which is part of the Company's own sustainability label *Autoneum Pure*, is especially suited to absorbing high-frequency noise emanating from the electric engine and offers the ideal ratio of absorption and insulation. In addition, components made of Hybrid-Acoustics PET are up to 40% lighter than traditional insulation.

We achieved our ambitious goals for 2023 with respect to incoming orders in Asia.

Can you explain the priority One Autoneum in some more detail?

One Autoneum is a crucial basis for expanding our market leadership, our corporate culture and for future profitable growth. We have launched various initiatives to promote our culture, teamwork, communication and employee and talent development at our Company over the long term. Among other things, these initiatives include establishing a vision and mission, which we'll introduce later this year.

Would you say that One Autoneum serves as the basis for the other priorities?

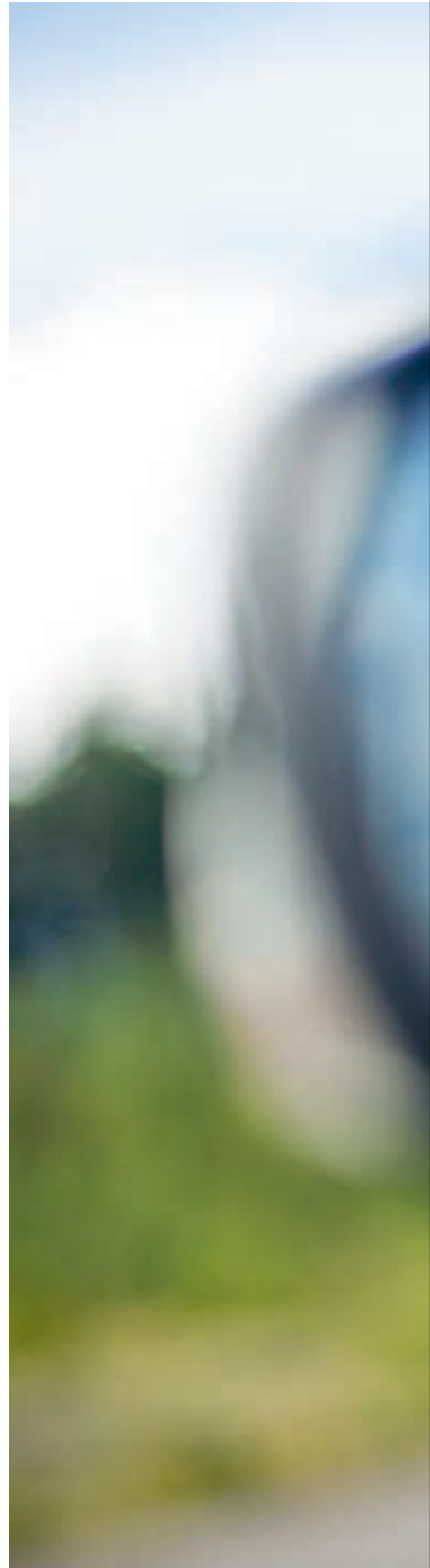
A committed workforce and a corporate culture that is implemented and observed serve as the basis for every successful company. Our employees are therefore a key factor in the successful implementation of our growth and profitability goals. We can only complete the many tasks and sub-projects if we all work together toward our goals – as One Autoneum – and embody the Company's vision and mission. Only in this way will we be able to set the standard in our industry segment in the future as well.

Thank you for speaking with us, Mr. Spoelder.

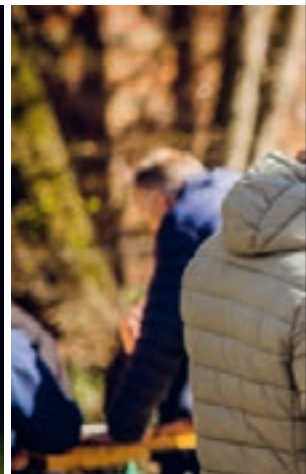
2023 at a glance

Several important events took place in during 2023 financial year: On April 3, 2023 Autoneum held its “Day 1 Celebration,” marking the successful acquisition of Borgers Automotive and welcoming some 4 500 new colleagues to the Company. The Automotive Acoustics Conference 2023, held under the scientific leadership of Autoneum and attended by 200 experts, took place in July. Two new, highly sustainable and lightweight products offering high acoustic performance – Zeta-Light and Ultra-Silent Tune – were launched. Technologies like Re-Liner and Propylat are excellent examples of a successful circular economy and represent optimal additions to the product portfolio. Autoneum’s sustainable technologies are appreciated by both customers and experts alike – the *Polestar O* project and the nomination of Re-Liner technology as a finalist for the 2023 PACE Award as well as numerous customer awards are proof of this.

Behind all of these projects are our employees – they are the decisive factor for the success of our Company.









Day 1 – a new beginning for everyone

The acquisition of competitor **Borgers Automotive**, which was completed on April 1, 2023, marked a significant milestone for all employees. With this step, Autoneum significantly expanded its global market leadership in sustainable and lightweight acoustic and thermal management for vehicles. Borgers' wheel arch liner and trunk liner product lines, as well as its truck business, are an ideal complement to Autoneum's product offerings. Thanks to Autoneum's global presence, the Borgers product portfolio will provide additional potential for profitable growth outside of Europe as well. This growth will be boosted through the active cross-selling of complementary products and technologies in all regions and customer business units worldwide. The celebration of the first shared working day, known as the "Day 1 Celebration," was held at the former Borgers headquarters in Bocholt and was live-streamed to all locations worldwide. The celebration day represented the start of the integration process, with the goal of combining the best of both worlds to ensure a successful single entity. The organizational integration was completed by the end of 2023, as planned.

“The acquisition by Autoneum gave us a sense of a new beginning, security and, in particular, good prospects for the future.”

Industrial Engineer

“My work focuses on producing sustainable products for various types of vehicles. We’re proud when we see these vehicles on the road.”

Industrial Engineer



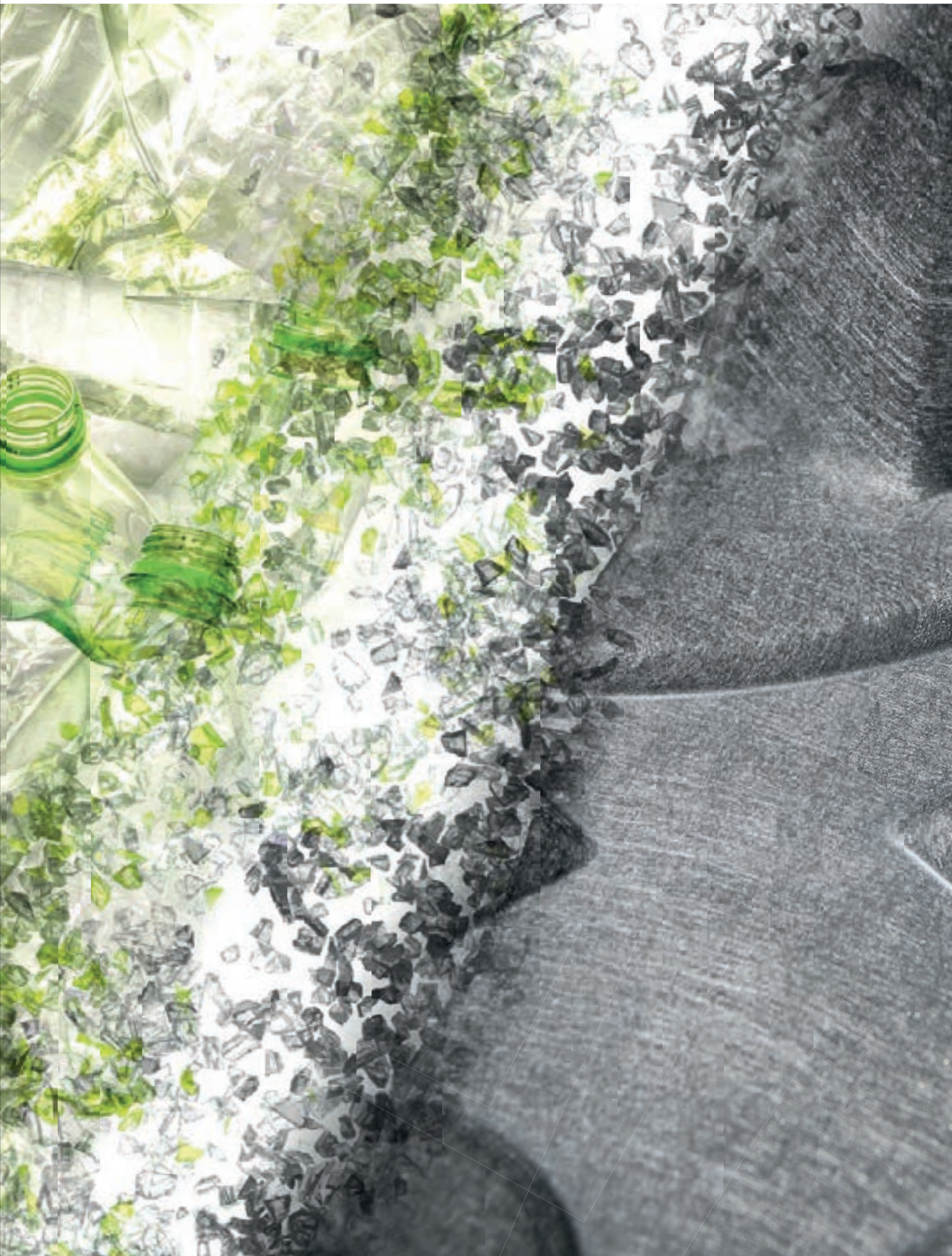


Polestar 0 – joint vision, unique expertise

The vision of the **Polestar 0 project** is as clear as it is ambitious: to create a truly climate-neutral vehicle by 2030 by creating new ways of eliminating all sources of climate emissions throughout the entire automobile industry value chain. By participating in the project, Autoneum and other industry-leading partners from suppliers to retailers will be doing their part to make this vision a reality.

With its comprehensive and long-term experience in the development of fiber-based, lightweight mono-material technologies, Autoneum is optimally suited for taking on this challenge. As part of the project, the Company will focus on reducing the greenhouse gas emissions of its polyester-based Ultra-Silent technology. With its high share of recycled materials, low carbon footprint and outstanding recyclability at the end of the product life, Ultra-Silent already demonstrates excellent environmental performance.





“We are excited to join forces with other pioneers in the automotive industry and do our part to contribute to a more sustainable future for mobility.”

Head Strategy and Sustainability

“It is both the sustainability and versatility of Ultra-Silent that fascinate me. I feel proud that we can create such a variety of products from recycled material. The opportunity to further develop our technology as part of the *Polestar 0* project is really motivating!”

Project Manager Customer Pre-Development





Propylat – complete vertical integration

Fiber-based, lightweight and extremely versatile – that is Autoneum’s **innovative Propylat technology**, made from a combination of synthetic and natural fibers with a high share of recycled materials. It reduces both exterior and interior vehicle noise. Thanks to the flexible material composition as well as the variable density and thickness of the porous material, the performance characteristics of the technology can be tailored to individual customer needs.

Propylat was originally developed by Borgers Automotive – the company that was acquired by Autoneum in April 2023 – and optimally complements the existing portfolio of environmentally-friendly textile technologies. The complete vertical integration of the technology contributes significantly to a reduction in waste. In addition, the fully recyclable variant Propylat PET fully meets the requirements for Autoneum Pure, the Company’s sustainability label.









“Propylat is a great example of Autoneum’s commitment to sustainability and operational excellence. Thanks to the full vertical integration of the technology and our vast experience with recycling processes, Propylat contributes to a further significant reduction in production waste.”

Global Product Manager Exterior







Ultra-Silent Tune – acoustic performance meets sustainability

A quiet and comfortable driving experience and resource efficiency are the order of the day when it comes to developing new electric vehicle models. **Ultra-Silent Tune** combines optimized acoustic performance with the sustainability advantages of the highly environmentally-friendly Autoneum Ultra-Silent Pure technology. Thanks to the innovative use of chamber resonators, the lightweight technology from Autoneum for underbody shields significantly reduces the noise from automobile tires while also ensuring a quiet and comfortable driving experience in electric vehicles.

The noise-absorbing technology also meets the highest sustainability standards. In addition to a high share of recycled PET fibers, underbody shields made of Ultra-Silent Tune can be made entirely of polyester, and can thus be completely recycled at the end of the vehicle's life.

“It’s not just about developing entirely new approaches, but also about finding creative ways to make what is good even better.”

Head Development Business Unit Commercial Vehicles

“Through the innovative use of the proven concept of traditional chamber absorbers, Ultra-Silent Tune improves acoustic absorption on both sides of the components, thus significantly reducing rolling noise.”

Head NVH Tools and Methodologies





Successful turnaround of Business Group North America

Thanks to the increase in revenue and the implementation of cost-reduction measures, Autoneum's **Business Group North America** posted a substantial improvement in profitability before special effects in 2023. This was supported by the non-organic growth from the Borgers acquisition and better performance thanks to the consistent implementation of the turnaround program at the North American locations. On the whole, the plants boosted their profitability considerably compared with the year before by increasing labor productivity, improving the use of materials and boosting plant efficiency.

Improvements were also made in the recycling processes, the use of chemicals and safety measures. In its media release dated January 22, 2024 Autoneum confirmed the successful turnaround in North America.





“The products manufactured in Aiken include tufted carpets, NVH and wheelhouse liners, and these are suitable for use in vehicles with different engine types. I enjoy working in the automotive industry and contributing to the creation of vehicles with my daily work.”

Machine Operator









Autoneum's Re-Liner is a finalist for the PACE Awards 2023!

The sustainable Re-Liner technology from Autoneum uses reclaimed polymer from discarded bumpers and transforms what had been an unusable waste product into lightweight and durable wheelhouse liners. In addition to a high share of recycled material, the environmentally-friendly components require much less energy when they are produced than traditional alternatives. With Re-Liner, Autoneum uses its existing capacities on carpet extrusion lines to produce an innovative, lightweight and sturdy material, taking another important step in the direction of a more sustainable circular economy. Thanks to its Re-Liner technology for wheelhouse liners, Autoneum has been named a finalist for the PACE Awards 2023. This renowned prize recognizes excellent innovations, technological progress and business performance by automotive suppliers. The winner of the PACE Awards 2023 will be announced at the end of April 2024 at an award ceremony in Detroit, USA.

“Autoneum has recognized the untapped potential of polymer reclaimed from bumpers as a resource and given this former waste product a second life. The nomination of our Re-Liner-based wheelhouse liner for the PACE Award is proof of Autoneum’s unceasing efforts to develop both resource- and energy-efficient products and production processes.”

Vice President Product Development and Engineering





Expansion of presence in Asia

As the **world's largest automobile** market, Asia is one of the most important sales regions for vehicle manufacturers and suppliers as well as a pioneer for new forms of mobility. In 2023, around 28.8 million vehicles¹ were produced in China, including some 9 million new electric and hybrid vehicles².

Autoneum served as a supplier of lightweight, sustainable components for around a quarter of the total 190 electric vehicle models produced in China on a series basis in 2023. This means that one in four electric vehicle models produced in China in 2023 includes Autoneum products. Autoneum supplies international and local vehicle manufacturers with multifunctional lightweight components for noise and thermal protection, and supports these companies in their efforts to achieve sustainable mobility.

To meet high demand, Autoneum is expanding its production capacity in China by adding a new plant in Changchun in Jilin province in 2024. This will help increase market share among European, Japanese and domestic automobile manufacturers.

With its location in Pune (Maharashtra), Autoneum is also expanding its presence in India. Autoneum already has production facilities in northern and southern India. The new production site in Pune will help Autoneum strengthen its customer proximity and tap the third of four major automobile production centers in western India.

¹According to S&P market forecasts "Global Light Vehicle Production Forecast" as of February 16, 2024

²According to the China Passenger Car Association (CPCA) as of January 4, 2024









“The prerequisites for the development of our business are positive. My line managers recognize the work that my colleagues and I do. My team and I are motivated to continuously improve our location. Taicang received several awards in 2023, and we’re very proud of this. One award came from Volvo for our performance in terms of sustainability, and another was handed out by Jaguar Land Rover for a decade of excellent performance.”

Plant Manager Taicang



Foundation of the Business Unit Commercial Vehicles

As part of the Level Up One 6-8 strategic initiative, the new **Business Unit Commercial Vehicles** was established at the beginning of 2024, which sets the stage for sustainable and profitable growth. The unit includes medium and heavy trucks as well as agricultural vehicles. The goal is to use the strong customer base and Autoneum's production capacity to expand the market presence in this segment worldwide. The Business Unit is responsible for the global commercial vehicles business development, while its financial results will be consolidated within the Business Groups. The organizational structure is focused on five main functions: sales, program, development, controlling and operations. Production facilities that manufacture products for this segment are located in Belgium, France, Germany, Poland and the Czech Republic as well as in Brazil.





“My daily work results in sound-absorbing components for truck cabins. What motivates me most is the friendly atmosphere – I feel like I’m part of a team. We have shared goals and make something that’s useful.”

Production Operator









Automotive Acoustics Conference 2023 – Hybrid edition

More than 200 participants from 19 countries, including representatives of 35 vehicle manufacturers, attended the Automotive Acoustics Conference (AAC) 2023, which was held on July 11 and 12 at the Gottlieb Duttweiler Institute, a renowned think tank near Zurich, Switzerland, and also livestreamed. The conference, which takes place every two years under the scientific leadership of Autoneum, has established itself as a global forum for engineers, developers and other experts, and it offers an ideal platform for learning about the latest developments and product innovations for acoustic management in vehicles. Last year, the AAC also presented the first opportunity to present the expanded product portfolio (thanks to the Borgers Automotive acquisition) to the public. In particular, the exhibit on the topic of sustainable vehicle acoustics, which was jointly developed just three months after the acquisition, was an impressive initial example of the teams' successful collaboration.





“The effective team collaboration as part of the preparations for the Automotive Acoustics Conference helped us former Borgers employees to feel like we were part of ONE Autoneum. As a technical expert in acoustics, I am very pleased that the combined 80 years of experience of my acoustics team has gained more significance. We now offer customers innovative system solutions for the entire vehicle.”

Technical Expert Acoustics
Business Group Europe



Zeta-Light – low-frequency noise, high absorption

Reducing structure-borne noise, including at low frequencies, presents a particular challenge for developers and engineers working on vehicle acoustics. With **Zeta-Light**, Autoneum has presented a new concept that equips fiber-based liner components like carpets and inner dashes with an integrated absorption function, and thus improves acoustic performance significantly.

Thanks to the innovative use of particle dampers Zeta-Light not only dampens and absorbs airborne noise, but it also effectively reduces low-frequency body vibrations. Not only does this new damping system ensure a quiet and comfortable driving experience, it also contributes to a significant weight reduction as well as simplified parts logistics and vehicle assembly. Furthermore, because the non-woven capsules are so easy to remove, Zeta-Light is easy to recycle.





“In our department, we combine different areas of expertise to tackle challenges in sustainability, material science and acoustics, turning ideas into real-life applications. It is really rewarding when innovations like Zeta-Light take shape and lead to our joint success.”

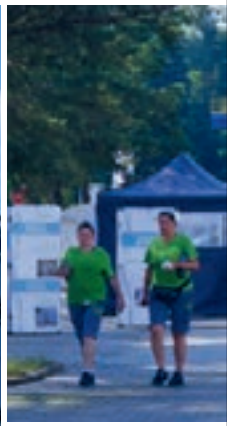
Engineer

“The concept of Zeta-Light is as innovative as it is effective. The integrated non-woven capsules are easy to recycle and enable temperature-independent treatment of low-frequency noise at a lower weight.”

Head Core Technologies







Happy birthday, Gundernhausen, Katowice and Bursa!

Three of Autoneum's locations celebrated an anniversary in 2023. Our site in **Gundernhausen**, Germany, was founded 60 years ago. The plant was opened on March 1, 1963 as Chemiegesellschaft Rossdorf (CHG) and specialized initially in damping materials. Six decades and two name changes later, the production site's portfolio includes a broad range of components. In the last year alone, the approximately 280 employees produced more than 12 million high-quality vehicle components. It was here that NVH parts for a purely electric vehicle were produced for the first time last year. Even at the age of 60, Gundernhausen is still up-to-date.

Our plant in **Katowice**, Poland, is celebrated its 25th anniversary. To mark this occasion, the key moments in the site's history were presented to some 760 employees and their guests in an exhibition – from the establishment of partnerships with a number of renowned automobile manufacturers to the introduction of cutting-edge technologies to the continuous implementation of optimization and modernization processes.

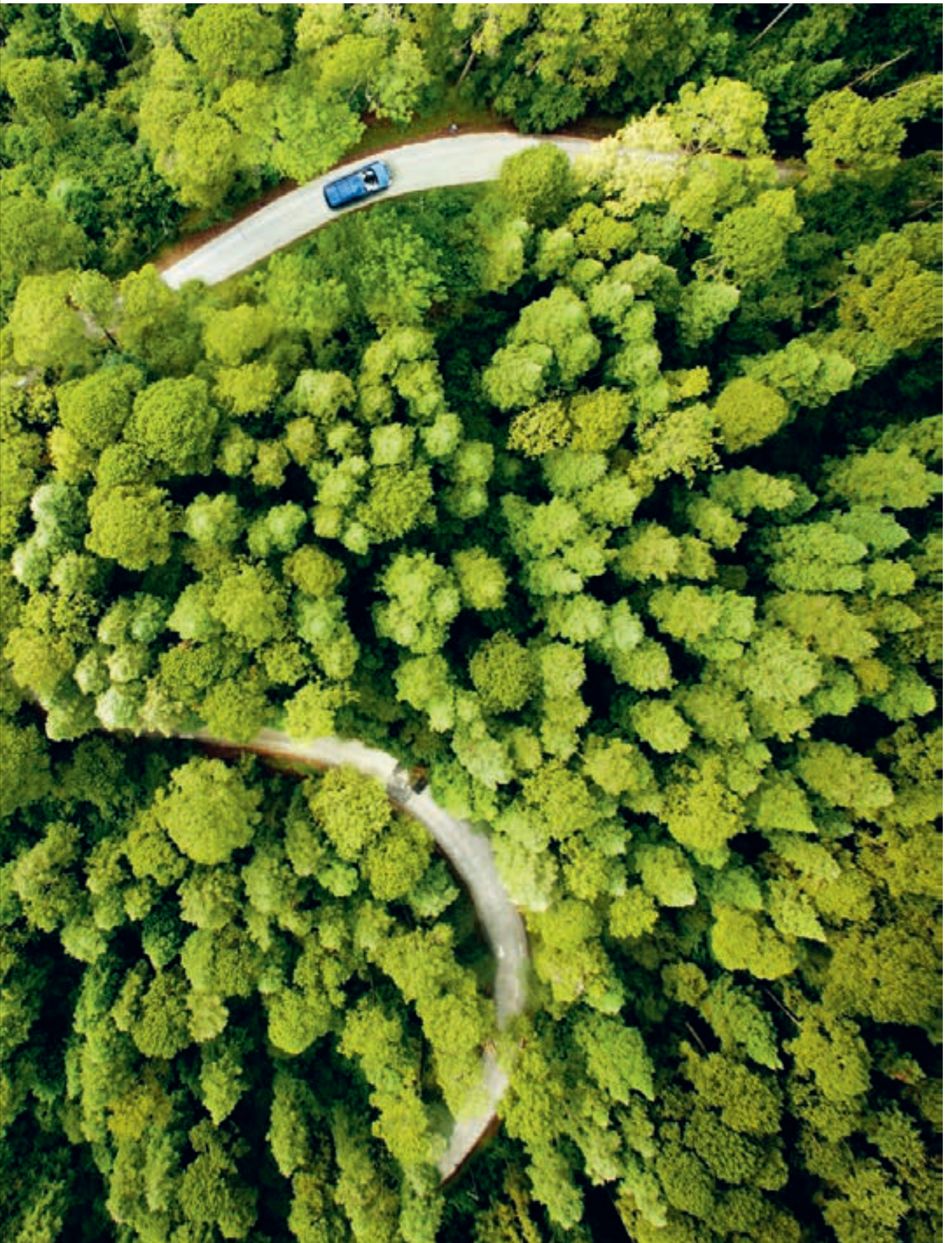
The site in **Bursa**, Turkey, was also established 25 years ago, when the former parent company of Autoneum, Rieter, entered into a joint venture with Erkurt Holding. At the time, the plant's 27 employees were responsible for the production of interior components for a single customer (Fiat). Today, the site has 240 employees, around nine times as many as at the time of its founding, and it supplies components to some of the biggest automobile manufacturers in Europe, Turkey and beyond. It produced some 10 million components in 2023 alone.



Committed to environment, people and society

Autoneum views its commitment and its efforts to treat the environment, people and society responsibly as part of its long-term obligation to future generations. As part of its Advance Sustainability strategy, a number of projects and measures were implemented again in 2023 in order to meet the comprehensive Group-wide environmental, social and ethical goals. Autoneum reports on the key developments and achievements in these areas annually in its Corporate Responsibility Report, which is based on the standards of the *Global Reporting Initiative (GRI)*. Autoneum's Corporate Responsibility Report 2023 was published at the same time as Autoneum's Annual Report 2023.







More than 34 000 tons
of recycled PET used in Autoneum products



74% of plants certified according to the international standard for energy management systems

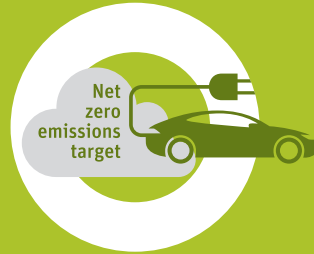
168

Implementation of **168 eco-efficiency projects** on energy, waste and water

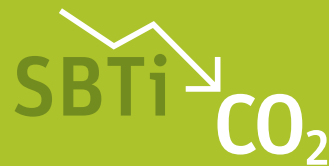


WE SUPPORT

Joining of the
United Nations Global Compact initiative



Collaboration partner in the
Polestar 0 project



Validation of the ambitious science-based
emission reduction targets



Gold medal in the 2023 EcoVadis sustainability rating

Autoneum's Advance Sustainability strategy contains a number of ambitious environmental, social and ethical goals that apply to the entire Group. Accordingly, a number of measures were implemented again in 2023, both at the global and the local level, in the area of corporate responsibility and important progress was made in terms of the four strategic focal areas of sustainable products and processes, fair and attractive workplace, good corporate citizenship and responsible supply chain management.

In addition to joining UN global co leading global initiatives, such as the UN Global Compact for sustainable economic development, which is sponsored by the United Nations, Autoneum implemented a number of projects to further improve the resource and energy efficiency of products and processes at its global locations. In addition, the Company introduced *Autoneum Blue*, a new sustainability label. Components marked with the Blue label use recycled materials while also protecting the oceans and assuming social responsibility. Other highlights and results can be found in Autoneum's Corporate Responsibility Report 2023.



87 community engagement
projects realized worldwide



Sustainable Re-Liner technology nominated as
finalist for the **2023 PACE Award**



**Autoneum
Blue.**

Launch of sustainability label
Autoneum Blue.

Further highlights and results can be found in Autoneum's Corporate Responsibility Report 2023.



**Technologies that distinguish themselves
by an excellent sustainability performance
throughout the product life cycle.**



The sustainability label *Autoneum Pure* was launched in 2020 and designates technologies with an excellent environmental performance across all four stages of the product life cycle, from material procurement to production and use to the end of vehicle life.

Thanks to their light weight, high content of recycled materials, sustainable production process and great end-of-life recyclability, *Autoneum Pure* technologies have a significantly better carbon footprint than virgin material and contribute to reducing energy consumption and CO₂ emissions of vehicles.

Components based on Pure technologies feature the following characteristics:

- Partially or entirely made from recycled materials
- Production cut-offs are reclaimed, processed and reused
- Significantly lighter than comparable standard components
- Recyclable



Ultra-Silent



Prime-Light



Hybrid-Acoustics PET



Di-Light



Propylat PET



Relive-1



IFP-R2

The sustainability label *Autoneum Blue* was introduced in 2023 and combines the use of recycled materials with protecting the oceans and social responsibility. It is a continuation of the LABEL blue by Borgers®, which was originally launched by Borgers Automotive. Following the acquisition of the German automotive supplier in April 2023, Autoneum has fully integrated the label into its sustainable product portfolio.

In order to qualify for the *Autoneum Blue* label, components must be based on materials that consist of at least 30% recycled PET that was collected from coastal areas within a 50-kilometer range of the water. In this way, the products make an important contribution to preventing plastic pollution in the oceans.



In addition, the process of collecting the PET bottles must be socially responsible and comply with human rights, and traceable procurement of the bottle flakes must be guaranteed.



The *Autoneum Blue* label complements Autoneum's ongoing activities to continuously reduce water consumption in all areas of its operations as outlined in the Company's sustainability strategy, making it another important step in Autoneum's contribution to a more sustainable future of mobility.

In principle, *Autoneum Blue* components can be based on any Autoneum technology that contains recycled polyester fibers. The following polyester-based products are currently available under the Autoneum Blue label:



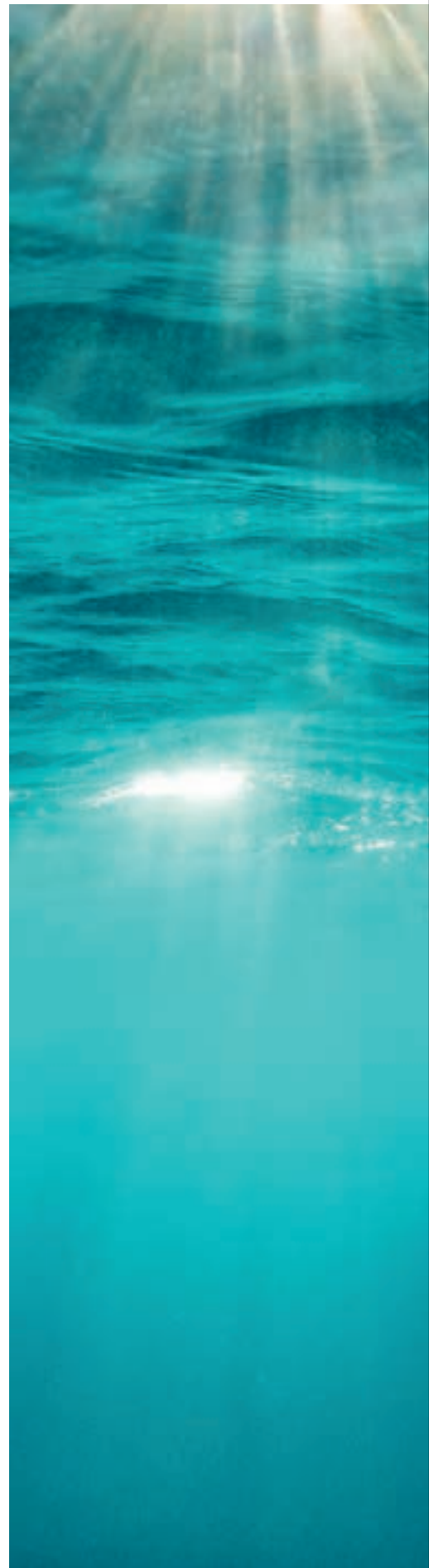
**Wheelhouse
outer liners**



Trunk side trim



Needlepunch carpets

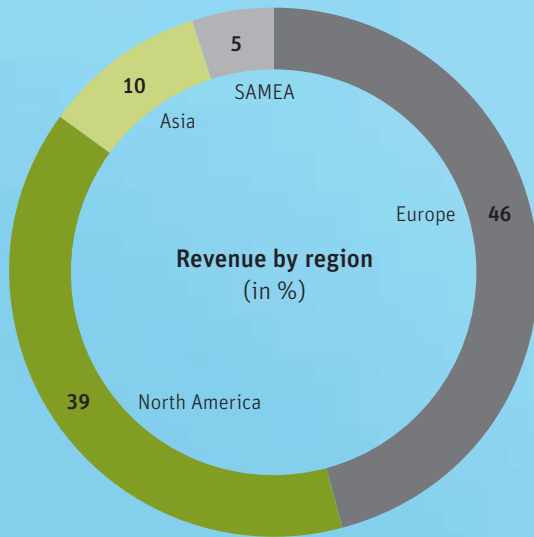




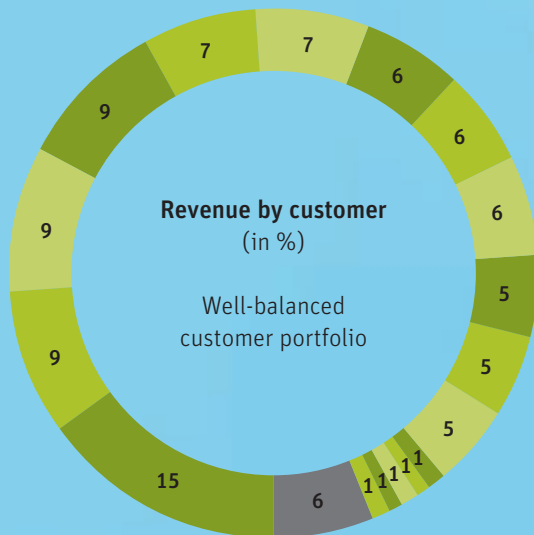
**Autoneum
Blue.**

**Sustainability on the road,
life below water**

Markets and customers



Autoneum is represented in 25 countries



● Light vehicles
● Commercial vehicles

North America

Canada

- London, Ontario
- Tillsnburg, Ontario

Mexico

- San Luis Potosí
- Silao

USA

- Aiken, South Carolina
- Bloomsburg, Pennsylvania
- Duncan, South Carolina
- Farmington Hills, Michigan
- Jeffersonville, Indiana
- Norwalk, Ohio
- Oregon, Ohio
- Downers Grove, Illinois
- Jackson, Tennessee
- Monroe, Ohio
- Somerset, Kentucky
- Valparaiso, Indiana

- Autoneum
- Locations with minority shareholders
- Associated companies and investments
- Licensees



Europe

Belgium

- Genk

Czech Republic

- Bor
- Brasy-Stupno
- Choceň
- Hnátnice
- Hrádek
- Rokycany
- Volduchy

France

- Aubergenville
- Blainville
- Lachapelle-aux-Pots
- Moissac
- Ons-en-Bray

Germany

- Berlin
- Bocholt
- Bremen
- Ellzee
- Holzgerlingen
- Krumbach
- Munich
- Rossdorf-Gundernhausen
- Sindelfingen

Hungary

- Komárom

Poland

- Katowice
- Nowogard
- Złotoryja

Portugal

- Setúbal

Spain

- A Rúa
- Madrid
- Valldoreix (Sant Cugat del Vallès)

Sweden

- Gothenburg

Switzerland

- Sevelen
- Winterthur (HQ)

United Kingdom

- Halesowen
- Heckmondwike
- Stoke-on-Trent
- Telford

SAMEA*

Argentina

- Córdoba

Brazil

- Gravataí
- São Paulo
- Taubaté

South Africa

- Rosslyn
- Durban

Türkiye

- Bursa

Asia

China

- Chongqing
- Dadong
- Pinghu
- Shanghai
- Taicang
- Tiexi
- Yantai
- Guangzhou
- Tianjin
- Wuhan
- Fuzhou

India

- Behror
- Chennai

Indonesia

- Karawang

Japan

- Oguchi
- Tokyo

Malaysia

- Shah Alam

South Korea

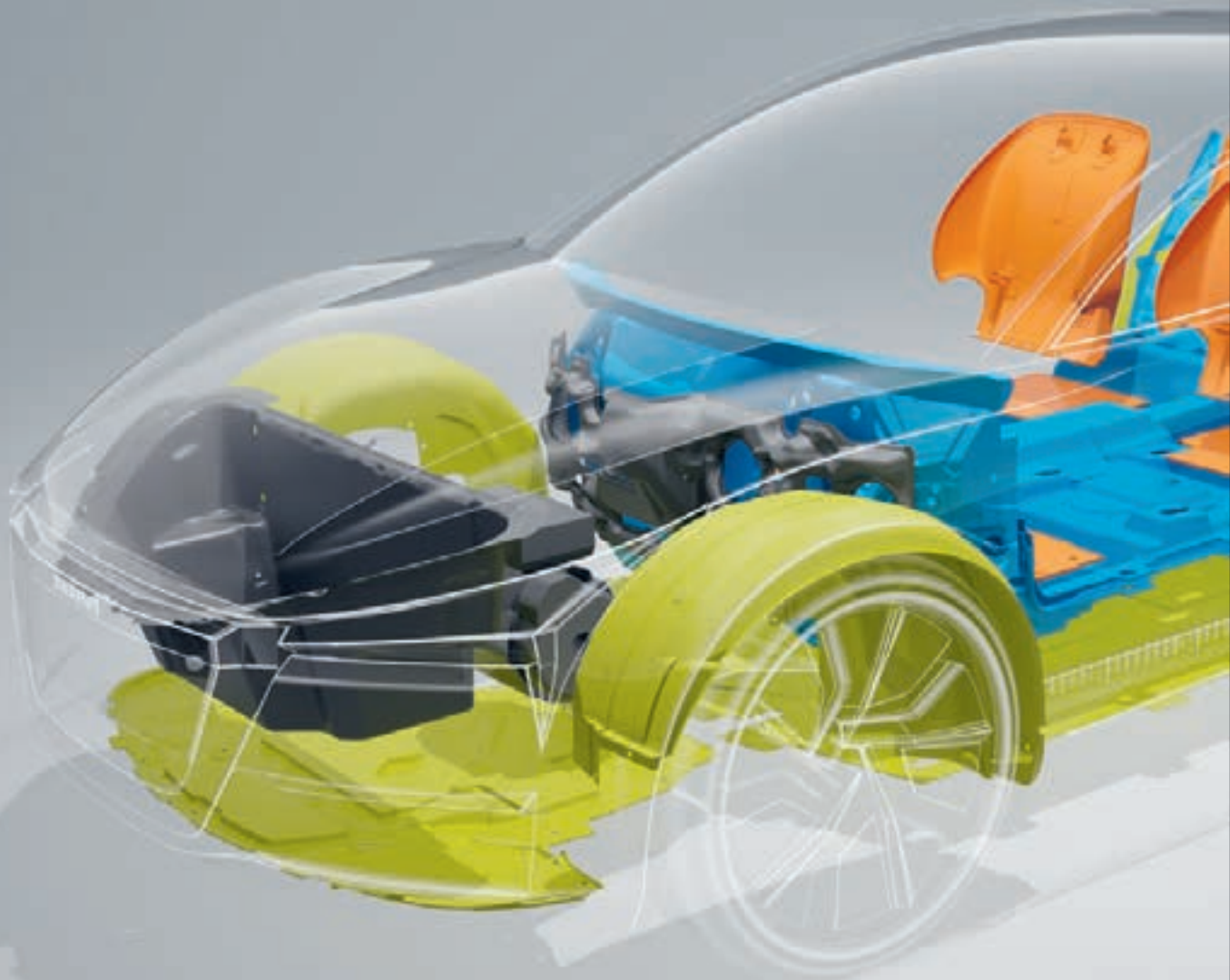
- Seoul

Thailand

- Laem Chabang
- Chonburi

*South America, Middle East and Africa.

Our extended Product Portfolio



Light vehicles

Exterior

ENGINE BAY

- Frunks
- Engine* and e-motor encapsulations
- Outer dashes
- Outer trunk floor insulators
- Hoodliners
- Engine top covers*

UNDERBODY

- Underbody shields
- Under battery shields
- Wheelhouse outer liners
- Outer tunnel insulators*
- Heatshields*
- Battery electromagnetic shields
- Outer floor insulators

Interior

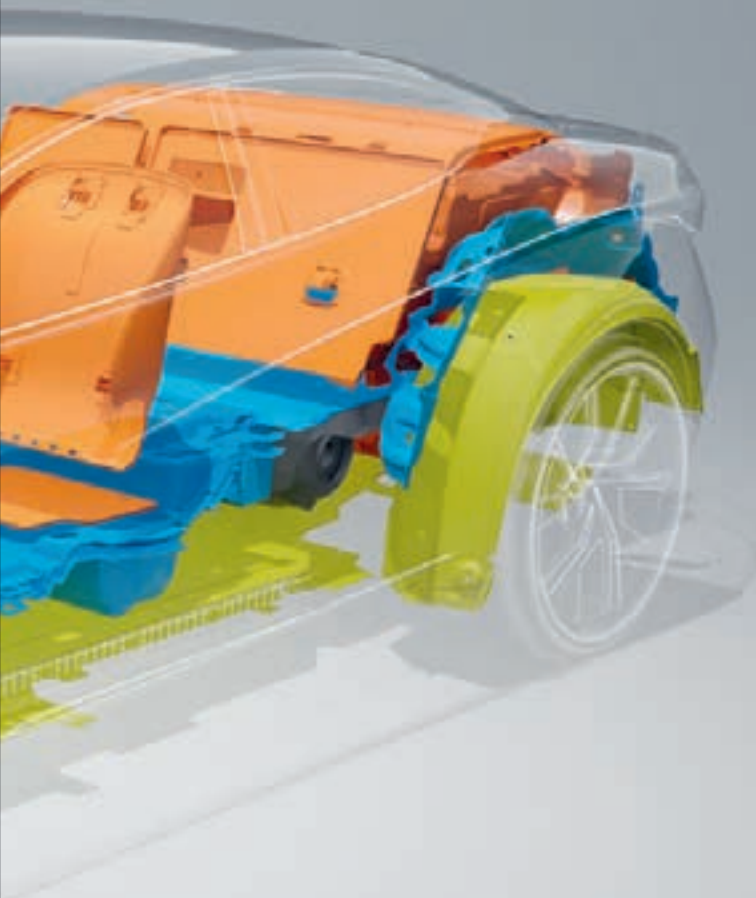
INTERIOR FLOOR

- Inner dashes
- Needlepunch carpets
- Tufted carpets
- Floor insulators
- Inner wheelhouse insulators
- Inner trunk floor insulators

INTERIOR TRIM

- Trunk side trim
- Trunk load floors
- Trunk tailgate trim
- Parcel shelves
- Trunk floor carpets
- Trunk floor trim
- Floor mats
- Backseat trim

*Components specifically for vehicles with combustion drive.





Commercial vehicles

Exterior

● ENGINE BAY

- E-motor and accessory encapsulations
- Engine and gearbox encapsulations*
- Noise shields

● UNDERBODY

- Under engine shields*
- Heatshields*

Interior

● INTERIOR FLOOR

- Washable surface flooring
- Carpet systems
- Dampers

● INTERIOR TRIM

- Headliners
- Side and rear panels
- (Heated) floor mats
- Upper storage
- Bunk bed support

*Components specifically for vehicles with combustion drive.

Corporate Governance

The rules and regulations of Corporate Governance are laid out in numerous Autoneum documents, in particular the Articles of Association¹, the Organizational Regulations¹ and the Board Committee Regulations¹. The content and structure of this report conform to the Directive Corporate Governance (DCG) and the related Guideline published by the SIX Swiss Exchange. Unless stated otherwise, the data pertains to December 31, 2023. Some information will be updated regularly on www.autoneum.com/investor-relations and www.autoneum.com/en/corporate-responsibility. For some information, readers are referred to the financial section of this Annual Report. The Remuneration Report can be found from page 169 onwards.

¹ www.autoneum.com/investor-relations/corporate-governance





1 GROUP STRUCTURE AND SHAREHOLDERS

Group structure

Autoneum Holding Ltd is a company incorporated under Swiss law, with its registered offices in Winterthur. Its shares are listed on the SIX Swiss Exchange (securities code 12748036, ISIN CH0127480363, symbol AUTN). Market capitalization as of December 31, 2023 was CHF 790.4 million.

Autoneum Group consists of the four Business Groups Europe, North America, Asia and SAMEA (South America, Middle East and Africa), the Group Finance department and those corporate functions that report directly to the CEO. It includes all companies controlled by Autoneum Holding Ltd. Within the framework of internal regulations, the Business Groups are responsible for the profitability of each individual company with the exception of those business activities and companies that report directly to the CEO. Each Business Group has been established for a clearly defined and demarcated specific market region. Each of these Business Groups conducts its business within the framework of the Organizational Regulations¹ and under the leadership of the Business Group Head, who reports directly to the CEO of the Autoneum Group. The segment reporting information can be found on pages 118–120.

The Group Finance department and those corporate functions that report directly to the CEO support the CEO, the Business Group Heads and the Board of Directors in their management and supervisory functions, and are responsible for the activities outside the Business Groups, such as management of holding companies and pension funds. Subsidiary companies are founded based on legal, business and financial considerations. Basically, one person (Head of Legal Unit) is appointed for each company and is responsible for local financial management as well as for compliance with national laws and regulations and internal guidelines. Companies with participation of further shareholders are principally managed as described above, however taking into consideration the respective agreements.

50 companies worldwide belonged to the Autoneum Group as of December 31, 2023. An overview on subsidiaries comprising the names, domiciles and share capital of the subsidiaries and the voting rights held by the Autoneum Group can be found on page 149. The management organization of the Autoneum Group is independent of the legal structure of the Group and the individual companies.

Significant shareholders

As of December 31, 2023 it was known that the following shareholders held 3% or more of all voting rights in the Company:

- Artemis Beteiligungen I AG, Hergiswil, Switzerland; and PCS Holding AG, Frauenfeld, Switzerland (lock-up group): 38.49%
- Martin and Rosmarie Ebner via Anna Holding AG, Wilen, Switzerland: 5.6%
- Martin Haefner, Erlenbach, Switzerland: 3.09%

All notifications of shareholders with 3% or more of all voting rights in the Company have been reported to the Disclosure Office of the SIX Swiss Exchange in accordance with Art. 120f of the Financial Market Infrastructure Act (FMIA) and published via its electronic publication platform on www.serag.com/en/resources/notifications-marketparticipants/significant-shareholders.html#/, where further details can also be found.

As of December 31, 2023 Autoneum Holding Ltd held 0.78% of the share capital (45 620 shares).

¹ www.autoneum.com/investor-relations/corporate-governance

ORGANIZATION

As of December 31, 2023



¹Since March 27, 2023, previously Matthias Holzammer

²Since July 1, 2023, previously Dr Alexandra Bendler

Cross-holdings

The Company has no information about crossholdings of capital or voting shares exceeding the limit of 5% on both sides.

2 CAPITAL STRUCTURE

Share capital

On December 31, 2023 the share capital of Autoneum Holding Ltd totaled CHF 292 022.65. It was divided into 5 840 453 fully paid-up registered shares with a par value of CHF 0.05 each. The shares are listed on the SIX Swiss Exchange (securities code 12748036, ISIN CH0127480363, symbol AUTN).

Capital Band

The Board of Directors is authorized, until April 9, 2024, to increase at any time the Company's share capital up to a maximum of CHF 350 427.20 by way of issue of up to 1 168 091 fully paid-up new shares of CHF 0.05 nominal value each, for the purpose of refinancing the acquisition of the automotive business of the Borgers Group announced by the Company on January 9, 2023. The Board of Directors shall determine the number of shares, the issue price, the form of payment required for subscription, the date of issue, the conditions for exercising subscription rights and the commencement of 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 shareholders' subscription rights are preserved. The Board of Directors may allow subscription rights that have not been exercised to lapse or place them or 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. The subscription and acquisition of new shares as well as any subsequent transfer of the shares shall be subject to the restrictions of §4 of the Articles of Association¹.

With the capital increase executed in September 2023, 1 168 090 additional registered shares have been created out of the Capital Band with a par value of CHF 0.05 each. Please also refer to the media releases dated September 14, 2023, September 27, 2023 and September 28, 2023².

Conditional capital upon issuance of convertible and or option bonds or granting of (listed) shareholder options

The share capital may be increased by issuing up to 700 000 fully paid-up registered shares with a nominal value of CHF 0.05 each, totaling to a maximum amount of CHF 35 000.00 or 11.99%, through voluntary or mandatory exercising of conversion and/or option rights granted in connection with the issuance of bonds or other financial instruments of the Company or one of its group companies on national or international capital markets, and/or by exercising option rights granted to the shareholders. In the case of the issuance of bonds or other financial instruments to which conversion and/or option rights are linked, the shareholders' subscription rights are excluded. The respective holders of conversion and/or option rights are entitled to subscribe for the new shares. The conversion and/or option rights conditions are determined by the Board of Directors.

The acquisition of shares through the voluntary or mandatory exercising of conversion and/or option rights as well as any subsequent transfer of the shares shall be subject to the restrictions set out in §4 of the Articles of Association¹.

The Board of Directors is authorized, when issuing bonds or other financial instruments to which conversion and/or option rights are linked, to limit or withdraw the shareholders' preferential subscription rights (1) if such instruments are issued for the purpose of financing or refinancing the acquisition of companies,

¹ www.autoneum.com/investor-relations/corporate-governance

² www.autoneum.com/de/medien/medienmitteilungen/#_tab-ad-hoc-de

parts of companies, shareholdings or investments or (2) if such instruments are issued (i) on national or international capital markets or (ii) to one or more financial investors. If the preferential subscription right is restricted or withdrawn by resolution of the Board of Directors, the following shall apply: The instruments shall be issued at the respective market conditions and new shares shall be issued at the conditions of the respective financial instrument. Conversion rights may be exercisable for up to 10 years and option rights for up to 7 years from the date of the relevant emission. The issuance of new shares upon voluntary or mandatory exercise of conversion and/or option rights shall be made at conditions that take into account the market price of the shares and/or comparable instruments at the time of issuance of the relevant financial instrument.

Conditional capital upon issuance of shares to employees

The share capital may be increased by a maximum amount of CHF 12 500.00 or 4.28% by issuing up to 250 000 fully paid-up registered shares with a nominal value of CHF 0.05 each by issuing shares to employees of the Company and its group companies. The subscription right as well as the preferential subscription right of the shareholders of the Company are excluded. The issue of shares or subscription rights thereto to employees are made in accordance with one or more regulations to be issued by the Board of Directors and taking into account the performance, functions, levels of responsibility and profitability criteria, subject to §24 of the Articles of Association¹. Shares or subscription rights thereto may be issued to employees at a price below the market price.

The acquisition of shares in the context of employee participation and any subsequent transfer of the shares shall be subject to the restrictions of §4 of the Articles of Association¹.

Changes in share capital

At its founding on December 2, 2010 the share capital of Autoneum Holding Ltd. amounted to CHF 233 618.15 and was divided in 4 672 363 fully paid-in registered shares with a par value of CHF 0.05 each. With the capital increase out of the capital band, executed in September 2023 (please also see page 78), an additional 1 168 090 registered shares with a par value of CHF 0.05 have been created. Please also refer to the media releases dated September 14, 2023, September 27, 2023 and September 28, 2023². As a consequence, on December 31, 2023 the share capital amounts to CHF 292 022.65, divided in 5 840 453 fully paid-in registered shares at a par value of CHF 0.05 each.

The General Meeting of March 22, 2011 adopted a contingent share capital of CHF 35 000 (see page 78) and a contingent share capital of CHF 12 500 (see above).

Participation and dividend-right certificates

Autoneum Holding Ltd has issued neither participation certificates nor dividend right certificates.

Shares

Autoneum Holding Ltd has issued 5 840 453 fully paid-up registered shares with a nominal value of CHF 0.05 each. Each registered share is entitled to dividends and entitles the holder to one vote at General Meetings of Autoneum Holding Ltd shareholders. The Board of Directors maintains a share register in which the owners and usufructuaries are registered with name/company name and address with the following conditions. Only those persons listed in the share register will be recognized as company shareholders or usufructuaries. Any changes of name or address must be communicated to the Company. Those who acquire registered shares must make written application for entry in the share register. The Company can refuse such entry to parties who do not expressly declare that they have acquired and will hold these registered shares in their own names and for their own account. If persons fail to expressly

¹ www.autoneum.com/investor-relations/corporate-governance

² www.autoneum.com/en/medien/medienmitteilungen/#_tab-ad-hoc-de.

declare in their registration applications that they hold the shares for their own account (“nominees”), the Board of Directors shall enter such persons in the share register with the right to vote, provided that the nominee has entered into an agreement with the Company concerning his or her status, and further provided that the nominee is subject to a recognized bank or financial market supervision. After hearing the registered shareholder or nominee, the Board of Directors may cancel any registration in the share register made based on incorrect information with retroactive effect as of the date of registration. The relevant shareholder or nominee must be informed immediately of the cancellation. The Board of Directors regulates the details and issues the instructions necessary for compliance with the provisions set forth above. In special cases, the Board of Directors may grant exemptions from the rule concerning nominees and may delegate its duties.

The Company only recognizes one proxy per share. Voting rights and associated rights may only be exercised in relation to the Company by a shareholder, usufructuary or nominee entered in the share register as having the right to vote.

The registered shares of Autoneum Holding Ltd are issued in the form of securities and registered as book entry securities (in the sense of the BookEntry Securities Act) at SIX SIS Ltd. Book entry securities with underlying shares of the Company may not be transferred by way of assignment. Security interests for these book entry securities cannot be granted by means of assignment. The Company is entitled to convert at any time and without the approval of shareholders shares issued in the form of uncertificated securities into individual share certificates or global share certificates. Shareholders are not entitled to have shares issued in one particular form transformed into another form. Any shareholder is, however, entitled to request at any time that the Company issues a certificate stating the number of shares registered in his or her name.

Restrictions on share transfers and nominee registrations

Those persons entered in the shareholders' register are recognized as voting shareholders. Autoneum shares can be bought and sold without any restrictions. In accordance with §4 of the Articles of Association¹, entry in the register of shareholders can be denied in the absence of an explicit declaration that the shares are held in the applicant's own name and for the applicant's own account. There are no other registration restrictions.

Shares held in a fiduciary capacity are not principally entered in the shareholders' register. However, as an exception to this rule, a nominee is entered in the register if the nominee in question has concluded a nominee agreement with Autoneum and is subject to a recognized bank or financial supervisory authority. The nominee exercises voting rights at the Annual General Meeting of shareholders. At the request of Autoneum Holding Ltd, the nominee is obliged to disclose the name of the person on whose behalf it holds shares.

In order to cancel the restrictions of share transfers, the majority of the votes submitted is required without taking into account abstentions.

¹ www.autoneum.com/investor-relations/corporate-governance

Convertible bonds and options

Autoneum Holding Ltd has no convertible bonds or options outstanding.

Board of Directors proposes a dividend of CHF 2.50 per share

Based on the Group's net result, the Board of Directors proposes at the Annual General Meeting to be held on April 9, 2024 a dividend of CHF 2.50 per share for the financial year 2023 (for the financial year 2022: no dividend). This distribution would amount to around CHF 14,6 million or around 30% of the net result attributable to the shareholders of Autoneum Holding Ltd.

3 BOARD OF DIRECTORS

The composition, general rights, duties and responsibilities of the Board of Directors of Autoneum Holding Ltd are pursuant to the Swiss Code of Obligations and the Autoneum Holding Ltd Articles of Association¹, Organizational Regulations¹ and Board Committee Regulations¹.

Board membership

Pursuant to the Articles of Association¹, the Board of Directors of Autoneum Holding Ltd consists of no fewer than three and no more than nine members. As of December 31, 2023 the Board of Directors comprised six members, none of whom performed executive duties. The functions of Chairman of the Board and CEO are separated in order to ensure a good balance between the Company management and supervisory bodies.

Independence of non-executive members

The Board of Directors consists of nonexecutive members, and none of the members has exercised any operational activities for Autoneum in the three financial years preceding the reporting period. The members of the Board of Directors and the companies represented by them do not have any significant business relationships with companies of the Autoneum Group (but see page 147).

Permissible activities outside the Autoneum Group

According to §20 of the Articles of Association¹, no member of the Board of Directors may assume more than 15 additional mandates and no more than five of these may be held with listed companies. This restriction does not apply to (a) mandates held with companies that control or are controlled by Autoneum Holding Ltd; (b) mandates assumed by a member of the Board of Directors by order of Autoneum Holding Ltd or companies under its control; (c) mandates held with companies that do not qualify as companies within the meaning of Art. 727, para. 1, clause 2 of the Swiss Code of Obligations; (d) mandates held with nonprofit organizations and foundations as well as pension funds. The number of mandates pursuant to (c) and (d) is limited to a total of 20.

Mandates held with various legal entities that are under joint control or controlled by the same beneficial owner count as one mandate. Mandates held with the supreme management or administrative body of a legal entity that is required to be registered in the commercial register or an equivalent register abroad count as mandates.

Election and term of office and principles of the election procedure

The Chairman and the other members of the Board are elected individually by the General Meeting and for a one-year term of office, running from one Annual General Meeting to the next.

Board members can be reelected. They retire at the Annual General Meeting following their 70th birthday, unless the Board of Directors has lifted the age limit in individual cases. For Michael Pieper, the Board

¹ www.autoneum.com/investor-relations/corporate-governance

of Directors has made this limit void and proposed him to the shareholders for reelection in view of his outstanding personal commitment and significant shareholding in the Company, which is obviously supporting the further development of Autoneum.

Nominations for election to the Board of Directors are made with due regard for the balanced composition of this body, taking industrial and international management experience and specialist knowledge into account.

Internal organization

The Board of Directors is responsible for the business strategy and the overall management of the Autoneum Group and Group companies. It exercises a supervisory function over the persons who have been entrusted with the business management.

The Board of Directors is responsible for all transactions that are not explicitly reserved for the General Meeting or other bodies according to the law, the Articles of Association¹ and the Organizational Regulations¹. It prepares the Annual General Meeting and makes the necessary arrangements for implementing resolutions adopted by the Annual General Meeting. The Board of Directors has the following decision-making authority:

- composition of the business portfolio and strategic direction of the Group;
- definition of the Group structure;
- appointment and dismissal of the members of the Group Executive Board;
- definition of the authority and duties of the Chairman and the committees of the Board of Directors as well as the CEO and CFO of the Autoneum Group and the Business Group Heads;
- organization of accounting, financial control and financial planning;
- approval of strategic and financial planning, the budget and the Annual Report with business review, financial statements, consolidated financial statements and Remuneration Report;
- principles of financial and investment policy, Corporate Responsibility incl. personnel and social policy, management and communications;
- signature regulations and allocation of authority of Autoneum Holding Ltd;
- principles of internal audit;
- principles of compliance management systems;
- decisions on investment projects involving expenditure in excess of CHF 10 million;
- issuance of bonds and other significant financial market transactions;
- incorporation, purchase, sale and liquidation of subsidiaries.

The Board of Directors comprises the Chairman, the Vice Chairman and the other members. The Chairman of the Board of Directors and the members of the Compensation Committee are elected for a one-year term of office by the Annual General Meeting. Apart from this, the Board of Directors is self-constituting. The Board of Directors appoints a secretary who does not need to be a member of the Board of Directors. The Vice Chairman deputizes for the Chairman in his absence. The Board of Directors has a quorum if the majority of members are present or if the Board members are able to communicate with each other by telephone, videoconference, internet or other electronic means. Motions of the Board of Directors are approved by a simple majority of the votes of the members present. In the case of a tie, the Chairman has the casting vote.

In 2023, five regular meetings of the Board of Directors took place, lasting between four and a quarter to five and three-quarter hours. The meetings were held physically. One of these five meetings was held in a plant abroad, combined with a plant visit. The attendance rate was 90.5%. In addition, there were

¹ www.autoneum.com/investor-relations/corporate-governance

four videoconferences held with a duration of up to one hour. The agendas for the Board meetings are drawn up by the Chairman. Any member of the Board can also propose items for inclusion on the agenda. Board meetings are generally also attended by the CEO and the CFO, while the other members of the Group Executive Board attend as necessary regarding business matters concerning them. They give an overview of the results, outlook and budget of their operating units, and present those projects requiring the approval of the Board of Directors. Over the course of 2023, no external consultants were present at meetings of the Board of Directors.

Once a year, the Board of Directors reviews its performance, internal working methods and cooperation with the Group Executive Board. This takes the form of a self-assessment and includes an assessment of the state of information of Board members with regard to the Group and its business development.

Should there be a conflict of interest in the course of making decisions on business matters and items on the agenda, the respective Board member must stand aside prior to discussion of the matter in question and abstain from voting when passing a resolution.

Committees

Besides the Compensation Committee, the Board of Directors appoints an Audit, a Nomination and a Strategy and Sustainability Committee from among its members in order to assist it in its duties. The committees are fundamentally advisory and preparatory bodies and have no decision-making powers; resolutions are passed by the Board as a whole. Each committee has reference to Board Committee Regulations¹ specifying its tasks and responsibilities. The members of the Compensation Committee are elected by the Annual General Meeting. The Chairman and members of the other committees are elected by the Board of Directors. The committees meet regularly to develop recommendations for the Board of Directors and to prepare minutes of their meetings.

The Audit Committee currently consists of three members of the Board. Its Chairwoman is Liane Hirner (as of March 23, 2023); the other members are Hans-Peter Schwald and Oliver Streuli (since March 23, 2023). Until March 23, 2023 Rainer Schmückle was member and chairman of the Audit committee. In the 2023 financial year, none of the members of the Audit Committee performed executive duties.

The Chairman is elected for one year. The Audit Committee meets at least twice each financial year. The meetings are usually also attended by the Head of Internal Audit, representatives of the statutory and Group auditor, the CEO and the CFO, and other members of the Group Executive Board and management as appropriate.

The main duties of the Audit Committee are:

- elaborating principles for external and internal audits for submission to the Board of Directors, and providing information on their implementation;
- assessing the work of the external and internal auditors as well as their mutual cooperation and reporting to the Board of Directors on compliance with legal and regulatory requirements incl. those in connection with conflict minerals and child work;
- assessing the reports submitted by the statutory auditors as well as the invoiced costs;
- overall supervision of risk management and acceptance of the Risk Report to the Board of Directors and the Group Executive Board;
- assessment of the external audit on the non-financial reporting;
- assisting the Board of Directors in nominating the statutory auditors and the Group auditors for submission to the Annual General Meeting;

¹ www.autoneum.com/investor-relations/corporate-governance

Board of Directors



Hans-Peter Schwald
Chairman



Michael Pieper
Board member



Oliver Streuli
Board member



Norbert Indlekofer
Vice-Chairman (since March 23, 2023)



Liane Hirner
Board member



Ferdinand Stutz
Board member

Hans-Peter Schwald

Chairman | Swiss national (1959)

First elected to the Board Board member and Chairman since 2011
Educational and professional background lic. iur. HSG, lawyer; until 2016 Chairman of the Board of Directors of the law firm Staiger, Schwald & Partner Ltd; since 2017 Senior Partner of BianchiSchwald LLC . **Other activities and vested interests** Please refer to the remuneration report, page 169ff . **Committees** Chairman of the Strategy and Sustainability Committee; Member of the Audit, the Compensation and the Nomination Committee . **Non-executive**

Norbert Indlekofer

Vice-Chairman (since March 23, 2023) | German national (1958)

First elected to the Board Board member since 2017 . **Educational and professional background** Dipl. Ing. University of Stuttgart; from 2004 to 2006 Chairman of the Management Board, Transmission and Chassis Systems of INA-Schaeffler KG, Germany; from 2006 to 2009 Chairman of the Management Board, Transmission and Chassis Systems of INA-Schaeffler KG as well as Chairman of the Management Board of LuK Group, Germany; from 2011 to 2014 Member of the Executive Board Automotive responsible for the Transmission Systems Business Division and Chairman of Schaeffler Ltd, Germany; from 2014 to 2016 President and CEO Automotive Schaeffler Ltd, Germany . **Other activities and vested interests** Please refer to the remuneration report, page 169ff . **Committees** Chairman of the Compensation Committee and of the Nomination Committee , Member of the Strategy and Sustainability Committee . **Non-executive**

Liane Hirner

Board member | Austrian national (1968)

First elected to the Board Board member since 2021 . **Educational and professional background** MBA in Industrial Management, Accounting and Taxation from the Karl Franzens University in Graz; from 1993 to 2017 various positions, including Partner and Managing Director at PwC Vienna; since 2018 member of the Managing Board and CFRO of the Vienna Insurance Group, Austria . **Other activities and vested interests** Please refer to the remuneration report, page 169ff). **Committees** Chairwoman of the Audit Committee (since March 23, 2023, previously member) . **Non-executive**

Michael Pieper

Board member | Swiss national (1946)

First elected to the Board Board member since 2011 . **Educational and professional background** lic. oec. HSG; owner and CEO of Artemis Holding Ltd . **Other activities and vested interests** Please refer to the remuneration report, page 169ff . **Non-executive**

Oliver Streuli

Board member | Swiss national (1988)

First elected to the Board Board member since 2021 . **Educational and professional background** Masters in Accounting & Finance University St. Gallen; from 2014 to 2017 Investment Banking at UBS; 2017 to 2019 Stadler Rail; from 2019 to 2023 CEO of PCS Holding Ltd; since 2023 CFO Rieter Group . **Other activities and vested interests** Please refer to the remuneration report, page 169ff **Committees** Member of the Audit Committee (since March 23, 2023), Member of the Compensation Committee and of the Nomination Committee . **Non-executive**

Ferdinand Stutz

Board member | Swiss national (1957)

First elected to the Board Board member since 2011 . **Educational and professional background** Dipl. Giesserei-Ing. University of Duisburg; from 1982 to 1989 Operations Manager and Deputy Manager Foundry for Rieter Ltd; from 1989 to 1995 Department Manager, Co-partner and Executive Director of Schubert & Salzer, Germany; from 1995 to 1997 Executive Director of Georg Fischer Eisenguss GmbH, Germany; from 1998 to 2009 Member of the Management Board of Georg Fischer Ltd and CEO of GF Automotive; since 2009 owner and founder of Stutz Improvement Ltd. **Other activities and vested interests** Please refer to the remuneration report, page 169ff **Committees** Member of the Strategy and Sustainability Committee, the Compensation and the Nomination Committee . **Non-executive**

RAINER SCHMÜCKLE

Vice-Chairman until March 23, 2023

German national (1959)

Personal data: https://autoneum.com/cv_rainer_schmueckle_en

- examining the results of internal audits, approving the audit schedule for the following year and nominating the Head of Internal Audit.

The Audit Committee met for three regular meetings and a videoconference in 2023 of two to four hours. All committee members also received the written reports from the internal auditors. Except for the representatives of the statutory and Group auditor, in 2023 no consultants participated in the meetings of the Audit Committee. Two committee members participated in all four meetings; one committee members in three meetings.

The Compensation Committee consists of four members. The Chairman of this committee is Norbert Indlekofer. The other members are Hans-Peter Schwald, Ferdinand Stutz and Oliver Streuli. The committee meets whenever the need arises, but at least twice a year. It draws up the principles for the remuneration of members of the Board of Directors, the Group Executive Board and senior management within the Autoneum Group, in particular bonus programs and share allocation plans (LTI), taking into consideration the Corporate Responsibility targets of the Group, as well as the Remuneration Report and the proposals concerning the total maximum remuneration amount for the Board of Directors and Group Executive Board to be submitted annually by the Board of Directors for approval by the shareholders at the Annual General Meeting. In addition, the Compensation Committee, together with the Nomination Committee, is responsible for all topics related to human beings, human rights and people development.

The **Nomination Committee** consists of four members. The Chairman is Norbert Indlekofer. The other members are Hans-Peter Schwald, Ferdinand Stutz and Oliver Streuli. The committee meets whenever necessary, but at least twice a year. This committee stipulates the profile of requirements and the principles for selecting members of the Board of Directors and prepares the election of new members of the Group Executive Board and their terms of employment. It is also briefed on succession plans for the Board of Directors, Group Executive Board and senior management and the relevant development plans. In addition, the Nomination Committee, together with the Compensation Committee, is responsible for all topics related to human beings, human rights and people development.

In 2023 the members of the Compensation and the Nomination Committee held three regular meetings of between two and three hours. Three committee members attended all meetings, one committee member attended two meetings. In 2023, no external consultants were present at the committee meetings.

The **Strategy and Sustainability Committee** consists of three members: Hans-Peter Schwald is Chairman; Norbert Indlekofer and Ferdinand Stutz are the other members. Rainer Schmückle was a member until March 23, 2023.

The Strategy Committee usually meets at least twice a year. The meetings are also attended by the CEO and the CFO, and other members of the Group Executive Board and management as appropriate.

The main duties of the Strategy and Sustainability Committee are:

- supporting and assisting the Board of Directors in strategic planning, especially in assessing market changes and developments affecting the Group;
- assessing Autoneum's short and long-term strategic orientation, in particular with regard to markets, customers, competitors, products and technologies, as well as
- supporting and assisting in all sustainability topics concerning the planet Earth;
- a.o. in reducing greenhouse gas emissions (climate change), sustainable processes and standards, sustainable products, responsible waste management and environmental risks

- support of strategically important projects.

The Strategy and Sustainability Committee met in 2023 for two meetings of one and four hours, respectively and held a workshop of two days. All committee members attended all meetings. In 2023, no external consultants were present at the committee meetings.

Allocation of authority

The Board of Directors delegates operational business management to the CEO. The members of the Group Executive Board report to the CEO. The allocation of authority between the Board of Directors and the CEO is stipulated in the Organizational Regulations¹, while details of the tasks reserved for the Board of Directors can be found on pages 82ff (“Internal Organization”). The cooperation between the Board of Directors, the CEO and the Business Groups is stipulated in the Group’s Organizational Regulations¹, which include the following: The CEO draws up the strategic and financial planning and the budget with the Group Executive Board and submits it to the Board of Directors for approval. He reports regularly on the course of business as well as on risks and changes in personnel at the management level. In addition to periodic reporting, he is obliged to inform the Board of Directors immediately about any business transactions of fundamental importance.

Information and control instruments regarding the Group Executive Board

The Board of Directors receives a written monthly report on the key figures of the Group and the Business Groups from the Group Executive Board. This provides information on the income statement, the balance sheet, the cash flow statement as well as on capital expenditure. The figures are compared with the budget and with the previous year. The Board of Directors is also informed at each regular meeting about the course of business, important projects and risks, as well as ongoing earnings and liquidity development. Furthermore, the Chairman of the Board of Directors has a regular monthly meeting with the CEO and the CFO with respect to all major issues of corporate policy.

Should the Board of Directors have to rule on major cases according to the Organizational Regulations¹, a written request is submitted prior to the meeting. The projects approved by the Board of Directors are monitored within the context of a special project controlling submitted to the Board of Directors every quarter.

Once a year, the Board of Directors discusses and decides on the strategic plans drawn up by the Group Executive Board, the budget and the financial plan. Financial statements for publication are drawn up twice a year.

The Board of Directors has initiated and implemented a comprehensive internal control system for risk monitoring in connection with business activities, which covers risk identification, analysis and control as well as risk reporting. Refer to pages 112–116 for details on this risk management process and on financial risk management.

All members of the Board of Directors, the CEO, the CFO and appointed members of the management receive the internal audit reports. Internal audit conducted six regular audits in 2023. The results were discussed in detail with the Business Groups and the companies concerned, and appropriate measures have been initiated and monitored accordingly.

¹ www.autoneum.com/investor-relations/corporate-governance

Compliance program and code of conduct

The Compliance Program of Autoneum aims at steering compliance with laws and regulations in order to ensure proper management of the Group and initiate measures for avoidance and early detection of infringements. Further information on compliance and the Code of Conduct can be found at www.autoneum.com/company/compliance.

4 GROUP EXECUTIVE BOARD

The Group Executive Board had six members on December 31, 2023: the CEO, the CFO and the four Business Group Heads. For additional information about the Group Executive Board members please refer to page 92.

Permissible activities outside the Autoneum Group

According to §20 of the Articles of Association¹, no member of the Group Executive Board may assume more than four additional mandates. No more than two of these may be held with listed companies; they have to be approved by the Board of Directors prior to acceptance. This restriction does not apply to (a) mandates held with companies that control or are controlled by Autoneum Holding Ltd; (b) mandates assumed by a member of the Group Executive Board by order of Autoneum Holding Ltd or companies under its control; (c) mandates held with companies that do not qualify as companies within the meaning of Art. 727, para. 1, clause 2 of the Swiss Code of Obligations; (d) mandates held with nonprofit organizations and foundations as well as pension funds. The number of mandates pursuant to (c) and (d) is limited to a total of 20. Mandates held with various legal entities that are under joint control or controlled by the same beneficial owner count as one mandate. Mandates held with the supreme management or administrative body of a legal entity that is required to be registered in the commercial register or an equivalent register abroad count as mandates.

Mandates of the Group Executive Board must be approved by the Board of Directors prior to their acceptance.

Management contracts

There are no management contracts between Autoneum Holding Ltd and third parties.

5 REMUNERATION, SHAREHOLDINGS AND LOANS

The content and process for determining remuneration and equity participation programs as well as information on the remuneration, shareholdings and loans of the Board of Directors and the Group Executive Board can be found in the Remuneration Report from page 169 onwards.

6 SHAREHOLDERS' PARTICIPATORY RIGHTS

Voting restrictions

Autoneum Holding Ltd imposes no voting restrictions.

Statutory quorum

The General Meeting shall pass resolutions, unless otherwise provided by law or by the Articles of Association¹, by majority of the votes submitted without taking into account abstentions.

¹ www.autoneum.com/investor-relations/corporate-governance

Group Executive Board



Eelco Spoelder
Chief Executive Officer (CEO)¹



Fausto Bigi
Head Business Group SAMEA



Andreas Kolf
Head Business Group Asia

¹since March 27, 2023, previously Matthias Holzammer



Bernhard Wiehl
Chief Financial Officer (CFO)



Daniel Bentele
Head Business Group Europe²



Greg Sibley
Head Business Group North America

²since July 1, 2023, previously Dr Alexandra Bendler

Eelco Spoelder Chief Executive Officer (CEO)³
Dutch national (1972)

Member of the Group Executive Board since March 27, 2023 .
Educational and professional background Master of Business Administration, Duke University, Fuqua School of Business, USA; Master of Science in Industrial Engineering and Management Science, Eindhoven University of Technology, Netherlands; from 1996 to 2003 various functions in Purchasing at Continental AG, Germany (former Philips Car Systems); from 2004 to 2007 Vice President Infotainment Solutions & Radio Navigation divisions in the Americas at Continental AG, North America (former Siemens VDO); from 2008 to 2011 Vice President Business Unit Instrumentation & Driver HMI and from 2012 to 2016 Executive Vice President & Head of Business Unit Instrumentation & Driver HMI at Continental AG, Germany; from 2016 to 2017 Chief Operating Officer Executive Vice President & Member of Executive Committee, responsible for Group Global Operations, Manufacturing, Purchasing, Total Customer Satisfaction, Quality and IT; from 2017 to 2023 President Faurecia Seating Executive Vice President & Member of Executive Committee at Forvia Faurecia, France; in the current function since 2023 . **Other activities and vested interests** Please refer to the remuneration report, page 169ff

Bernhard Wiehl Chief Financial Officer (CFO)
German national (1967)

Member of the Group Executive Board since 2019 . **Education and professional background** Degree in Mechanical Engineering, University of Applied Sciences, Esslingen, Germany; degree in Industrial Engineering (FH), University of Applied Sciences, Esslingen, Germany; from 1994 to 2000 various functions at TRW Automotive, Germany; from 2000 to 2004 Head of Finance & Controlling, Hella Lighting Systems, Germany; from 2004 to 2006 Director Program Management and from 2006 to 2007 Vice President Program Management and Controlling Europe, at Hydraulik-Ring, Germany; from 2007 to 2011 Head Finance & Controlling and Member of Executive Board, Electronics Division and from 2011 to 2013 Head Finance & Controlling and Member of Executive Board, Lighting Division, Hella, Germany; from 2013 to October 2019 Head Finance & Controlling Business Group Europe, Autoneum, Switzerland; in the current function since 2019 . **Other activities and vested interests** Please refer to the remuneration report, page 169ff

Daniel Bentele Head Business Group Europe⁴
German national (1973)

Member of the Group Executive Board since July 1, 2023 . **Educational and professional background** Diploma in Industrial Engineering, University of Applied Sciences Aalen, Germany; from 2003 to 2005 Assistant to the COO and Product Line Manager at BEHR GmbH & Co. Stuttgart, Germany; from 2005 to 2008 Production Manager at BEHR America Inc. - Dayton plant; from 2008 to 2009 Project Coordinator BEHR Korea and from 2009 to 2012 Manager Pusan plant and Deputy General Manager at BEHR Korea Inc. (South Korea); from 2012 to 2014 Manager Pforzheim plant at MAHLE Behr GmbH, Stuttgart, Germany; from 2014 to 2017 Regional Head South America / CEO at MAHLE Behr Gerenciamiento Ltda. (South America); from 2017 to 2019 Vice President Profit Center Industrial Applications and CEO at MAHLE Industrial Thermal Systems GmbH & Co. KG; from 2020 to 2023 Vice President Region Asia Pacific, Thermal Management at MAHLE Holding, China; 2023 Vice President Strategy & Innovation at Faurecia Seating, France; in the current function since 2023 **Other activities and vested interests** Please refer to the remuneration report, page 169ff

Fausto Bigi Head Business Group SAMEA
Brazilian national (1959)

Member of the Group Executive Board since 2016 . **Educational and professional background** Masters in Business Administration, INSEAD, France, and Graduation in Mechanical Engineering, Brazil; from 1986 to 1993 Senior Manager at Itautec Informatica, Brazil; from 1993 to 2006 various management functions at Valeo Automotive Systems, last assignment as Branch Marketing Director Lighting Division, France; from 2006 to 2008 Purchasing Director South America, Faurecia, Brazil; from 2008 to 2011 Head South America, Rieter, Brazil; from 2011 to 2012 Deputy Head Business Group SAMEA, Autoneum, Brazil; from 2012 to 2016 CEO Correias Mercúrio S.A., Brazil; in the current function since 2016 . **Other activities and vested interests** Please refer to the remuneration report, page 169ff

Andreas Kolf Head Business Group Asia
German national (1962)

Member of the Group Executive Board since 2016 . **Educational and professional background** Lawyer; from 1995 to 2001 various management functions at Tiger Wheels Holding, South Africa; from 2002 to 2004 CEO Federal-Mogul Gorzyce S.A., Poland; from 2004 to 2005 Managing Director, Borbet Thüringen GmbH, Germany; from 2005 to 2006 Global Sales Director, Federal-Mogul GmbH, Germany; from 2006 to 2011 Executive Director Operations, Federal-Mogul India; from 2011 to 2013 Director Operations Federal-Mogul Asia Pacific, China; from 2013 to 2016 Vice President and Managing Director Federal-Mogul India; in the current function since 2016 . **Other activities and vested interests** Please refer to the remuneration report, page 169ff

Greg Sibley Head Business Group North America
US national (1964)

Member of the Group Executive Board since 2019 . **Education and professional background** Bachelor of Science in Mechanical Engineering, Northwestern University, Chicago (IL), USA; Masters in Business Administration in Operations Management and Finance, University of Michigan, Ann Arbor (MI), USA; from 1986 to 1997 various management functions with US automotive companies; from 1997 to 2004 various management functions at Emission Control Division with Tenneco, USA; from 2004 to 2007 Vice President Product Development and Strategic Sourcing with Trico Products, USA; from 2008 to 2010 Executive Director Engineering and from 2011 to 2013 Vice President Engineering and Manufacturing; 2014 Vice President Operations Europe and 2015 Vice President and General Manager North America, Clean Air Division at Tenneco, USA; from 2016 to 2018 President Business Unit Americas at Eberspaecher, USA; in the current function since 2019 . **Other activities and vested interests** Please refer to the remuneration report, page 169ff

MATTHIAS HOLZAMMER CEO until March, 27, 2023

German national (1965)
Personal data: https://autoneum.com/cv_matthias_holzammer_en

DR ALEXANDRA BENDLER Head Business Group Europe until June 30, 2023

German national (1973)
Personal data: https://autoneum.com/cv_alexandra_bendler_en

³since March 27, 2023, previously Matthias Holzammer

⁴since July 1, 2023, previously Dr Alexandra Bendler

Convocation of general meeting, agenda publication, voting proxies

General Meetings of shareholders are called through publication in the Swiss Commercial Gazette by the Board of Directors at least 20 days prior to the event, with details of the agenda, pursuant to §8 of the Articles of Association¹. Pursuant to §9 of the Articles of Association¹, shareholders representing at least 0.5% of the share capital or the votes can request the inclusion on the agenda of an item for discussion, with details of the relevant motions, by a closing date published by the Company. Shareholders who do not attend General Meetings personally can arrange to be represented by any representative of choice by written power of attorney or by the independent voting proxy by issuing written power of attorney and instructions pursuant to the signed registration form or electronically via the platform at <https://autoneum.shapp.ch>. The independent voting proxy is elected annually by the Annual General Meeting. Lic. iur. Ulrich B. Mayer, Attorney at Law, shall hold office as independent voting proxy until the closure of the 2024 Annual General Meeting.

Entries in the shareholders' register

In order to ensure an orderly procedure, the Board of Directors fixes the reference date shortly before the shareholders' meeting, by which time shareholders need to be entered in the share register in order to exercise their participation rights at the meeting. This reference date is published in the Swiss Commercial Gazette together with the invitation to the General Meeting.

7 CHANGE-OF-CONTROL AND DEFENSIVE MEASURES

Change-of-control clauses

There are no change-of-control clauses in Autoneum contracts of employment and office. In the event of a change of control, all shares blocked within the framework of the Executive Bonus Plan are vested.

Obligation to submit an offer

The legal provisions according to Art. 135 of the Financial Market Infrastructure Act (FMIA) are applicable. This states that a shareholder or a group of shareholders acting in concert who hold more than 33⅓ percent of all shares must submit a takeover offer to the other shareholders.

8 STATUTORY AUDITORS

Duration of mandate and term of office of the lead auditor

KPMG AG, Zurich, has been the statutory and Group auditor of Autoneum Holding Ltd and the Autoneum Group since the 2011 financial year. Reto Benz, licensed audit expert, has been lead auditor for the Autoneum mandate at KPMG since the 2018 financial year. The term of office of the lead auditor is limited to seven years.

Audit fees and additional fees

KPMG charged Autoneum approximately CHF 1.5 million for the 2023 financial year for services in connection with auditing the annual financial statements of Group companies, the consolidated Autoneum Group accounts and the Remuneration Report. KPMG also charged Autoneum approximately CHF 1.0 million mainly related to the Capital increase. Additional auditors received from Autoneum approximately CHF 0.6 million for the 2023 financial year for services in connection with auditing the annual financial statements of Group companies. They also received approximately CHF 0.5 million for additional services, mainly related to the Capital increase and for tax advisory services.

¹www.autoneum.com/investor-relations/corporate-governance

Information instruments of the external auditors

The external auditor informs the Audit Committee in writing and verbally at every meeting about relevant auditing activities and other important facts and figures related to the Company. Representatives of the external and internal auditors attend Audit Committee meetings to explain their activities and answer questions. Please also refer to the section on the Audit Committee on pages 83–87. The statutory auditors have access to the minutes of the meetings of the Board of Directors and its Committees. The Audit Committee of the Board of Directors makes an annual assessment of the performance, fees and independence of the statutory and Group auditors. It submits a proposal to the Board of Directors regarding who should be proposed for election as statutory auditors at the General Meeting. In addition, the Audit Committee reviews the scope of external auditing, the auditing plans and relevant procedures annually, and discusses auditing results with the external auditors in each case.

9 INFORMATION POLICY

Autoneum maintains regular, open communication with all stakeholders and relevant parties, in particular with investors, financial analysts and representatives of banks and the media. Communication takes place through the Annual Report and Semi-Annual Report, the Corporate Responsibility Report, the Annual General Meeting¹ and usually one media conference on the financial results of the previous financial year and a videoconference on the half-year results.

Shareholders and the capital market are informed by media releases of significant changes and developments in the Company. Price-sensitive facts are published in accordance with the ad hoc publicity requirements of SIX Swiss Exchange. In addition, Autoneum maintains communication with investors, financial analysts and representatives of the media at corresponding events. Should shareholders and other interested parties wish to automatically receive the media releases, they may register at www.autoneum.com/media/subscription-media.

Reporting on the 2023 financial year includes the Annual Report, the Corporate Responsibility Report, a media release and a presentation. A hardcopy of the Annual Report and of the Corporate Responsibility Report can be ordered by shareholders using the form enclosed with the invitation to the Annual General Meeting. They are also available for download no later than 20 days prior to the Annual General Meeting at www.autoneum.com/investor-relations/financial-reports (Annual Report 2023) and www.autoneum.com/corporate-responsibility/ (Corporate Responsibility Report 2023), respectively. At the Annual General Meeting¹, the Board of Directors and the Group Executive Board provide information on the annual accounts and the course of business and answer shareholders' questions.

Sources of information

Autoneum provides extensive information to all interested parties. This is available online via the following links:

- Articles of Association Autoneum Holding Ltd: www.autoneum.com/investor-relations/corporate-governance
- Organizational Regulations: www.autoneum.com/investor-relations/corporategovernance
- Download of Annual Reports incl. Financial Reports: www.autoneum.com/investorrelations/financial-reports
- Remuneration Report: www.autoneum.com/investor-relations/corporate-governance
- Order of hard copy of Annual Reports incl. Financial Reports www.autoneum.com/order-publication-2
- Corporate Governance: www.autoneum.com/investor-relations/corporate-governance
- Corporate Responsibility: www.autoneum.com/corporate-responsibility
- Share price: www.autoneum.com/investor-relations/share

¹ Due to the situation in connection to the coronavirus and the respective ordinances from the Swiss Government, the Annual General Meetings of March 25, 2020 and March 25, 2021 and March 23, 2022 were held under exclusion of physical participation of the shareholders.

- Presentations: www.autoneum.com/investorrelations/financial-reports/#presentation
- Media releases: www.autoneum.com/media/media-releases
- Subscription to media releases: www.autoneum.com/media/subscription-media
- Contact: www.autoneum.com/contact

10 TRADING RESTRICTIONS

The Board of Directors of Autoneum Holding Ltd. has released internal regulations related to trading restrictions, where it is differentiated between regular trading restrictions and ad hoc trading restrictions.

Regular trading restrictions are related to the publication of the half-year and full-year figures and are in place starting on June 10 until the end of business of the day the half-year results are published, and on December 10 until the end of business of the day the full-year results are published. Addressees are the members of the Board of Directors and the Group Executive Board and any employee who has access to the relevant financial figures.

Ad hoc trading restrictions are related to any other price-sensitive fact and are issued by the Chairman of the Board of Directors, who also decides on the addressees.

11 SIGNIFICANT CHANGES SINCE THE BALANCE SHEET DATE

On January 24, 2024, Martin and Rosmarie Ebner disclosed a shareholding in Autoneum Holding Ltd. of 10.254% via Anna Holding AG.

At the Annual General Meeting on April 9, 2024, the Board of Directors will propose the election of Martin Klöti to the Board of Directors. He has many years of extensive expertise in the areas of corporate management and finance in internationally active companies. Further information is available at https://www.autoneum.com/wp-content/uploads/2024/03/CV_Martin-Kloeti_EN.pdf

At the Annual General Meeting on April 9, 2024, the Board of Directors will also propose the deletion of the Capital Band (§3a of the Articles of Association¹).

¹www.autoneum.com/investor-relations/corporate-governance





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Consolidated income statement

CHF million	Notes	2023		2022	
Revenue	(4)	2 302.3	100.0%	1 804.5	100.0%
Material expenses ¹		-1 036.3	45.0%	-859.2	47.6%
Employee expenses	(5)	-696.7	30.3%	-521.2	28.9%
Other expenses	(6)	-418.6	18.2%	-320.5	17.8%
Other income ²	(7)	138.5	6.0%	48.4	2.7%
EBITDA		289.2	12.6%	152.1	8.4%
Depreciation, amortization and impairment ³	(8)	-182.4	7.9%	-116.7	6.5%
EBIT		106.9	4.6%	35.4	2.0%
Financial income	(9)	4.4		3.8	
Financial expenses	(10)	-43.8		-25.9	
Share of profit of associated companies	(15)	1.6		2.4	
Earnings before taxes		69.0	3.0%	15.7	0.9%
Income taxes	(11)	-7.9		-4.7	
Net result		61.1	2.7%	10.9	0.6%
attributable to shareholders of Autoneum Holding Ltd		48.3		-2.3	
attributable to non-controlling interests		12.8		13.2	
Basic earnings per share in CHF ⁴	(12)	9.42		-0.47	
Diluted earnings per share in CHF ⁴	(12)	9.42		-0.47	

¹ Material expenses include CHF -10.6 million (2022: CHF -0.5 million) changes in inventories of finished goods and work in progress.

² Other income includes a bargain purchase gain of CHF 102.7 million in 2023 (refer to note 3, page 116).

³ Depreciation, amortization and impairment include impairment charges on tangible assets in the amount of CHF 56.3 million in 2023.

⁴ Basic and diluted earnings per share in 2022 were retrospectively adjusted from CHF -0.49 to CHF -0.47 to reflect the bonus element included in the rights issue in 2023.

Consolidated statement of comprehensive income

CHF million	Notes	2023	2022
Net result		61.1	10.9
Currency translation adjustment ¹		-55.7	-16.0
Inflation adjustment		4.4	4.9
Total items that will be reclassified to income statement		-51.3	-11.1
Remeasurement of defined benefit pension plans	(24)	0.9	2.7
Changes in fair value of equity investments (FVOCI)	(16)	3.5	-2.9
Income taxes		0.6	-
Total items that will not be reclassified to income statement		4.9	-0.3
Other comprehensive income		-46.4	-11.4
Total comprehensive income		14.7	-0.5
attributable to shareholders of Autoneum Holding Ltd		10.8	-11.3
attributable to non-controlling interests		3.9	10.9

¹ The currency translation adjustment includes CHF -2.3 million (2022: CHF -1.2 million) from associated companies accounted for using the equity method.

The accompanying notes on pages 102-149 are part of the consolidated financial statements.

Consolidated balance sheet

CHF million	Notes	31.12.2023	31.12.2022
Assets			
Tangible assets	(13)	750.8	681.0
Intangible assets	(14)	16.2	4.4
Investments in associated companies	(15)	18.9	21.6
Financial assets	(16)	30.3	28.2
Deferred income tax assets	(11)	50.7	32.9
Employee benefit assets	(24)	10.2	8.4
Other assets	(17)	95.5	90.0
Non-current assets		972.6	866.4
Inventories	(18)	180.1	132.9
Trade receivables	(19)	273.1	250.4
Current income tax receivables		1.7	2.7
Other assets	(17)	94.3	95.8
Cash and cash equivalents	(20)	149.4	123.6
Current assets		698.6	605.5
Assets		1 671.2	1 471.9
Shareholders' equity and liabilities			
Equity attributable to shareholders of Autoneum Holding Ltd		449.7	339.1
Equity attributable to non-controlling interests	(22)	87.2	92.9
Shareholders' equity		537.0	432.0
Borrowings	(23)	551.8	494.0
Deferred income tax liabilities	(11)	30.2	20.3
Employee benefit liabilities	(24)	16.6	15.5
Provisions	(25)	16.2	2.0
Other liabilities	(26)	11.5	10.2
Non-current liabilities		626.4	542.0
Borrowings	(23)	42.2	144.8
Current income tax liabilities		23.2	10.3
Provisions	(25)	33.3	3.8
Trade payables		190.3	160.2
Other liabilities	(26)	218.8	178.9
Current liabilities		507.8	497.9
Liabilities		1 134.2	1 039.9
Shareholders' equity and liabilities		1 671.2	1 471.9

The accompanying notes on pages 102–149 are part of the consolidated financial statements.

Consolidated statement of changes in equity

CHF million	Attributable to the shareholders of Autoneum Holding Ltd						Total	Attributable to non-controlling interests	Total
	Share capital	Treasury shares	Capital reserve	Fair value reserve	Retained earnings	Currency transl. adjustm.			
At January 1, 2022	0.2	-2.6	217.5	-2.2	245.0	-99.5	358.4	94.8	453.3
Net result	-	-	-	-	-2.3	-	-2.3	13.2	10.9
Other comprehensive income	-	-	-	-2.9	7.0	-13.1	-9.0	-2.4	-11.4
Total comprehensive income	-	-	-	-2.9	4.8	-13.1	-11.3	10.9	-0.5
Dividends paid ¹	-	-	-	-	-6.9	-	-6.9	-12.8	-19.7
Purchase of treasury shares ²	-	-2.9	-	-	-	-	-2.9	-	-2.9
Share-based remuneration ²	-	1.6	-	-	0.3	-	1.9	-	1.9
Total transactions with owners	-	-1.3	-	-	-6.7	-	-8.0	-12.8	-20.8
At December 31, 2022	0.2	-4.0	217.5	-5.2	243.1	-112.6	339.1	92.9	432.0
Net result	-	-	-	-	48.3	-	48.3	12.8	61.1
Other comprehensive income	-	-	-	3.5	5.4	-46.4	-37.5	-8.9	-46.4
Total comprehensive income	-	-	-	3.5	53.7	-46.4	10.8	3.9	14.7
Capital increase ³	0.1	-	101.0	-	-	-	101.1	-	101.1
Sale of subscription rights	-	-	-	-	0.1	-	0.1	-	0.1
Dividends paid ¹	-	-	-	-	-	-	-	-9.6	-9.6
Purchase of treasury shares ²	-	-3.3	-	-	-	-	-3.3	-	-3.3
Share-based remuneration ²	-	2.1	-	-	-0.2	-	1.9	-	1.9
Total transactions with owners	0.1	-1.2	101.0	-	-0.1	-	99.8	-9.6	90.2
At December 31, 2023	0.3	-5.2	318.6	-1.7	296.7	-159.0	449.7	87.2	537.0

¹ Autoneum Holding Ltd did not pay a dividend for the 2022 financial year in 2023. Autoneum Holding Ltd paid a dividend for the 2021 financial year in 2022 of CHF 1.50 per share entitled to dividends, totaling a payout of CHF 7.0 million as approved by the Annual General Meeting.

² Autoneum purchased 29 600 registered shares (2022: 23 500) and transferred 18 258 registered shares (2022: 15 015) in conjunction with share-based remuneration in the period under review.

³ Refer to note 2.2 on page 116.

The accompanying notes on pages 102–149 are part of the consolidated financial statements.

Consolidated statement of cash flows

CHF million	Notes	2023	2022
Net result		61.1	10.9
Dividend income	(9)	-1.2	-0.9
Interest income	(9)	-1.4	-1.1
Interest expenses	(10)	28.2	19.8
Income tax expenses	(11)	7.9	4.7
Depreciation, amortization and impairment	(8)	182.4	116.7
Share of profit of associated companies	(15)	-1.6	-2.4
Gain from disposal of tangible assets, net	(6), (7)	-2.4	-8.5
Bargain purchase gain	(3)	-102.7	-
Other non-cash income and expenses		12.9	2.4
Change in net working capital		42.7	-19.7
Change in post-employment benefit assets and liabilities		1.3	1.8
Change in non-current provisions		10.5	-5.6
Change in other non-current assets		-2.2	1.8
Change in other non-current liabilities		2.6	3.7
Dividends received		3.1	2.9
Interest received		1.4	1.1
Interest paid		-27.8	-19.1
Income taxes paid		-24.4	-14.0
Cash flows from operating activities		190.3	94.5
Investments in tangible assets	(13)	-57.1	-39.7
Investments in intangible assets	(14)	-0.9	-0.6
Investments in financial assets		-0.6	-0.9
Investments in subsidiary or business, net of cash acquired	(3)	-96.0	-
Proceeds from disposal of tangible assets		10.1	3.0
Proceeds from disposal of financial assets		1.4	0.5
Proceeds from disposal of subsidiary or business ¹		-	0.5
Cash flows used in investing activities		-143.1	-37.2
Proceeds from issue of share capital	(2.2)	101.1	-
Dividends paid to shareholders of Autoneum Holding Ltd		-	-6.9
Dividends paid to non-controlling interests		-9.6	-12.8
Purchase of treasury shares	(21)	-3.3	-2.9
Proceeds from sale of subscription rights		0.1	-
Proceeds from borrowings	(23)	225.1	48.2
Repayment of borrowings	(23)	-315.5	-56.0
Cash flows used in financing activities		-2.1	-30.4
Currency translation adjustment		-19.4	-6.9
Change in cash and cash equivalents		25.7	19.9
Cash and cash equivalents at beginning of the year		123.6	103.7
Cash and cash equivalents at end of the year	(20)	149.4	123.6

¹ Deferred purchase price payments from transaction in previous periods.

The accompanying notes on pages 102–149 are part of the consolidated financial statements.

Notes to the consolidated financial statements

1 MATERIAL ACCOUNTING POLICIES

1.1 Basis of preparation

Autoneum Holding Ltd (“the Company”) was incorporated on December 2, 2010 as a Swiss corporation domiciled in Winterthur. The Company has been listed on the SIX Swiss Exchange (AUTN, ISIN: CH0127480363) since May 13, 2011. Autoneum Holding Ltd together with its subsidiaries will henceforth be referred to as “Autoneum Group”, “Group” or “Autoneum”. A list of subsidiaries, associated companies and non-consolidated investments of Autoneum Group can be found in note 35 on page 149.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). The consolidated financial statements are based on historical cost, with the exception of employee benefit assets and liabilities, which are measured at the fair value of the plan assets less the present value of the defined benefit obligation, and specific financial instruments, which are measured at fair value. The consolidated financial statements were authorized for issue by the Board of Directors on March 12, 2024 and are subject to approval by the Annual General Meeting of shareholders on April 9, 2024.

The consolidated financial statements are published exclusively in English. Due to rounding, numbers presented throughout this report may not add up precisely to the totals provided. All ratios and variances are calculated using the underlying amount rather than the presented rounded amount.

1.2 Significant accounting judgments, estimates and assumptions

The preparation of the Group’s consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of the Group’s accounting policies and the reported amounts of revenue, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities in future periods. Other disclosures relating to the Group’s exposure to risks and uncertainties include the risk management process (refer to note 2, page 112) and the sensitivity analyses of defined benefit plans (refer to note 24, page 139).

Judgments

In the process of applying the Group’s accounting policies, management has made the following judgment in connection with the consolidation of entities in which the Group holds less than the majority of voting rights.

Assessing whether Autoneum has control over an entity includes all facts and circumstances that may indicate that the Group is able to direct the relevant activities and key decisions. Autoneum concludes that it has control over certain entities in which it holds 50% (refer to note 22, page 137), based on specific rights allocated. Facts and circumstances indicating that Autoneum controls an entity may change and lead to a reassessment of the management’s conclusion.

In rare circumstances, IFRS 16 requires management judgment in order to determine an appropriate lease term. The application of IFRS 16 is outlined in note 1.9 on page 105.

Estimates and assumptions

Key assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the next financial year include the following:

Impairment losses on tangible assets are assessed based on estimated cash flows, which may vary from actual cash flows. Important assumptions to consider are useful lives, growth rates, achievable margins, utilization levels and the discount rates.

Preproduction costs that are capitalized in the balance sheet include mainly employee costs. Testing for impairment of the capitalized preproduction costs requires management to estimate both the total future consideration and total future costs of a project.

For defined benefit plans, actuarial valuations which are the basis for the employee benefit assets and liabilities in the balance sheet are carried out regularly. These calculations are based on statistical and actuarial assumptions. In particular, the present value of the defined benefit obligation is affected by assumptions such as discount rate, expected future salary growth and life expectancy. Other assumptions for the valuation are derived from statistical data such as mortality tables and staff turnover rates. Actuaries are independent from Autoneum. Assumptions may differ significantly from actual results. These deviations can ultimately have an effect on the employee benefit assets or liabilities in future periods (refer to note 24, page 139).

In the course of the ordinary operating activities of Autoneum Group, obligations from guarantee and warranty, litigation and non-income tax risk, and environmental risk can arise. Provisions for these obligations are measured on the basis of estimated future cash outflow. The outcome of these business transactions may result in claims against Autoneum that may be below or above the related provisions. Provisions for litigation and non-income tax risk comprise complex cases that include material uncertainties. Environmental provisions are recognized for the expected costs for the cleanup and reconstruction of contaminated sites that are interdependent of many uncertainties, such as Autoneum's share of the cost or the applicable approach for determining these costs. The financial impact of these cases for future periods can only be estimated, because uncertainties relating to amount and date of cash outflow exist (refer to note 25, page 144).

Assumptions in relation to income taxes include interpretations of the tax regulations in place in the relevant countries. The adequacy of these interpretations is assessed by the tax authorities. This can result, at a later stage, in changes in the income tax expenses. To determine whether a deferred income tax asset on tax loss carryforwards may be recognized requires judgment in assessing whether there will be future taxable profits against which these tax loss carryforwards can be offset (refer to note 11, page 123).

1.3 Changes in accounting policies

Adopted changes in accounting policies

Except as described below, the accounting policies applied in these consolidated financial statements are the same as those applied in the consolidated financial statements as of December 31, 2022.

New and revised standards and interpretations effective as of January 1, 2023 have been applied but did not have any significant impact on the Group's consolidated financial statements.

Future changes in accounting policies

The following new and revised standards and interpretations have been issued but are not yet effective. They have not been applied early in these consolidated financial statements. However, a preliminary assessment has been conducted by the management and the expected impact of each standard and interpretation is presented in the following table.

	Effective date	Planned application by Autoneum
Revisions and amendments of standards and interpretations		
Classification of liabilities as current or non-current (Amendments to IAS 1) ¹	January 1, 2024	January 1, 2024
Non-current Liabilities with Covenants (Amendments to IAS 1) ¹	January 1, 2024	January 1, 2024
Lease Liability in a Sale and Leaseback (Amendments to IFRS 16) ¹	January 1, 2024	January 1, 2024
Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7) ¹	January 1, 2024	January 1, 2024
Lack of Exchangeability (Amendments to IAS 21) ¹	January 1, 2025	January 1, 2025

¹ No impact or no significant impact is expected on the consolidated financial statements.

1.4 Global minimum tax

In accordance with the guidelines as provided in the amendments to IAS 12 issued in May 2023, Autoneum has applied the mandatory temporary exemption from accounting for deferred income taxes in relation to Pillar Two income taxes.

1.5 Scope and methods of consolidation

The consolidated financial statements of Autoneum Holding Ltd include the Company and its subsidiaries. Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control is lost.

Acquisitions are accounted for using the acquisition method. Intercompany transactions are eliminated. If Autoneum does not have control over entities but significant influence, which is usually the case if Autoneum holds interests of between 20% and 50%, these investments are classified as associated companies and accounted for using the equity method. Interests of less than 20% where Autoneum does not have significant influence are classified as non-consolidated investments and are accounted for at fair value. The subsidiaries, associated companies and non-consolidated investments are listed in note 35 on page 149.

1.6 Foreign currency translation

Items included in the financial statements of each Group company are measured using the currency of the primary economic environment in which the company operates ("functional currency"). The consolidated financial statements are prepared in Swiss francs, which is the functional currency and the reporting currency of Autoneum Holding Ltd.

Transactions in foreign currencies are translated into the functional currency by applying the exchange rates prevailing on the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement. For consolidation purposes, items in the balance sheet of foreign subsidiaries are translated at year-end exchange rates, while income statement items are translated at average rates for the period. The resulting currency translation differences are recognized in other comprehensive income and, in the event of a disposal of a foreign operation, transferred to the income statement as part of the gain or loss from disposal.

1.7 Hyperinflation accounting

The Argentinian and Turkish economies have exceeded 100 inflation points in the last 36 months (Argentina since 2018, Türkiye since 2022), based on consumer price indexes (CPI). Therefore, both economies are considered to be hyperinflationary in the current reporting period, in accordance with the criteria in IAS 29 “Financial Reporting in Hyperinflationary Economies”. The standard requires that the financial statements prepared in the currency of a hyperinflationary economy be stated in terms of the measuring unit current at the reporting date. The financial statements of the Argentinian and Turkish subsidiaries were restated accordingly before being translated and included in the consolidated financial statements of the Group.

1.8 Tangible assets

Tangible assets are stated at historical cost less accumulated depreciation, which is recognized on a straight-line basis over the estimated useful life of the asset. Historical cost includes expenditures that are directly attributable to the acquisition of the assets. Useful life is determined according to the expected utilization of each asset. The relevant ranges are as follows:

Buildings	20–50 years
Machinery and plant equipment	5–15 years
Data processing equipment	4–8 years
Vehicles and furniture	3–10 years

Components of certain assets with different useful lives are depreciated separately. Gains or losses arising from the disposal of tangible assets are recognized in the income statement. Costs of maintenance and repair are charged to the income statement as incurred. The residual values and useful lives of tangible assets are reviewed, and adjusted if appropriate, at each balance sheet date.

1.9 Leases

The Group leases various buildings, vehicles, machineries and other assets. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

Leases are recognized as right-of-use assets as part of tangible assets and corresponding lease liabilities at the commencement date. Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to profit or loss. The right-of-use asset is depreciated over the shorter of the asset’s useful life and the lease term on a straight-line basis and charged to profit or loss. Assets and liabilities arising from a lease are initially measured on a present value basis, using the rate implicit in the lease if this rate could be readily determined. If not, the lessee’s incremental borrowing rate is used, which reflects the refinancing costs of Autoneum.

At the commencement date, right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of the lease liability,
- any lease payments made at or before the commencement date, less any lease incentive received,
- any initial direct costs incurred by the lessee, and
- restoration costs.

At the commencement date, lease liabilities are initially measured at the present value of the lease payments. The following lease payments are included in the net present value:

- fixed payments, less any lease incentives receivable,
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable by the lessee under residual value guarantees,

- the exercise of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The Group recognizes short-term leases and leases for which the underlying asset is of low value as operating expenses in profit or loss. Short-term leases are leases with a lease term of twelve months or less. Low-value assets are those not exceeding an amount of CHF 5 000.

Extension and termination options are included in a number of lease agreements across the Group. In determining the lease term, the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options are only included in the lease term if the Group is reasonably certain to extend the contract.

1.10 Intangible assets

Intangible assets such as customer relations, technology and trademarks as well as software acquired from third parties are included in the balance sheet at acquisition cost and are amortized on a straight-line basis. The residual values and useful lives of intangible assets are reviewed, and adjusted if appropriate, at each balance sheet date. Autoneum has neither in the current reporting period nor in the prior period intangible assets that have an indefinite useful life recorded in the balance sheet. Autoneum has no goodwill capitalized in the balance sheet. Useful life is determined according to the expected utilization of each asset. The relevant ranges are as follows:

Software and other intangible assets	1–8 years
Customer relations	8 years
Technology	7 years
Trademarks	1 year

1.11 Impairment of assets

Tangible assets, intangible assets and other assets (non-current) are tested for impairment if there are indications that, due to changed circumstances, their carrying value may no longer be fully recoverable. If such a situation arises, the recoverable amount is determined. This is the higher of its value in use and its fair value less cost to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount is below the carrying amount, a corresponding impairment loss is recognized in the income statement. Where the recoverable amount cannot be determined for an individual asset, it is determined for the cash-generating unit to which the asset belongs. To determine the value of an asset, estimates of the expected future cash flows from both usage and disposal are made.

1.12 Capitalized preproduction costs

In order to be able to supply an OEM with serial parts over the production period, Autoneum designs and develops a serial part based on its existing product technologies that meets the OEM's specifications and prepares its manufacturing process allowing serial production over the production period, which is usually between five and eight years. The costs for this process qualify as costs to fulfill a contract and are capitalized as preproduction costs in the line item other assets. Those costs are capitalized when the costs are directly attributable to a project, which means between the nomination date and start of production, the costs enhance resources of the entity that will be used in satisfying performance obligations in the future, and the costs are expected to be recovered. The majority of costs that fulfill those requirements are employee costs that are allocated to specific projects, either based on actual hours entered by employees multiplied by an hourly cost rate, or where hourly records are not available, based on estimates made by controlling staff. The capitalized preproduction costs are amortized in the income statement in the line item material

expenses over the period when revenue from the sale of the serial parts is recognized, which is usually between five and eight years. Where the carrying amount of the capitalized preproduction costs exceeds the remaining amount of consideration that Autoneum will receive minus the remaining costs that Autoneum will incur to fulfill the contract, an impairment loss is recognized immediately.

1.13 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement of financial assets

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. Trade receivables are measured at the transaction price determined under IFRS 15 (refer to note 1.21 on page 110). The Group initially measures all other financial assets at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchasing or selling the asset.

Subsequent measurement of financial assets

For subsequent measurement, Autoneum classifies its financial assets in three categories:

- Financial assets at amortized cost: The Group measures financial assets at amortized cost if the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments): Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 "Financial Instruments: Presentation" and are not held for trading. The classification is determined on an instrument-by-instrument basis. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as financial income in the income statement when the right of payment has been established. Equity instruments designated at fair value through OCI are not subject to impairment assessment. The Group elected to classify irrevocably its listed investments in non-consolidated companies under this category.
- Financial assets at fair value through profit or loss: Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives are also classified as held for trading. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the income statement.

Derecognition of financial assets

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through arrangement”.

Impairment of financial assets

The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next twelve months (a twelve-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. The Group calculates ECLs according to a provision matrix based on days the amounts are past due. Publicly available credit default probabilities for the individual customer based on their ratings are further used in the assessment.

As Autoneum has not encountered material credit losses in the past, the Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Initial recognition and measurement of financial liabilities

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, or as financial liabilities at amortized cost. All financial liabilities are recognized initially at fair value and, in the case of financial liabilities at amortized cost, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement of financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group. Gains or losses on liabilities held for trading are recognized in the income statement.
- The category of financial liabilities at amortized cost is most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the effective interest amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest. The effective interest amortization is included as finance expenses in the income statement. This category generally applies to interest-bearing loans and borrowings.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the income statement.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

1.14 Inventories

Raw materials, consumables and purchased parts are valued at the lower of average cost or net realizable value. Semi-finished goods and finished goods are valued at the lower of manufacturing cost or net realizable value. Valuation adjustments are made for obsolete materials and excess stock.

1.15 Cash and cash equivalents

Cash and cash equivalents include bank accounts and time deposits with original maturities from the date of acquisition of up to three months.

1.16 Equity

Ordinary shares are classified as equity since the shares are non-redeemable and any dividends are discretionary.

When shares are repurchased, the amount of the consideration paid is recognized as a deduction from equity and presented as a separate component in equity. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity and the resulting surplus or deficit on the transaction is recognized in retained earnings.

1.17 Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are discounted if the impact is significant.

1.18 Income taxes

Income taxes comprise both current and deferred income taxes. Normally, income taxes are recognized in the income statement, unless they are linked to a position that is recognized directly in equity or in other comprehensive income. In this case, the income taxes are also recognized directly in equity or in other comprehensive income.

Current income taxes are calculated and accrued on the basis of taxable income for the year. Deferred income taxes on temporary differences between carrying amounts of assets and liabilities for financial reporting purposes and amounts

determined for local tax purposes are calculated using the liability method. Deferred income taxes are measured at the tax rate expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date. Deferred income tax assets and liabilities are offset to the extent that an entity has a legally enforceable right to offset current income taxes, and the deferred income taxes relate to income taxes levied by the same taxation authority and relate to the same taxable entity.

Temporary differences resulting from investments in Group companies are not considered if Autoneum is able to control the timing of the reversal of the temporary differences and if it is probable that these temporary differences will not reverse in future. The tax impact of losses and deductible temporary differences is capitalized to the extent it appears probable that such losses and deductible temporary differences will be offset in the future by taxable income.

1.19 Employee benefits

Employee pension plans are operated by certain subsidiaries, depending upon the level of coverage provided by the government pension facilities in the various countries in which they are present. Some are provided by independent pension funds. If there is no independent pension fund, the respective obligations are shown in the balance sheet under employee benefit liabilities. As a rule, pensions are funded by employees' and employers' contributions. Pension plans exist on the basis of both defined contribution and defined benefit.

Pension liabilities arising from defined benefit plans are calculated annually by independent actuaries using the projected unit credit method. The discount rate used for the calculation is based on interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. Remeasurement gains or losses are recognized in other comprehensive income. Pension cost relating to services rendered in the reporting period is recognized in the income statement as current service cost. Pension cost relating to services rendered in previous periods as a result of new or amended pension benefits is recognized in the income statement as past service cost. The net interest expenses or income on the net defined benefit liability or asset for the period is determined by applying the discount rate used to measure the defined benefit obligation at the beginning of the period to the then net defined benefit liability or asset, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. The net interest expenses or income is recognized in financial expenses or income. The fair value of plan assets is deducted from the defined benefit obligations. Any asset resulting from this calculation is only capitalized up to an amount not exceeding benefits from future contribution reductions or refunds.

In the case of defined contribution plans, the contributions are recognized as expenses in the period in which they were incurred.

1.20 Share-based payments

Share-based payments to members of the Board of Directors, the Executive Board and senior management are measured at fair value at the grant date and recognized in the income statement over the vesting period. The fair value is assessed based on the current market price and taking into account a discount for dividends that will not be collected by the beneficiary because the transfer of the shares is deferred. For share-based payments that are settled with equity instruments, a corresponding increase in equity is recognized.

1.21 Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognizes revenue when it transfers control over a good or service to a customer.

The main business of Autoneum is to develop and produce multifunctional and lightweight components and systems for noise and heat protection for its customers, i.e., Original Equipment Manufacturers (OEM). Autoneum and the OEM

agree on a contract upon nomination. The contracts include that Autoneum sells serial parts to the OEM over a production period of five to eight years. The serial parts are manufactured using a tool, which is either manufactured by Autoneum or procured by a third-party supplier and which is sold to the OEM, usually before start of production. As a result, Autoneum agrees on two different kinds of performance obligations upon nomination: a performance obligation for each serial part that will be delivered to the OEM during the serial production period and a performance obligation for the procurement of the tools. Revenue is allocated to the performance obligations based on the selling price that is agreed with the OEM.

The majority of total revenue (more than 95%) is generated by the sale of the serial parts to the OEM and a minor part of total revenue (less than 5%) is generated by the sale of the tools to the OEM.

Upon nomination, the OEM and Autoneum agree on a sales price per serial part and agree that Autoneum will produce and deliver the serial parts to the OEM over its complete serial production period. The OEM and Autoneum agree on a contract that includes an expected quantity of serial products that will be delivered to the OEM, as the final quantity of required serial parts depends on the number of cars that the OEM will produce. Revenue from the sale of the serial parts is recognized at the point in time when control of the parts is transferred to the OEM, which is according to the delivery terms that are agreed with the OEM. Revenue is recognized based on the applicable sales price at the point in time the serial parts are transferred to the OEM. Control of the tools is transferred to the OEM at the point in time when the OEM accepts the tool.

Revenue recognized from contracts with customers is disclosed as revenue in the consolidated financial statements.

1.22 Financing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualified asset are capitalized as a part of the acquisition costs of the qualified asset. All other financing costs are recognized directly in the income statement.

1.23 Government grants

Government grants are assistance by government in the form of transfers of resources in return for compliance with certain conditions. Government grants related to capital expenditure (investment premiums) are initially recognized as a liability and subsequently recognized over the useful life of the subsidized tangible asset. If a government grant is awarded for the purpose of giving immediate financial support to an entity rather than an incentive to undertake specific expenditures, the grant is recognized in profit or loss of the period in which it becomes receivable and is deducted on the related expenses.

1.24 Definition of non-GAAP measures

EBIT as a subtotal includes all income and expenses before addition/deduction of financial income, financial expenses, share of profit of associated companies and income taxes. EBITDA as a subtotal includes EBIT before deduction of depreciation and impairment of tangible assets as well as amortization and impairment of intangible assets.

2 RISK MANAGEMENT

Autoneum maintains an internal control system with the objective of ensuring effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The internal control system is an important part of the risk management system.

The process of risk management is governed by the regulation “Autoneum Risk Management System”, which was adopted by the Board of Directors. The regulation defines the main categories of risk, which serve as a basis of the risk management, and the bodies that deal within the Group with the various risks. In addition, the regulation defines the procedures for detecting, reporting and managing risk and the criteria for qualitative and quantitative risk assessment.

The regulation defines the following main risk categories: strategic risk, operational risk, financial risk, compliance risk, capital risk, litigation, legal, environmental, human rights violation and other corporate responsibility risk (e.g. political, organizational, social and work safety risk).

Besides the financial and capital risk (refer to paragraphs 2.1 and 2.2 respectively), the following risks within the main risk categories are a focus of Autoneum:

- Strategic risk: This risk results on the one hand from different markets in which Autoneum operates (local aspects, legal regulations, degree of maturity of markets). On the other hand, it results from the share of the customers in Autoneum’s revenue, as well as from the technical and regulatory requirements on Autoneum products.
- Operational risk: This risk results from the technical development of orders until end of production, from the need for cost-efficient production and the possibility of interruptions in production.

Strategic risk resulting from developments in the relevant markets and of the products offered therein is assessed as part of the strategic planning and financial planning processes. Strategic risk and operational risk are regularly reviewed at meetings within the Business Groups and with the CEO and the CFO of the Group. These meetings also deal with other risks impacting actual performance against budget, in order to identify and implement corrective measures.

Risks resulting from divestments or other major projects are monitored at Group level within the framework of authorities and approvals for the respective project. Quarterly project review reports are prepared for the attention of the Board of Directors.

Specific risks are addressed by periodic reports in dedicated bodies. Such reports cover environmental and work safety risk at the various sites, treasury risk and risk from legal actions and compliance.

An aggregate review of all identified risks and of the instruments and measures to address them is performed on a semi-annual basis by the Risk Council, consisting of representatives of all Business Groups and Corporate functions. The review results are reported to the Board of Directors and the Group Executive Board.

2.1 Financial risk

As a result of its worldwide activities Autoneum is exposed to various financial risks, such as credit risk, liquidity risk and market risk (foreign exchange risk, interest rate risk and price risk).

Autoneum’s financial risk management aims to minimize the potential adverse impact of the development of the financial markets on the Group’s financial performance and to secure its financial stability. This may include the use of derivative financial instruments to hedge certain risk exposures. Financial risks are identified primarily locally and evaluated and managed centrally by Group Treasury in close cooperation with the Group’s legal units.

Credit risk

Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as from exposures to customers, including outstanding receivables, contract assets and committed transactions. Credit risk may result in a financial loss if one party in a transaction is unable or unwilling to meet its obligations. It is Autoneum's objective to limit the impact of a default. The maximum risk of these positions corresponds to the book values of financial instruments that are classified as financial assets at amortized cost (refer to note 29 on page 146).

Credit risk of financial counterparties is monitored centrally by Group Treasury. Significant relationships with banks and financial institutions are basically only entered into with counterparties which would receive a BBB rating or higher in the categories of the largest rating agencies like e.g. Fitch. At the date of reporting, management does not expect significant losses from non-performance by financial institutions where funds are invested or financial transactions are outstanding.

Autoneum maintains business relationships with all significant automotive manufacturers and has a geographically broad, diversified customer portfolio. No customer accounted for more than 15.2% (2022: 15.7%) of Autoneum's revenue. The Group monitors the creditworthiness of its key customers by using independent ratings (if available) and by taking into account their financial position, past experience and other factors. The related credit risk is considered low at the date of reporting. In accordance with IFRS 9, the Group calculates the Expected Credit Loss according to a provision matrix based on days the amounts are past due. For trade receivables which are not overdue by more than 180 days, expected credit losses are determined by using publicly available credit default probabilities for the individual customer based on their ratings. If at this stage information indicating a higher collection risk for individual customers is available, individual allowances are recognized for the respective balances. The risk of an impairment loss increases significantly for open trade receivable balances that are overdue for more than 180 days. Unless the open balance is negligible, an individual assessment is performed to estimate expected credit losses. Individual assessments incorporate forward-looking information such as macroeconomic forecasts.

The average expected loss rates for trade receivables per aging category as well as for contract assets are as follows:

AVERAGE EXPECTED LOSS RATE FOR TRADE RECEIVABLES PER AGING CATEGORY AS OF DECEMBER 31, 2023

CHF million	Not due	No more than 180 days overdue	181 days to one year overdue	More than 1 year overdue	Total
Expected loss rate (in %)	0.3%	0.7%	53.5%	98.0%	2.1%
Trade receivables (gross)	249.0	23.0	4.1	2.8	279.1
Allowance for impairment	-0.7	-0.2	-2.2	-2.7	-5.9
Trade receivables	248.3	22.8	1.9	0.1	273.1

AVERAGE EXPECTED LOSS RATE FOR TRADE RECEIVABLES PER AGING CATEGORY AS OF DECEMBER 31, 2022

CHF million	Not due	No more than 180 days overdue	181 days to one year overdue	More than 1 year overdue	Total
Expected loss rate (in %)	0.3%	1.3%	68.5%	100.0%	1.5%
Trade receivables (gross)	223.6	27.4	0.9	2.2	254.2
Allowance for impairment	-0.6	-0.4	-0.6	-2.2	-3.7
Trade receivables	223.1	27.1	0.3	-	250.4

AVERAGE EXPECTED LOSS RATE FOR CONTRACT ASSETS AS OF DECEMBER 31

CHF million	Not due 2023	Not due 2022
Expected loss rate (in %)	3.9%	5.3%
Contract assets (gross)	37.4	40.2
Allowance for impairment	-1.5	-2.1
Contract assets	35.9	38.1

Liquidity risk

The objective of liquidity risk management is to ensure that sufficient financial resources are available at any point in time in order to be able to completely fulfill all payment obligations of the Group when due. As part of an integral budgeting and forecasting process, Group Treasury centrally monitors the planned liquidity position of the Group. Group Treasury compares the planned liquidity requirements with the available funds to detect shortages at an early stage. The liquidity risk management of Autoneum includes the maintenance of sufficient liquidity reserves and the availability of funding through an adequate amount of committed credit lines.

Beside several smaller bilateral credit facilities with banks, Autoneum maintains a credit agreement for the medium- and long-term financing requirements with a group of twelve banks in the amount of CHF 350.0 million, which expires on October 29, 2028. The credit agreement was signed on October 31, 2022 and replaces the syndicated loan which was due to run until December 31, 2022 (refer to note 23, page 138). Furthermore, a bond in the amount of CHF 100.0 million with maturity as of December 8, 2025 has been issued and is listed at the SIX Swiss Exchange (refer to note 23, page 138).

The following tables show the contractual maturities of Autoneum's financial liabilities (including interest).

Financial liabilities at December 31, 2023	Carrying amount	Contractual undiscounted cash flows			
		Less than 1 year	1 to 5 years	More than 5 years	Total cash flow
CHF million					
Bonds	99.9	1.1	101.0	-	102.2
Bank debts	221.5	0.5	221.5	-	222.0
Lease liabilities	266.9	38.5	119.3	189.3	347.0
Other borrowings	5.7	5.0	0.7	-	5.7
Trade payables	190.3	190.3	-	-	190.3
Accrued expenses	129.6	129.6	-	-	129.6
Other payables	19.2	18.4	0.7	-	19.2
Total	933.0	383.4	443.3	189.3	1 016.0

Financial liabilities at December 31, 2022	Carrying amount	Contractual undiscounted cash flows			
		Less than 1 year	1 to 5 years	More than 5 years	Total cash flow
CHF million					
Bonds	174.9	76.5	102.1	-	178.7
Bank debts	185.5	22.8	163.6	-	186.4
Lease liabilities	263.0	35.0	108.5	199.3	342.8
Other borrowings	15.5	14.5	1.3	-	15.8
Trade payables	160.2	160.2	-	-	160.2
Accrued expenses	110.3	110.3	-	-	110.3
Other payables	12.8	12.0	0.8	-	12.8
Total	922.1	431.3	376.3	199.3	1 006.9

Foreign exchange risk

Due to the global nature of its activities, the Group is exposed to foreign exchange risk. Foreign exchange risk arises from investments in foreign subsidiaries (translation risk) as well as from transactions and financial assets or financial liabilities that are denominated in a currency other than the functional currency of a legal unit (transaction risk). In order to hedge transaction risk that cannot be eliminated through offsetting transactions in the same foreign currency (natural hedging), subsidiaries may use forward contracts, which are usually traded with banks via Group Treasury. The transaction risk from foreign currencies is monitored continuously.

The subsidiaries' cash holdings with banks are denominated mostly in the functional currency of the subsidiary. The majority of the business transacted in Autoneum's subsidiaries is also in their functional currency.

At the reporting date, the Group held financial instruments which were denominated in currencies other than the functional currency of the respective Group company as follows:

CHF million	Assets 31.12.2023	Liabilities 31.12.2023	Assets 31.12.2022	Liabilities 31.12.2022
EUR	133.0	120.8	96.1	79.5
USD	42.3	58.4	38.0	59.5
Other	44.6	34.4	25.5	5.9
Total	219.8	213.7	159.6	144.9

The Group is exposed to foreign exchange risk mostly against the euro and the US dollar. The currency-related sensitivity of the Group against these two currencies is shown in the following table:

CHF million	Reasonable shift	Impact on net result	Impact on equity
December 31, 2023			
EUR/CHF	+/- 15%	+/- 1.0	+/- 29.3
USD/CHF	+/- 15%	+/- 0.5	+/- 75.3
December 31, 2022			
EUR/CHF	+/- 15%	+/- 4.8	+/- 20.3
USD/CHF	+/- 15%	+/- 8.4	+/- 82.9

The potential impact on net result is mainly due to foreign exchange gains and losses on financial instruments as well as the translation of the profit or loss of foreign subsidiaries into Swiss francs for consolidation purposes. The impact on equity additionally includes currency translation adjustments arising from the translation of the net investment in foreign subsidiaries.

Interest rate risk

The interest rate risk of the Group relates to interest-bearing assets and liabilities. Floating interest rate positions are subject to cash flow interest risk. Fixed-interest positions are subject to fair value interest risk if measured at fair value. In general, Autoneum aims to maintain, in consideration of seasonal fluctuations, a balanced relation between fixed and floating interest-bearing financial liabilities as disclosed in note 23 on page 138. The bond issued at fixed interest rates is not subject to any interest rate risk, whereas the long-term credit agreement with floating interest rates is subject

to a cash flow interest risk. The Group analyzes the interest rate risk on a net basis. No hedging of the interest rate risk was performed in the reporting period or in the prior period.

Based on the interest-bearing assets and liabilities that existed at December 31, 2023 a 100 basis point higher level of the respective underlying refinancing base rates (e.g. SARON or other alternative reference rates) would lead to a CHF 2.7 million (2022: CHF 1.4 million) lower net result as well as equity of the Group on an annual basis. A 100 basis point lower level of those rates would lead to a CHF 2.7 million (2022: CHF 0.6 million) higher net result as well as equity of the Group on an annual basis.

Price risk

Holding financial assets that are measured at fair value exposes Autoneum to a risk of price fluctuation. Autoneum holds a significant investment in Nihon Tokushu Toryo Co. Ltd., whose shares are listed on the Tokyo Stock Exchange. Autoneum is exposed to a price risk according to the fluctuations in the share price. This investment is classified as a financial asset at fair value through other comprehensive income and changes in the share price do not impact profit or loss. The amount of financial assets at fair value through profit or loss that Autoneum held is not significant (refer to note 16, page 132 and note 29, page 146).

2.2 Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for the shareholders and benefits for other stakeholders, and to maintain an optimally leveraged capital structure in order to reduce the cost of capital. Autoneum aims to reach a stable investment grade rating as perceived by bank partners and debt investors.

Autoneum Group therefore targets a healthy balance sheet with an adequate portion of equity. In the mid-term, Autoneum aims for an equity ratio above 35%. On September 28, 2023 Autoneum Holding Ltd carried out a capital increase that led to an equity increase of CHF 101.1 million. As of December 31, 2023 the equity ratio equaled 32.1% (December 31, 2022: 29.4%). For the next few years, the dividend policy will depend on a number of factors, such as net result and the financial situation of the Group, the demand for capital and liquidity, the general business environment as well as legal and contractual restrictions. Subject to the foregoing, the Group intends to distribute at least 30% of its net result attributable to shareholders of Autoneum Holding Ltd. Dividends, if any, are expected to be declared and paid in Swiss francs.

3 CHANGE IN SCOPE OF CONSOLIDATION AND SIGNIFICANT TRANSACTIONS

On April 1, 2023 Autoneum acquired the automotive business of Borgers, including tangible assets and inventories of the Borgers companies in Germany and 100% of the shares in the subsidiaries in France, Poland, Sweden, Spain, the Czech Republic, the United Kingdom, the USA and China. The product and customer range of Borgers Automotive, the specialist for textile acoustics protection, insulation and trim for vehicles, ideally complement Autoneum's sustainable product portfolio. Particularly with the wheel arch liner and trunk lining product lines as well as the truck business, Autoneum's global presence offers further potential for profitable growth also outside Europe.

Due to its weak financial situation Borgers SE & Co. KGaA filed for insolvency as of October 17, 2022. Consequently, Autoneum acquired the automotive supplier Borgers SE & Co. KGaA from insolvency with effect from April 1, 2023. The consideration for this transaction amounted to CHF 122.4 million. In return, the Group acquired total net assets of CHF 225.1 million, leading to a bargain purchase gain of CHF 102.7 million. The bargain purchase gain is recognized as other income in profit or loss.

The following table summarizes the recognized amounts of assets acquired and liabilities assumed at the date of acquisition, valued at their fair value.

CHF million	Amounts recognized as of the acquisition date
Tangible assets	233.7
Intangible assets	17.3
Inventories	45.2
Trade receivables ¹	31.6
Cash and cash equivalents	26.4
Other current and non-current assets	16.5
Income tax assets and liabilities, net	-23.0
Current and non-current borrowings	-49.9
Trade payables	-18.9
Other current and non-current liabilities	-53.9
Total net assets acquired	225.1
Offset by	
Consideration paid	122.4
Bargain purchase gain	102.7
Investments in subsidiary or business, net of cash acquired	96.0

¹ Trade receivables comprise gross contractual amounts due of CHF 32.5 million, of which CHF 0.9 million was expected to be uncollectable at the date of acquisition.

The table disclosed in the condensed consolidated semi-annual financial statements 2023 was provisional in nature with regard to the assets acquired and liabilities assumed due to the complexity involved when acquiring a business from insolvency proceedings and the required reassessments when recognizing a bargain purchase gain. Total net assets acquired have been reduced by CHF 6.3 million, mainly related to inventories and other current and non-current liabilities, compared to the condensed consolidated semi-annual financial statements 2023.

The Group incurred acquisition-related costs of CHF 2.1 million on legal fees and due diligence costs. CHF 1.0 million of these costs was recognized as other expenses in profit or loss in the current period, while CHF 1.1 million was recognized in profit or loss in the financial year 2022.

In a business combination, the determination of the fair value of the identifiable assets acquired, particularly intangible assets, requires estimations which are based on all available information and in some cases on assumptions with respect to the timing and amount of future revenues and expenses associated with an asset. The purchase price is allocated to the underlying acquired assets and liabilities based on their estimated fair value at the time of acquisition. The remaining difference is reported as goodwill or bargain purchase gain. As a result, the purchase price allocation impacts reported assets and liabilities, future net results due to the impact on future depreciation, amortization and impairment charges.

The consolidated revenue of the acquired automotive business of Borgers since the acquisition date amounts to CHF 480.7 million, while the net result of the acquiree since the acquisition date amounts to CHF –7.5 million (including one-time effects of CHF –19.6 million).

If the acquisition had taken place on January 1, 2023, the consolidated revenue of Autoneum would have amounted to CHF 2 509.3 million and the consolidated net result would have amounted to CHF 65.3 million, for the twelve months ending December 31, 2023.

In 2023, Autoneum Mexico, S. de R.L. de C.V., Hermosillo, and Autoneum Mexico Servicios, S.A. de C.V., San Luis Potosí, were merged into Autoneum Mexico Operations, S.A. de C.V., San Luis Potosí.

There was no change in scope of consolidation in 2022.

4 SEGMENT INFORMATION

Segment information is based on Autoneum Group's internal organization and management structure as well as on the internal financial reporting to the Group Executive Board and the Board of Directors. The chief operating decision maker is the CEO. EBIT is used to measure performance, as the Management believes that this information is most relevant in evaluating the results of the respective segments relative to other companies operating in the same industry.

Autoneum is the leading global automobile supplier in acoustic and thermal management for vehicles. Autoneum develops and produces multifunctional and lightweight components and systems for noise and heat protection and thereby enhances vehicle comfort.

The reporting is based on the following four reportable segments (Business Groups/BG): BG Europe, BG North America, BG Asia and BG SAMEA (South America, Middle East and Africa). The acquired business (refer to note 3 on page 116) is integrated into the existing segments. "Corporate and elimination" include Autoneum Holding Ltd and the corporate center with its respective legal entities, an operation that produces parts for Autoneum's manufacturing lines, investments in associates and inter-segment elimination. Transactions between the Business Groups are made on the same basis as with independent third parties.

SEGMENT INFORMATION 2023

CHF million	BG Europe	BG North America	BG Asia	BG SAMEA	Total segments	Corporate and elimination	Total Group
Third-party revenue	1 060.6	895.9	233.4	107.8	2 297.6	4.7	2 302.3
Inter-segment revenue	13.3	-	9.4	1.2	23.9	-23.9	-
Revenue	1 073.9	895.9	242.8	109.0	2 321.6	-19.3	2 302.3
EBITDA	58.2	54.2	45.5	21.5	179.4	109.8	289.2
in % of revenue	5.4%	6.1%	18.7%	19.8%	7.7%	n/a	12.6%
Depreciation, amortization and impairment	-54.9	-94.6	-19.9	-4.6	-174.0	-8.4	-182.4
EBIT	3.3	-40.3	25.6	16.9	5.5	101.4	106.9
in % of revenue	0.3%	-4.5%	10.5%	15.5%	0.2%	n/a	4.6%
Assets at December 31 ¹	743.4	567.1	205.5	62.9	1 578.9	92.3	1 671.2
Liabilities at December 31	584.1	442.1	106.3	41.5	1 174.0	-39.7	1 134.2
Addition in tangible and intangible assets	41.8	27.3	7.6	6.2	82.9	2.0	84.9
Employees at December 31 ²	8 330	4 987	1 918	930	16 165	354	16 519

¹ Assets in "Corporate and elimination" include investments in associated companies in the amount of CHF 18.9 million, refer to note 15, page 132.

² Full-time equivalents including temporary employees.

SEGMENT INFORMATION 2022

CHF million	BG Europe	BG North America	BG Asia	BG SAMEA	Total segments	Corporate and elimination	Total Group
Third-party revenue	615.4	794.9	271.0	118.7	1 799.9	4.6	1 804.5
Inter-segment revenue	1.3	0.2	2.3	1.8	5.6	-5.6	-
Revenue	616.6	795.1	273.2	120.5	1 805.5	-1.0	1 804.5
EBITDA	43.9	9.6	54.8	25.1	133.3	18.7	152.1
in % of revenue	7.1%	1.2%	20.0%	20.9%	7.4%	n/a	8.4%
Depreciation, amortization and impairment	-38.1	-45.0	-23.2	-5.1	-111.5	-5.3	-116.7
EBIT	5.8	-35.5	31.5	20.0	21.9	13.5	35.4
in % of revenue	0.9%	-4.5%	11.5%	16.6%	1.2%	n/a	2.0%
Assets at December 31 ¹	450.5	617.8	242.4	67.1	1 377.7	94.2	1 471.9
Liabilities at December 31	337.5	430.1	133.6	44.3	945.6	94.3	1 039.9
Addition in tangible and intangible assets	29.4	10.7	9.0	3.2	52.4	0.9	53.3
Employees at December 31 ²	4 023	4 288	2 029	920	11 260	362	11 622

¹ Assets in "Corporate and elimination" include investments in associated companies in the amount of CHF 21.6 million, refer to note 15, page 132.

² Full-time equivalents including temporary employees.

REVENUE AND NON-CURRENT ASSETS BY COUNTRY

CHF million	Revenue ¹ 2023	Revenue ¹ 2022	Non-current assets ² 31.12.2023	Non-current assets ² 31.12.2022
USA	644.9	583.8	219.0	247.6
Germany	306.3	160.1	82.1	15.6
China	215.7	249.2	68.1	90.2
Mexico	173.4	139.7	49.5	75.1
Great Britain	123.4	79.3	14.1	18.0
Spain	121.8	81.0	40.6	23.4
France	119.1	101.9	22.1	22.6
Sweden	103.1	51.5	1.5	-
Canada	98.5	71.7	9.7	7.1
Switzerland ³	0.7	2.4	66.5	72.0
Remaining countries	395.4	284.1	212.7	135.1
Total	2 302.3	1 804.5	785.9	706.9

¹ Revenue is disclosed by location of customers.

² Non-current assets consist of tangible assets, intangible assets and investments in associated companies.

³ Domicile of Autoneum Holding Ltd.

The following customers accounted for more than 10% of annual revenue in 2023 or 2022:

REVENUE WITH MAJOR CUSTOMERS

CHF million	2023	2022
BMW	350.7	282.4
Toyota	206.7	205.9
Ford	199.4	196.6

Information on revenue by product group is not available. The major customers generate revenue in all geographic segments.

When Autoneum is nominated by an OEM the contract includes that Autoneum will manufacture a tool which is sold to the OEM before the start of production and that Autoneum will produce and deliver serial parts to the OEM over the production period, which is usually between five and eight years. As the OEM's production volumes are continuously adapted to the market demand, the number of serial parts that Autoneum will deliver to the OEM can only be estimated. Autoneum expects that the contracts for which Autoneum was nominated as of December 31, 2023 will generate revenue of CHF 10.7 billion (December 31, 2022: CHF 10.8 billion) in future years.

5 EMPLOYEE EXPENSES

CHF million	2023	2022
Wages and salaries	-469.1	-353.9
Social security expenses	-120.0	-96.0
Pension expenses for defined contribution plans	-6.1	-5.8
Pension expenses for defined benefit plans	-3.5	-5.6
Other personnel expenses	-98.0	-59.9
Total	-696.7	-521.2

Autoneum started a long-term incentive plan (LTI) for the management in 2012. Part of Autoneum's net result is allocated to beneficiaries defined in advance by granting them shares of Autoneum Holding Ltd. 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. Immediate vesting occurs in case of death or retirement of the beneficiary. In case of employment termination, shares not yet vested lapse without compensation. Exceptions are possible at the discretion of the Nomination and Compensation Committee. Vesting occurs every year in April. Employee expenses resulting from share-based compensation in the course of the LTI are recognized over the vesting period. 1 089 shares (2022: 3 315 shares) were granted in 2023, and CHF 0.1 million expenses (2022: CHF 0.1 million) were recognized in wages and salaries.

Members of the Board of Directors receive part of their remuneration in Autoneum shares. 6 806 shares (2022: 7 055 shares) valued at CHF 129.98 (2022: CHF 121.47) were granted in 2023, and expenses of CHF 0.9 million (2022: CHF 0.9 million) were recognized in wages and salaries.

Members of the Group Executive Board receive part of their remuneration in Autoneum shares. 11 174 shares (2022: 9 352 shares) valued at a weighted average share price of CHF 124.19 (2022: CHF 117.74) were granted in 2023, and expenses of CHF 1.4 million (2022: CHF 1.1 million) were recognized in wages and salaries.

At the beginning of the 2020 financial year, the Board of Directors approved the one-off and extraordinary participation in a turnaround incentive plan (TIP), with a vesting period ending at the end of February 2023. According to the plan provisions, shares were granted exclusively in the 2020 financial year. The members of the Group's senior management including the Group Executive Board were granted an individual, maximum number of Autoneum shares on a one-off basis in the 2020 financial year. The shares become the property of the beneficiaries after a vesting period of 35 months, if the beneficiaries are then still employed by an Autoneum company and if the targets set for the turnaround are achieved at the end of the term of the TIP. The targets set are based on the profitability (EBIT) and free cash flow of the Group for the financial years 2020 to 2022, both criteria weighted 50% each. Minimum and maximum limits are defined for the weighted targets. The achievement of the minimum limit is a condition for the transfer of shares. The maximum limit corresponds to the maximum number of shares originally granted. Between the two limits, the actual number of shares transferred increases linearly. The entitlement to the other shares lapses without compensation.

Employee expenses resulting from share-based compensation in the course of the TIP are recognized over the vesting period. 8 701 shares valued at CHF 60.80 were granted in 2020, and CHF nil million were recognized in wages and salaries in 2023 (2022: nil). At the end of February 2023, 3 271 shares were transferred to the beneficiaries.

6 OTHER EXPENSES

CHF million	2023	2022
Repairs and maintenance	-104.7	-72.7
Energy	-102.5	-84.8
Distribution and marketing expenses	-64.9	-48.8
Operating material	-23.4	-18.9
IT and office expenses	-19.5	-15.8
Insurance and other charges	-17.6	-15.4
Audit and consulting expenses	-17.5	-10.7
Lease expenses	-14.6	-9.8
Security expenses	-4.1	-4.3
Loss from disposal of tangible/intangible assets	-0.3	-2.6
Miscellaneous expenses	-49.5	-36.6
Total	-418.6	-320.5

7 OTHER INCOME

CHF million	2023	2022
Bargain purchase gain	102.7	-
By-product income	17.1	19.0
Gain from disposal of tangible/intangible assets ¹	2.7	11.1
Rental income	1.4	1.7
Miscellaneous income	14.7	16.6
Total	138.5	48.4

¹ In the previous period gain from disposal of assets includes a real estate sale of CHF 10.8 million in Italy.

Miscellaneous income mainly comprises various reimbursements among the Group as well as income from release of unused provisions.

8 DEPRECIATION, AMORTIZATION AND IMPAIRMENT

CHF million	2023	2022
Depreciation of tangible assets	-119.9	-113.3
Impairment of tangible assets	-56.3	-0.3
Amortization of intangible assets	-6.1	-3.1
Total	-182.4	-116.7

9 FINANCIAL INCOME

CHF million	2023	2022
Interest income	1.4	1.1
Dividend income	1.2	0.9
Other financial income	1.8	1.8
Total	4.4	3.8

10 FINANCIAL EXPENSES

CHF million	2023	2022
Interest expenses	-28.2	-19.8
Net foreign exchange losses	-8.7	-4.1
Net loss on net monetary position from hyperinflationary accounting	-6.9	-2.0
Other financial expenses	-0.1	-0.1
Total	-43.8	-25.9

Interest expenses include CHF 12.0 million (2022: CHF 11.0 million) interest expenses for lease liabilities, CHF 0.8 million (2022: CHF 0.9 million) amortization of transactions costs and CHF 0.7 million (2022: CHF 0.5 million) interest expenses for defined benefit plans.

11 INCOME TAXES

CHF million	2023	2022
Current income taxes	-31.4	-17.3
Deferred income taxes	23.5	12.6
Total	-7.9	-4.7

Reconciliation between expected and actual income tax result:

CHF million	2023	2022
Earnings before taxes	69.0	15.7
Average applicable income tax rate	22.8%	24.9%
Expected income tax result	-15.7	-3.9
Non-taxable income and non-deductible expenses ¹	14.8	-0.6
Current income taxes from prior periods	-5.0	1.6
Current year losses for which no deferred income tax assets were recognized	-4.5	-9.6
Utilization of previously unrecognized tax loss carryforwards	9.3	3.7
Recognition of previously unrecognized or derecognition of tax loss carryforwards	1.0	13.3
Recognition of previously unrecognized or derecognition of deductible temporary differences	-4.1	-3.0
Non-recoverable withholding taxes	-4.4	-3.8
Income taxes at other income tax rates or taxable base	0.7	-4.0
Impact of changes in income tax rates	0.6	1.0
Other effects	-0.6	0.5
Income tax expenses	-7.9	-4.7

¹ In the reporting period, non-taxable income is mainly impacted by the bargain purchase gain.

The change in the average applicable income tax rate is mainly due to the different geographic composition of earnings before taxes.

Deferred income tax assets and liabilities pertain to the following balance sheet line items:

CHF million	Deferred income tax assets 31.12.2023	Deferred income tax liabilities 31.12.2023	Deferred income tax assets 31.12.2022	Deferred income tax liabilities 31.12.2022
Tangible assets	3.5	27.0	5.1	26.6
Intangible assets	1.1	1.5	1.2	-
Non-current financial assets	-	2.2	-	2.2
Employee benefit assets	-	1.1	-	1.5
Other non-current assets	2.5	7.1	0.3	7.1
Inventories	2.0	0.4	0.8	0.7
Other current assets	1.1	4.7	1.7	3.6
Employee benefit liabilities	1.0	0.9	0.7	1.0
Provisions	0.7	0.3	0.6	0.3
Other liabilities	6.4	0.9	8.2	3.1
Tax loss carryforwards and tax credits	48.4	-	39.8	-
Inflation adjustment	-0.2	-	0.2	-
Subtotal	66.6	46.2	58.6	46.0
Offsetting	-16.0	-16.0	-25.7	-25.7
Total	50.7	30.2	32.9	20.3

The increase in the net deferred income tax asset by CHF 7.8 million (2022: increase of CHF 11.3 million) relates to the deferred income tax income recognized in the consolidated income statement of CHF 23.5 million (2022: CHF 12.6 million), to the deferred income tax income recognized in other comprehensive income of CHF 0.6 million (2022: nil), a negative inflation adjustment of CHF 0.4 million (2022: negative inflation adjustment of CHF 0.4 million), net deferred income tax liabilities assumed at the acquisition of Borgers Automotive of CHF 15.4 million and to a negative currency translation adjustment of CHF 0.4 million (2022: negative currency translation adjustment of CHF 0.9 million).

No deferred income tax assets are recognized from deductible temporary differences in the amount of CHF 127.0 million (December 31, 2021: CHF 119.8 million). At the reporting date, tax loss carryforwards of CHF 106.3 million (December 31, 2021: CHF 103.8 million) are recognized for Group companies that incurred losses in 2023 or 2022 (2022 or 2021) supported by taxable temporary differences and expected future profitability.

The table below discloses tax loss carryforwards by their year of expiry:

CHF million	Recognized ¹ 31.12.2023	Non-recognized ² 31.12.2023	Recognized ¹ 31.12.2022	Non-recognized ² 31.12.2022
Less than 3 years	-	3.7	6.7	3.8
In 3 to 7 years	35.4	0.8	14.4	13.6
Thereafter	126.1	318.9	127.5	348.8
Total	161.5	323.4	148.6	366.2

¹ Tax loss carryforwards for which deferred income tax assets are recognized.

² Tax loss carryforwards for which no deferred income tax assets are recognized.

The tax loss carryforwards for which no deferred income tax assets were recognized originate from countries with a deferred income tax rate of between 9% and 34% in both the reporting year and the prior year.

The table below discloses tax credits by their year of expiry:

CHF million	Recognized ¹ 31.12.2023	Non- recognized ² 31.12.2023	Recognized ¹ 31.12.2022	Non- recognized ² 31.12.2022
Less than 3 years	–	3.5	–	3.8
In 3 to 7 years	–	12.8	–	14.6
Thereafter	1.8	8.6	2.4	11.7
Total	1.8	24.9	2.4	30.2

¹ Tax credits for which deferred income tax assets are recognized.

² Tax credits for which no deferred income tax assets are recognized.

Global minimum tax

In December 2021, the OECD published the Pillar Two model rules to introduce a global minimum tax of 15% for multinational companies with consolidated revenue of more than EUR 750 million. Meanwhile, relevant elements of Pillar Two legislation have been substantively enacted in various jurisdictions in which the Group operates including Switzerland. Such legislation will be effective for Autoneum's financial year beginning January 1, 2024. Autoneum has performed the assessments of the potential exposure to Pillar Two income taxes. Based on profit projections, the current stage of legislative implementation in the various countries and the Transitional CBCR Safe Harbor rules, net profits of Autoneum would not be expected to be materially impacted by the Pillar Two rules. Autoneum monitors the development of the Pillar Two rules and continually assesses the impacts.

12 EARNINGS PER SHARE

		2023	2022
Net result attributable to shareholders of AUTN	CHF million	48.3	–2.3
Average number of shares outstanding	Number of shares	5 120 515	4 636 183
Average number of shares outstanding diluted	Number of shares	5 122 344	4 636 183
Basic earnings per share ¹	CHF	9.42	–0.47
Diluted earnings per share ¹	CHF	9.42	–0.47

¹ Basic and diluted earnings per share in 2022 were retrospectively adjusted from CHF –0.49 to CHF –0.47 to reflect the bonus element included in the rights issue in 2023.

The average number of shares outstanding is calculated based on the number of shares issued less the weighted average number of treasury shares held. At December 31, 2022, 7 206 shares in relation to the management's long-term incentive plan (LTI) and the turnaround incentive plan (TIP) were excluded from the diluted weighted average number of ordinary shares calculation because their effect would have been anti-dilutive.

13 TANGIBLE ASSETS

TANGIBLE ASSETS 2023

CHF million	Land and buildings	Machinery and plant equipment	Data-processing equipment	Vehicles and furniture	Tangible assets under construction	Total
Cost at January 1, 2023	567.8	1 299.5	34.4	49.0	31.1	1 981.7
Acquisition through business combination ¹	101.9	116.8	0.1	6.0	9.0	233.7
Addition	17.5	9.8	0.9	7.9	48.0	84.0
Disposal	-16.7	-23.0	-0.8	-5.3	-0.6	-46.3
Modification	-6.3	-2.2	-	0.1	-	-8.5
Reclassification	2.7	32.0	2.2	1.4	-38.3	-
Inflation adjustment	0.4	8.7	0.2	0.4	0.2	9.9
Currency translation adjustment	-44.2	-110.0	-3.1	-4.1	-3.0	-164.5
Cost at December 31, 2023	623.1	1 331.6	33.9	55.3	46.3	2 090.1
Accumulated depreciation and impairment at January 1, 2023	-259.6	-978.3	-27.5	-35.5	-	-1 300.7
Depreciation	-36.6	-71.5	-3.1	-8.7	-	-119.9
Impairment	-1.5	-54.6	-	-	-0.3	-56.3
Disposal	11.0	22.6	0.8	5.2	0.3	39.9
Inflation adjustment	-0.1	-8.3	-0.2	-0.2	-	-8.9
Currency translation adjustment	18.8	82.5	2.5	2.8	-	106.5
Accumulated depreciation and impairment at December 31, 2023	-267.9	-1 007.5	-27.6	-36.4	-	-1 339.4
Net book value at January 1, 2023	308.2	321.2	6.9	13.5	31.1	681.0
Net book value at December 31, 2023	355.2	324.1	6.3	18.8	46.3	750.8

¹ Refer to note 3 on page 116.

TANGIBLE ASSETS 2023 EXCLUDING RIGHT-OF-USE ASSETS

CHF million	Land and buildings	Machinery and plant equipment	Data-processing equipment	Vehicles and furniture	Tangible assets under construction	Total
Cost at January 1, 2023	254.3	1 290.4	33.9	32.1	31.1	1 641.7
Acquisition through business combination ¹	70.8	113.3	–	2.7	9.0	195.9
Addition	0.2	7.4	0.7	0.9	48.0	57.1
Disposal	–1.8	–20.7	–0.7	–1.0	–0.6	–24.8
Reclassification	2.7	32.0	2.2	1.4	–38.3	–
Inflation adjustment	–	8.7	0.2	0.2	0.2	9.2
Currency translation adjustment	–21.8	–109.5	–3.0	–2.7	–3.0	–140.0
Cost at December 31, 2023	304.4	1 321.6	33.3	33.6	46.3	1 739.1
Accumulated depreciation and impairment at January 1, 2023	–173.9	–972.7	–27.1	–26.9	–	–1 200.6
Depreciation	–9.5	–69.3	–3.0	–3.1	–	–84.9
Impairment	–0.4	–54.6	–	–	–0.3	–55.2
Disposal	1.8	20.4	0.7	1.0	0.3	24.0
Inflation adjustment	–	–8.3	–0.2	–0.2	–	–8.6
Currency translation adjustment	11.8	82.3	2.4	2.2	–	98.7
Accumulated depreciation and impairment at December 31, 2023	–170.2	–1 002.2	–27.2	–27.0	–	–1 226.6
Net book value at January 1, 2023	80.4	317.7	6.7	5.2	31.1	441.1
Net book value at December 31, 2023	134.2	319.4	6.1	6.6	46.3	512.5

¹ Refer to note 3 on page 116.

RIGHT-OF-USE ASSETS 2023

CHF million	Land and buildings	Machinery and plant equipment	Data-processing equipment	Vehicles and furniture	Tangible assets under construction	Total
Cost at January 1, 2023	313.5	9.1	0.5	16.9	-	340.0
Acquisition through business combination ¹	31.1	3.5	-	3.2	-	37.9
Addition	17.3	2.4	0.2	7.0	-	26.9
Disposal	-14.9	-2.2	-0.1	-4.3	-	-21.5
Modification	-6.3	-2.2	-	0.1	-	-8.5
Inflation adjustment	0.4	-	-	0.2	-	0.6
Currency translation adjustment	-22.4	-0.6	-0.1	-1.4	-	-24.4
Cost at December 31, 2023	318.7	10.0	0.6	21.7	-	351.0
Accumulated depreciation and impairment at January 1, 2023	-85.7	-5.5	-0.3	-8.6	-	-100.1
Depreciation	-27.1	-2.2	-0.1	-5.6	-	-35.0
Impairment	-1.1	-	-	-	-	-1.1
Disposal	9.3	2.2	0.1	4.3	-	15.9
Inflation adjustment	-0.1	-	-	-0.1	-	-0.2
Currency translation adjustment	7.0	0.2	-	0.6	-	7.8
Accumulated depreciation and impairment at December 31, 2023	-97.8	-5.2	-0.3	-9.4	-	-112.7
Net book value at January 1, 2023	227.8	3.6	0.2	8.3	-	239.8
Net book value at December 31, 2023	221.0	4.7	0.3	12.3	-	238.3

¹ Refer to note 3 on page 116.

TANGIBLE ASSETS 2022

CHF million	Land and buildings	Machinery and plant equipment	Data-processing equipment	Vehicles and furniture	Tangible assets under construction	Total
Cost at January 1, 2022	578.3	1 326.7	33.1	47.5	29.3	2 014.9
Application of IAS 29 ¹	0.2	14.2	0.4	0.4	-	15.3
Addition	6.4	4.8	0.8	6.1	34.4	52.6
Disposal	-9.9	-49.0	-1.5	-4.8	-0.5	-65.7
Modification	0.3	-	-	-0.1	-	0.1
Reclassification	2.6	26.1	1.9	0.9	-31.6	-
Inflation adjustment	0.8	11.2	0.3	0.3	-	12.7
Currency translation adjustment	-10.9	-34.6	-0.8	-1.4	-0.6	-48.3
Cost at December 31, 2022	567.8	1 299.5	34.4	49.0	31.1	1 981.7
Accumulated depreciation and impairment at January 1, 2022	-242.0	-963.6	-25.5	-33.8	-	-1 264.9
Application of IAS 29 ¹	-	-12.7	-0.4	-0.3	-	-13.4
Depreciation	-33.6	-69.3	-3.6	-6.8	-	-113.3
Impairment	-	-0.3	-	-	-	-0.3
Disposal	9.0	46.8	1.5	4.8	-	62.1
Reclassification	-	-	0.1	-0.1	-	-
Inflation adjustment	-	-8.9	-0.2	-0.2	-	-9.4
Currency translation adjustment	7.1	29.8	0.6	1.0	-	38.5
Accumulated depreciation and impairment at December 31, 2022	-259.6	-978.3	-27.5	-35.5	-	-1 300.7
Net book value at January 1, 2022	336.3	363.0	7.6	13.7	29.4	750.0
Net book value at December 31, 2022	308.2	321.2	6.9	13.5	31.1	681.0

¹ Refer to note 1.7 on page 105.

TANGIBLE ASSETS 2022 EXCLUDING RIGHT-OF-USE ASSETS

CHF million	Land and buildings	Machinery and plant equipment	Data-processing equipment	Vehicles and furniture	Tangible assets under construction	Total
Cost at January 1, 2022	260.4	1 315.3	32.3	32.2	29.3	1 669.6
Application of IAS 29 ¹	-	14.2	0.4	0.3	-	15.0
Addition	0.5	4.4	0.6	0.2	34.4	40.1
Disposal	-2.6	-46.4	-1.0	-1.1	-0.5	-51.6
Reclassification	2.6	26.1	1.9	0.9	-31.6	-
Inflation adjustment	-	11.2	0.3	0.2	-	11.8
Currency translation adjustment	-6.7	-34.4	-0.8	-0.7	-0.6	-43.1
Cost at December 31, 2022	254.3	1 290.4	33.9	32.1	31.1	1 641.7
Accumulated depreciation and impairment at January 1, 2022	-172.1	-957.8	-24.9	-25.7	-	-1 180.5
Application of IAS 29 ¹	-	-12.7	-0.4	-0.3	-	-13.4
Depreciation	-8.3	-67.0	-3.3	-2.3	-	-81.0
Impairment	-	-0.3	-	-	-	-0.3
Disposal	1.6	44.3	1.0	1.1	-	48.0
Reclassification	-	-	0.1	-0.1	-	-
Inflation adjustment	-	-8.9	-0.2	-0.2	-	-9.3
Currency translation adjustment	4.9	29.6	0.6	0.6	-	35.8
Accumulated depreciation and impairment at December 31, 2022	-173.9	-972.7	-27.1	-26.9		-1 200.6
Net book value at January 1, 2022	88.3	357.5	7.4	6.5	29.3	489.1
Net book value at December 31, 2022	80.4	317.7	6.7	5.2	31.1	441.1

¹ Refer to note 1.7 on page 105.

RIGHT-OF-USE ASSETS 2022

CHF million	Land and buildings	Machinery and plant equipment	Data-processing equipment	Vehicles and furniture	Tangible assets under construction	Total
Cost at January 1, 2022	317.9	11.3	0.8	15.3	-	345.3
Application of IAS 29 ¹	0.2	-	-	0.1	-	0.3
Addition	5.9	0.5	0.2	5.9	-	12.5
Disposal	-7.4	-2.5	-0.5	-3.7	-	-14.0
Modification	0.3	-	-	-0.1	-	0.1
Inflation adjustment	0.8	-	-	0.1	-	0.9
Currency translation adjustment	-4.3	-0.2	-	-0.8	-	-5.2
Cost at December 31, 2022	313.5	9.1	0.5	16.9	-	340.0
Accumulated depreciation and impairment at January 1, 2022	-69.9	-5.9	-0.5	-8.1	-	-84.4
Depreciation	-25.3	-2.3	-0.3	-4.5	-	-32.3
Disposal	7.4	2.5	0.5	3.7	-	14.0
Inflation adjustment	-	-	-	-	-	-0.1
Currency translation adjustment	2.2	0.1	-	0.4	-	2.7
Accumulated depreciation and impairment at December 31, 2022	-85.7	-5.5	-0.3	-8.6	-	-100.1
Net book value at January 1, 2022	248.0	5.5	0.3	7.2	-	260.9
Net book value at December 31, 2022	227.8	3.6	0.2	8.3	-	239.8

¹ Refer to note 1.7 on page 105.

Tangible assets of CHF 0.5 million (December 31, 2022: CHF 0.5 million) are pledged as security for financial liabilities.

Lease accounting has impacted profit or loss and the consolidated statement of cash flows as follows:

CHF million	2023	2022
Lease expenses relating to short-term leases and low-value assets	-14.6	-9.8
Depreciation and impairment charge for right-of-use assets	-36.1	-32.3
Interest expenses on lease liabilities	-12.0	-11.0
Total recognized in profit or loss	-62.7	-53.2
Lease expenses paid relating to short-term leases and low-value assets	-14.6	-9.8
Interest paid on lease liabilities	-12.0	-11.0
Total recognized in cash flows from operating activities	-26.6	-20.8
Repayment of lease liabilities	-30.2	-27.5
Total recognized in cash flows used in financing activities	-30.2	-27.5
Total cash flows used for leases	-56.8	-48.3

Impairment

Tangible assets are tested for impairment if there are indications that due to changed circumstances, their carrying amount may no longer be recoverable. As of June 30, 2023, CHF 52.0 million of the impairment charges on tangible assets were attributable to Business Group North America and CHF 1.9 million of the impairment charges were attributable to Business Group Europe. Within the second half-year 2023, additional impairment charges of CHF 2.4 million occurred among the Group.

Updated OEM production forecasts show that the market in North America is unlikely to recover peak production volume anymore. The result is a lower than originally assumed future revenue level for Business Group North America, which leads in consequence to lower cash flows and triggered an impairment of tangible assets.

The value in use is thereby determined based on future discounted cash flows. As a basis for the calculation, a three-year mid-term plan is used. Subsequent years are estimates, including a perpetual annuity. The projections are based on knowledge, experience and on judgments made by management as to the probable economic development. The underlying projections for the subsequent years are therefore calculated based on historical figures and the latest market estimates. Post-tax discount rates were applied in determining the recoverable amount of the cash-generating unit. The discount rates were estimated based on an industry weighted average cost of capital (WACC).

Key assumptions	June 30, 2023
Pre-tax WACC	14.7%
Post-tax WACC	10.8%
Terminal value EBIT margin	5.0%

As a result of the impairment calculation for half-year closing 2023, the carrying amount of the cash-generating unit (fully owned operations of the Business Group North America) was determined to be higher than its recoverable amount of CHF 273.1 million and an impairment charge of CHF 52.0 million was recognized.

Holding other assumptions constant, a change of 100 basis point of the WACC applied would have affected the impairment charge up to an amount of CHF 40.3 million as of June 30, 2023, while a change of 100 basis point of the terminal value EBIT margin applied would have affected the impairment charge up to an amount of CHF 17.7 million as of June 30, 2023. Besides the additional impairment charges of CHF 2.4 million among the Group in the second half-year 2023, no further material impairments have been identified.

14 INTANGIBLE ASSETS

INTANGIBLE ASSETS 2023

CHF million	Software	Customer relations	Technology	Trademarks	Other intangible assets	Total
Cost at January 1, 2023	25.0	-	-	-	0.7	25.7
Acquisition through business combination ¹	1.3	3.5	9.9	2.6	-	17.3
Addition	0.7	-	-	-	0.2	0.9
Reclassification	0.1	-	-	-	-0.1	-
Currency translation adjustment	-1.2	-	-	-	-	-1.3
Cost at December 31, 2023	25.8	3.5	9.9	2.6	0.7	42.6
Accumulated amortization at January 1, 2023	-21.0	-	-	-	-0.3	-21.3
Amortization	-2.8	-0.3	-1.1	-2.0	-	-6.1
Currency translation adjustment	1.0	-	-	-	-	1.1
Accumulated amortization at December 31, 2023	-22.7	-0.3	-1.1	-2.0	-0.3	-26.3
Net book value at January 1, 2023	4.0	-	-	-	0.3	4.4
Net book value at December 31, 2023	3.2	3.2	8.8	0.7	0.4	16.2

¹ Refer to note 3 on page 116.

INTANGIBLE ASSETS 2022

CHF million	Software	Other intangible assets	Total
Cost at January 1, 2022	25.6	0.7	26.4
Addition	0.2	0.4	0.6
Disposal	-0.4	-	-0.4
Reclassification	0.4	-0.4	-
Currency translation adjustment	-0.8	-0.1	-0.9
Cost at December 31, 2022	25.0	0.7	25.7
Accumulated amortization at January 1, 2022	-18.9	-0.3	-19.2
Amortization	-3.1	-0.1	-3.1
Disposal	0.4	-	0.4
Currency translation adjustment	0.6	-	0.6
Accumulated amortization at December 31, 2022	-21.0	-0.3	-21.3
Net book value at January 1, 2022	6.7	0.4	7.1
Net book value at December 31, 2022	4.0	0.4	4.4

15 INVESTMENTS IN ASSOCIATED COMPANIES

Investments in associated companies comprise the 30% share in SRN Sound Proof Co., Ltd., Chonburi, Thailand, the 25% share in Wuhan Nittoku Autoneum Sound-Proof Co. Ltd., Wuhan, China, the 25% share in Wuhan Nittoku Autoneum Auto Parts Co. Ltd., Wuhan, China, and the 25% share in ATN Auto Acoustics Inc., Kamioguchi, Japan. The investments in associated companies are measured using the equity method. The net book value of investments in associated companies changed as follows:

CHF million	2023	2022
Net book value at January 1	21.6	22.4
Share of profit of associated companies	1.6	2.4
Dividends received	-1.9	-2.0
Currency translation adjustment	-2.3	-1.2
Net book value at December 31	18.9	21.6

16 FINANCIAL ASSETS

CHF million	31.12.2023	31.12.2022
Investments in non-consolidated companies	23.7	20.2
Loans	0.7	0.6
Other financial assets	6.0	7.4
Total non-current portion	30.3	28.2

The increase in investments in non-consolidated companies results from a change in the market value of the investment in Nihon Tokushu Toryo Co. Ltd. of CHF 3.5 million (2022: decrease of CHF 2.9 million), which is recognized in other comprehensive income.

17 OTHER ASSETS

CHF million	31.12.2023	31.12.2022
Capitalized preproduction costs	63.2	61.7
Contract assets	23.6	27.2
Other receivables	8.8	1.1
Total non-current portion	95.5	90.0
Non-income tax receivables	27.5	23.4
Accrued income	22.7	33.8
Contract assets	12.4	10.9
Fair value of derivative financial instruments	9.4	4.8
Advance payments to suppliers	7.5	2.9
Deferred expenses	6.1	4.4
Other receivables	8.7	15.6
Total current portion	94.3	95.8

Contract assets result mainly when tools are sold to the OEM and Autoneum is not reimbursed at the same point in time, but with a predefined part of the price of the serial products that are sold to the OEM over the production period. The contract assets are transferred to receivables when the right for payment becomes unconditional. This usually occurs when the Group issues an invoice to the customer, which is expected within the next year for the current portion and within the next two to eight years for the non-current portion.

The following table shows the movements in capitalized pre-production costs during the year:

CHF million	2023	2022
Net book value at January 1	61.7	65.0
Application of IAS 29 ¹	-	0.1
Capitalization of preproduction costs	18.7	13.6
Amortization of preproduction costs	-14.8	-16.8
Restatement by inflation	0.1	0.1
Currency translation adjustment	-2.6	-0.3
Net book value at December 31	63.2	61.7

¹ Refer to note 1.7 on page 105.

Autoneum spent CHF 55.2 million (2022: CHF 43.1 million) on research and development in the period under review, whereof CHF 18.7 million (2022: CHF 13.6 million) were capitalized. The remaining portion was recognized as an expense in the period when incurred.

18 INVENTORIES

CHF million	31.12.2023	31.12.2022
Raw materials and consumables	47.5	33.3
Purchased parts	1.6	1.2
Finished goods	28.8	25.6
Work in progress	107.7	77.7
Allowance for impairment	-5.5	-4.9
Total	180.1	132.9

The following table summarizes the movement in the allowance for impairment:

CHF million	2023	2022
Allowance at January 1	-4.9	-4.7
Addition	-0.9	-0.4
Utilization	-0.2	-
Release	0.1	0.1
Currency translation adjustment	0.4	-
Allowance at December 31	-5.5	-4.9

19 TRADE RECEIVABLES

CHF million	31.12.2023	31.12.2022
Trade receivables (gross)	279.1	254.2
Allowance for impairment	-5.9	-3.7
Total	273.1	250.4

The following table summarizes the movement in the allowance for impairment:

CHF million	2023	2022
Allowance at January 1	-3.7	-4.1
Addition	-2.9	-0.9
Utilization	0.1	0.3
Release	0.3	0.7
Currency translation adjustment	0.4	0.1
Allowance at December 31	-5.9	-3.7

Trade receivables comprise receivables due from customers with the below-mentioned credit rating. The rating system can be seen as being congruent to the rating categories applied by the largest worldwide known rating agencies like e.g. Fitch:

CHF million	31.12.2023	31.12.2022
A- or higher	101.3	93.0
BBB- to BBB+	87.2	72.5
BB+ or lower	55.7	65.9
Not rated	28.9	19.1
Total	273.1	250.4

At December 31, 2023 no trade receivables are pledged as security for financial liabilities (December 31, 2022: nil).

20 CASH AND CASH EQUIVALENTS

CHF million	31.12.2023	31.12.2022
Cash at banks	145.0	121.5
Time deposits with original maturities up to 3 months	4.4	2.1
Total	149.4	123.6

21 SHAREHOLDERS' EQUITY

The share capital of Autoneum Holding Ltd as at December 31, 2022 was divided into 4 672 363 registered shares with a nominal value of CHF 0.05 per share. On September 28, 2023 Autoneum Holding Ltd carried out a capital increase that led to an increase by 1 168 090 registered shares based on the previous 4 672 363 registered shares outstanding as at December 31, 2022. The share capital is fully paid up. At December 31, 2023 the share capital amounts to CHF 292 023 and is composed as follows:

		31.12.2023	31.12.2022
Shares outstanding	Number of shares	5 794 833	4 638 085
Treasury shares	Number of shares	45 620	34 278
Total shares issued	Number of shares	5 840 453	4 672 363
Nominal value per share	CHF	0.05	0.05
Share capital	CHF	292 023	233 618

Share capital

The holders of shares are entitled to receive dividends and are entitled to one vote per share at General Meetings of the Company.

Conditional share capital

For issuing convertible bonds, warranty bonds, and for granting shareholder options, the share capital can be increased by a maximum of 700 000 fully paid-up registered shares with a par value of CHF 0.05 up to a maximum value of CHF 35 000. Furthermore, for the issuance of shares to employees of subsidiaries, the share capital can be increased by a maximum of 250 000 fully paid-up registered shares with a par value of CHF 0.05 up to a maximum value of CHF 12 500.

Treasury shares

The following transactions with treasury shares were performed during the financial year:

	2023 in shares	2023 in CHF million	2022 in shares	2022 in CHF million
Treasury shares at January 1	34 278	4.0	25 793	2.6
Purchase of treasury shares	29 600	3.3	23 500	2.9
Transfer of treasury shares	-18 258	-2.1	-15 015	-1.6
Treasury shares at December 31	45 620	5.2	34 278	4.0

In the course of the capital increase on September 28, 2023 Autoneum Holding Ltd did not exercise the subscription rights to treasury shares. 17 052 subscription rights were sold in the market for CHF 0.1 million.

Capital reserve

The capital reserve at December 31, 2022 originates from the contribution of the Autoneum companies to the Group in the course of the separation in 2011. The increase in capital reserves in 2023 results of the capital increase of Autoneum Holding Ltd on September 28, 2023.

Fair value reserve

The fair value reserve contains changes in the fair value of listed non-consolidated investments. The reserve will be reclassified to retained earnings at disposal.

Retained earnings

Retained earnings include accumulated earnings since the Group was established in December 2010.

Currency translation adjustment

The currency translation adjustment comprises all foreign exchange differences arising from the translation of the financial statements of foreign entities included in the consolidated financial statements.

Changes resulting from other comprehensive income

The table below discloses changes resulting from other comprehensive income to each component of equity:

OTHER COMPREHENSIVE INCOME 2023

CHF million	Fair value reserve	Retained earnings	Currency transl. adjustm.	Total	Attributable to non-controlling interests	Total equity
Currency translation adjustment	-	-	-46.4	-46.4	-9.3	-55.7
Inflation adjustment	-	3.9	-	3.9	0.5	4.4
Total items that will be reclassified to income statement	-	3.9	-46.4	-42.4	-8.9	-51.3
Remeasurement of defined benefit pension plans	-	0.9	-	0.9	-	0.9
Change in fair value of equity investments (FVOCI)	3.5	-	-	3.5	-	3.5
Income taxes	-	0.6	-	0.6	-	0.6
Total items that will not be reclassified to income statement	3.5	1.5	-	5.0	-	4.9
Total	3.5	5.4	-46.4	-37.5	-8.9	-46.4

OTHER COMPREHENSIVE INCOME 2022

CHF million	Fair value reserve	Retained earnings	Currency transl. adjustm.	Total	Attributable to non-controlling interests	Total equity
Currency translation adjustment	-	-	-13.1	-13.1	-2.8	-16.0
Inflation adjustment	-	4.4	-	4.4	0.5	4.9
Total items that will be reclassified to income statement	-	4.4	-13.1	-8.8	-2.3	-11.1
Remeasurement of defined benefit pension plans	-	2.7	-	2.7	-	2.7
Change in fair value of equity investments (FVOCI)	-2.9	-	-	-2.9	-	-2.9
Total items that will not be reclassified to income statement	-2.9	2.7	-	-0.3	-	-0.3
Total	-2.9	7.0	-13.1	-9.0	-2.4	-11.4

22 NON-CONTROLLING INTERESTS

The non-controlling interests derive from entities that are controlled by the Group (subsidiaries), but Autoneum has not all of the entities' capital rights. Those subsidiaries are listed in note 35 on page 149. Due to disclosure restrictions in shareholder agreements, information on significant non-controlling interests is only disclosed on an aggregated level. The table below sets out aggregated financial information of the subsidiaries with non-controlling interests:

CHF million	31.12.2023	31.12.2022
Non-current assets	153.6	192.3
Current assets	176.5	200.3
Non-current liabilities	-46.8	-61.8
Current liabilities	-103.6	-140.9
Net assets	179.7	189.8
Attributable to non-controlling interests	87.2	92.9
	2023	2022
Revenue	577.6	565.1
Net profit	28.0	27.4
Other comprehensive income	-18.2	-5.0
Total comprehensive income	9.8	22.3
Attributable to non-controlling interests	3.9	10.9
Cash flows from operating activities	55.6	60.3
Cash flows used in investing activities	-11.0	-6.8
Cash flows used in financing activities	-59.9	-51.9
Change in cash and cash equivalents	-15.3	1.6

23 BORROWINGS

CHF million	Bonds	Bank debts	Lease liabilities	Other borrowings	Total
Borrowings at January 1, 2023	174.9	185.5	263.0	15.5	638.8
Proceeds	-	225.1	-	-	225.1
Repayment	-75.0	-200.8	-30.2	-9.5	-315.5
Cash flows	-75.0	24.3	-30.2	-9.5	-90.4
Assumed through business combination ¹	-	12.0	37.9	-	49.9
Addition	-	-	26.9	-	26.9
Modification	-	-	-8.5	-	-8.5
Increase in present value	0.1	0.7	-	-	0.8
Currency translation adjustment	-	-1.0	-22.2	-0.3	-23.5
Non-cash changes	0.1	11.7	34.1	-0.3	45.5
Borrowings at December 31, 2023	99.9	221.5	266.9	5.7	594.0
Thereof non-current	99.9	221.5	229.6	0.7	551.8
Thereof current	-	-	37.2	5.0	42.2

¹ Refer to note 3 on page 116.

CHF million	Bonds	Bank debts	Lease liabilities	Other borrowings	Total
Borrowings at January 1, 2022	174.8	164.4	282.3	15.9	637.4
Proceeds	-	48.2	-	-	48.2
Repayment	-	-28.1	-27.5	-0.3	-56.0
Cash flows	-	20.1	-27.5	-0.3	-7.7
Addition	-	-	12.9	-	12.9
Increase in present value	0.1	0.8	-	-	0.9
Currency translation adjustment	-	0.1	-4.8	-	-4.7
Non-cash changes	0.1	1.0	8.2	-	9.2
Borrowings at December 31, 2022	174.9	185.5	263.0	15.5	638.8
Thereof non-current	99.9	163.6	229.3	1.3	494.0
Thereof current	75.0	21.9	33.7	14.2	144.8

On July 4, 2016 Autoneum Holding Ltd issued a fixed-rate bond with a nominal value of CHF 75.0 million, which was listed on the SIX Swiss Exchange (AUH16, ISIN: CH0326213904). The bond carried a coupon rate of 1.125% and had a term of seven years, which was repaid at the final maturity date on July 4, 2023.

On December 8, 2017 Autoneum Holding Ltd issued a fixed-rate bond with a nominal value of CHF 100.0 million, which is listed on the SIX Swiss Exchange (AUT17, ISIN: CH0373476032). The bond carries a coupon rate of 1.125% and has a term of eight years with a final maturity on December 8, 2025. On December 31, 2023 the market value of the bond was CHF 98.5 million (December 31, 2022: CHF 96.0 million).

Autoneum maintains a long-term credit agreement with a banking syndicate in the amount of CHF 350.0 million, whereof CHF 222.8 million was drawn at year-end (December 31, 2022: CHF 164.9 million). The line of credit may partly be used as a guarantee facility. On October 31, 2022 the loan agreement in the amount of CHF 350.0 million with a syndicate of banks led by UBS and Credit Suisse was renewed. The new loan agreement has a final maturity date at October 29, 2028 and replaces the syndicated loan, which was due to run until December 31, 2022. On October 26, 2023 the long-term credit agreement was amended, among other things, with regards to the final maturity date that was extended from October 31, 2027 to October 29, 2028. The interest rate is based on the SARON rate plus an applicable margin, which is determined based on the ratio of net debt to EBITDA. An adjusted ratio of net debt to EBITDA represents the customary financial covenant of that agreement. Compliance with financial covenants is checked on a regular basis and reported to the banking syndicate. In the fiscal years 2023 and 2022, the financial covenants were met at all times.

On January 31, 2023 the Group signed an additional bridge facility agreement with UBS and Credit Suisse in the amount of CHF 150.0 million, initially drawn on March 31, 2023 and with final maturity date on January 31, 2024. At December 31, 2023 the full amount of the bridge facility agreement was repaid.

In addition to the aforementioned bond and the long-term credit agreement, local credit limits and borrowings with individual customary market conditions exist in several countries.

The borrowings are denominated in the following currencies:

CHF million	31.12.2023	31.12.2022
CHF	350.5	368.8
USD	137.8	163.8
EUR	58.6	50.3
CNY	23.7	36.6
Other	23.3	19.3
Total	594.0	638.8

24 EMPLOYEE BENEFITS

CHF million	31.12.2023	31.12.2022
Post-employment benefit liabilities	10.7	10.3
Other long-term employee benefits	5.9	5.2
Employee benefit liabilities	16.6	15.5

In the reporting period, total expenses for pensions in the amount of CHF 10.2 million have been recognized as employee expenses and interest expenses (2022: CHF 11.9 million). Some employees participate in defined contribution plans whose insurance benefit results solely from the paid contributions and the return on investment on the plan asset. The other employees participate in defined benefit plans that are based upon direct benefits of the Autoneum Group.

Defined contribution plans

The expenses for defined contribution plans totaled CHF 6.1 million in the current reporting period (2022: CHF 5.8 million).

Defined benefit plans

Autoneum maintains defined benefit pension plans in Switzerland, the USA, Canada, Great Britain, France and the Netherlands. The most significant pension plans are those in Switzerland and the USA. Those plans sum up to 80.6% (December 31, 2022: 78.3%) of the Group's defined benefit obligation and 80.9% (December 31, 2022: 79.8%) of the Group's plan assets.

The status of the defined benefit plans at year-end was as follows:

CHF million	2023	2022
Switzerland		
Fair value of plan assets at December 31	138.0	131.9
Present value of defined benefit obligation at December 31	-129.9	-119.1
Asset ceiling ¹	-	-9.2
Surplus at December 31	8.0	3.6
USA		
Fair value of plan assets at December 31	23.8	27.7
Present value of defined benefit obligation at December 31	-27.1	-31.9
Deficit at December 31	-3.2	-4.2
Other countries		
Fair value of plan assets at December 31	38.3	40.5
Present value of defined benefit obligation at December 31	-37.8	-41.8
Asset ceiling ¹	-5.9	-
Deficit at December 31	-5.4	-1.3
Total deficit at December 31	-0.6	-1.9
Recognized in the balance sheet		
as employee benefit assets	10.2	8.4
as employee benefit liabilities	10.7	10.3

¹ Asset ceiling includes a change in limitation on recognition of fund surplus of CHF 3.0 million and currency translation adjustment of CHF 0.3 million.

Swiss pension plans

Pension plans are governed by the Swiss Federal Law on Occupational Retirement, Survivors' and Disability Pension Plans (BVG). The Group's pension plans are administered by separate legal foundations, which are funded by regular employee and company contributions. Plan participants are insured against the financial consequences of old age, disability and death. The most senior governing body of the pension plan is the Board of Trustees. The Board of Trustees is responsible for the investment of the plan assets. All investment decisions made by the Board of Trustees need to conform to the guidelines set out in a long-term investment strategy. This strategy is based on legal requirements, expected future contributions and expected future obligations and is reassessed at least once a year. All governing and administration bodies have an obligation to act in the interests of the plan participants. The final benefit is contribution-based with certain minimum guarantees. Due to these minimum guarantees, the Swiss plans are treated as defined benefit plans for the purposes of these IFRS financial statements, although they have many characteristics of defined contribution plans. Retirement benefits are based on the accumulated savings capital, which can either be drawn as a

lifelong pension or as a lump-sum payment. The pension is calculated by multiplying the balance of the savings capital with the applicable conversion rate. The plan is exposed to actuarial risks, such as longevity risk (underlying mortality table BVG 2020), interest rate risk and market (investment) risk. In case of underfunding, the Board of Trustees is required to take the necessary measures to ensure that full funding can be expected to be restored within a reasonable period. The measures may include increasing employee and company contributions, lowering the interest rate on retirement account balances or reducing prospective benefits.

US pension plans

Autoneum maintains five defined benefit pension plans in the USA. Four of those plans are funded and one plan is unfunded. The defined benefit plans in the USA have been closed to new members. New employees in the USA join defined contribution plans. In addition, Autoneum participates in one multi-employer defined benefit plan subject to a collective bargaining agreement between the union and the employer. The rate of contributions are governed by the collective bargaining agreement and the fund met the minimum funding requirements of Employee Retirement Income Security Act of 1974 (ERISA).

Under the standard withdrawal liability process, an employer is subject to a withdrawal liability based on its allocation percentage multiplied by the unfunded vested benefit. An employer can be liable for other entities' obligations if a mass withdrawal occurs. By providing benefits to certain union-represented employees, the plan would qualify as a defined benefit plan. However, as sufficient information on the asset base, the pension portfolio and the allocation of plan assets are not available, Autoneum accounts for it as a defined contribution plan. The audited financial statements of the plan were prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). As of January 1, 2023 the plan had assets of USD 356.2 million (January 1, 2022: USD 417.0 million) and accrued liabilities (immediate gains method) of USD 575.6 million (January 1, 2022: USD 580.0 million). In the period under review, Autoneum contributed USD 1.0 million to the plan. In 2022, Autoneum contributed USD 0.9 million (5%) to the plan, whereas the total contributions of all participating employers together were USD 19.5 million. The expected contributions to the plan for 2024 are USD 1.3 million. Although this plan is in an underfunded status, Autoneum currently has no obligation.

Pension plans in other countries

Autoneum maintains defined benefit plans in Canada, Great Britain, France and the Netherlands. The pension plan in Canada is closed to new members. The plan is funded, and the majority of the contributions are paid by the employer. The pension plan in Great Britain is funded and has been closed to new members. New employees join a defined contribution plan. The plan in France is unfunded and settled by the employer while the plan in the Netherlands is funded and has been closed to new members.

The movement in the defined benefit obligation for all pension plans over the year was as follows:

CHF million	2023	2022
Defined benefit obligation at January 1	192.8	234.8
Current service cost	3.7	5.6
Past service cost from plan amendments/curtailments	-0.2	-
Interest expenses	5.9	2.8
Remeasurement gains and losses	8.5	-42.5
Employee contributions	2.8	2.7
Settlements	-0.7	-
Benefits paid	-12.5	-9.0
Currency translation adjustment	-5.6	-1.7
Defined benefit obligation at December 31	194.8	192.8

The movement in the fair value of plan assets for all pension plans over the year was as follows:

CHF million	2023	2022
Fair value of plan assets at January 1	200.1	232.3
Interest income	5.2	2.3
Return on plan assets excluding interest income	6.3	-30.6
Employer contributions	3.9	4.2
Employee contributions	2.8	2.7
Settlements	-0.7	-
Benefits paid	-12.3	-9.0
Currency translation adjustment	-5.3	-1.8
Fair value of plan assets at December 31	200.1	200.1

The major categories of plan assets were as follows:

CHF million	31.12.2023	31.12.2022
Equity	101.0	102.5
Debt	45.1	44.6
Real estate	41.6	39.7
Cash	7.1	8.1
Other	5.3	5.2
Total	200.1	200.1

All equity and debt instruments are listed on a stock exchange.

The amounts recognized in profit or loss were as follows:

CHF million	2023	2022
Current service cost	-3.7	-5.6
Past service cost from plan amendment/curtailments	0.2	-
Net interest expenses	-0.7	-0.5
Pension expenses for defined benefit plans	-4.1	-6.1
Recognized in the income statement:		
as employee expenses	-3.5	-5.6
as interest expenses	-0.7	-0.5

The amounts recognized in profit or loss result from plans in the following regions:

CHF million	2023	2022
Expenses from defined benefit plans in Switzerland	-2.8	-4.3
Expenses from defined benefit plans in the USA	-0.9	-0.9
Expenses from defined benefit plans in other countries	-0.4	-0.9
Total	-4.1	-6.1

The expected employer contributions for the Group's defined benefit pension plans for 2024 amount to CHF 3.7 million. The expected benefit payments for 2024 are CHF 5.8 million.

The effect from remeasurement of the defined benefit pension plans recognized in other comprehensive income is as follows:

CHF million	2023	2022
Remeasurement gains and losses		
from changes in demographic assumptions	0.1	-0.4
from changes in financial assumptions	-9.7	50.4
from experience adjustment	1.1	-7.6
Return on plan assets excluding interest income	6.3	-30.6
Asset ceiling	3.0	-9.2
Total	0.9	2.7

The table below discloses the main actuarial assumptions at year-end:

Weighted average of all pension plans		31.12.2023	31.12.2022
Discount rate	in %	2.5	3.2
Expected future salary growth	in %	1.1	1.0
Expected future pension growth	in %	0.1	0.1
Life expectancy for females at age of 65	in years	24.1	24.0
Life expectancy for males at age of 65	in years	22.2	22.0

At December 31, 2023 the weighted average duration of the defined benefit obligation was 14.0 years (December 31, 2022: 13.5 years).

The table below shows the results of the sensitivity analysis. It was analyzed how expected changes in the discount rate, in future salary and pension growth, and in the life expectancy would impact the defined benefit obligation. Changes in these parameters would have the following effect on the defined benefit obligation:

CHF million	31.12.2023	31.12.2022
Increase in discount rate by 0.25 percentage point	-6.7	-6.5
Decrease in discount rate by 0.25 percentage point	7.1	6.6
Increase in future salary growth by 0.5 percentage point	1.8	1.6
Decrease in future salary growth by 0.5 percentage point	-2.0	-1.7
Increase in future pension increase by 0.25 percentage point	3.0	2.3
Decrease in future pension increase by 0.25 percentage point	-2.8	-2.2
Increase in life expectancy by one year	5.3	4.7
Decrease in life expectancy by one year	-4.7	-4.3

25 PROVISIONS

CHF million	Guarantee and warranty	Litigation and tax risk	Environmental	Restructuring	Other	Total
Provisions at January 1, 2023	–	2.1	0.1	–	3.6	5.8
Assumed through business combination ¹	0.2	0.1	10.6	0.8	4.7	16.4
Addition	–	1.8	0.1	19.0	17.2	38.1
Utilization	–0.2	–0.9	–0.1	–0.5	–5.3	–7.0
Release	–	–0.2	–	–0.1	–0.5	–0.8
Currency translation adjustment	–	–0.1	–0.8	–0.9	–1.2	–3.0
Provisions at December 31, 2023	–	2.8	10.0	18.3	18.4	49.5
Thereof non-current	–	0.3	3.8	9.5	2.6	16.2
Thereof current	–	2.6	6.1	8.8	15.8	33.3

¹ Refer to note 3 on page 116.

Litigation and non-income tax risk provisions comprise provisions for expected costs resulting from investigations and proceedings of government agencies, provisions for court cases, such as claims brought by workers for health- or accident-related incidents, and provisions for non-income tax risk. The majority of litigation and non-income tax risk provisions are expected to be used within the next year.

Environmental provisions contain the estimated costs for the clean-up of contaminated sites due to past industrial operations. The net increase of environmental provisions is associated with the acquisition of the automotive business of Borgers. The majority of environmental provisions are expected to be used within the next year.

Restructuring provisions cover legal and constructive obligations in connection with restructuring measures. The net increase of restructuring provisions is associated with the adjustment of footprint at several locations to maintain competitiveness. The majority of non-current restructuring provisions are expected to be used in two to four years.

Other provisions are made for contracts where the unavoidable costs to fulfill the obligation are greater than the expected economic benefits, as well as for other constructive or legal liabilities of Group companies. The main effects for the net increase of other provisions include provisions for dilapidation in Great Britain and current provisions for price reductions or givebacks. The majority of other provisions are expected to be used within the next year.

26 OTHER LIABILITIES

CHF million	31.12.2023	31.12.2022
Advance payments from customers	10.4	8.5
Deferred income	0.4	0.8
Other payables	0.7	0.8
Total non-current portion	11.5	10.2
Accrued expenses	129.6	110.3
Advance payments from customers	36.4	31.0
Non-income tax payables	17.0	13.8
Accrued holidays and overtime	12.8	8.3
Fair value of derivative financial instruments	3.1	1.4
Deferred income	1.5	2.1
Other payables	18.4	12.0
Total current portion	218.8	178.9

Advance payments from customers qualify as contract liabilities and result primarily from the sale of tools to the OEM which could already be invoiced, but the final acceptance from the OEM is still missing and consequently revenue is not yet recognized. The current portion of advance payments from customers is usually recognized as revenue within the next twelve months. No material amount of revenue was recognized in 2023 or in 2022 from performance obligations that were satisfied in previous periods.

27 OTHER COMMITMENTS

At year-end, open commitments for investments in tangible and intangible assets amounted to CHF 17.1 million (December 31, 2022: CHF 11.6 million).

28 CONTINGENT LIABILITIES

There are no single matters pending that Autoneum expects to be material in relation to the Group's business, financial position or results of operations.

29 FINANCIAL INSTRUMENTS

The following tables summarize all financial instruments classified by categories according to IFRS 9:

CHF million	31.12.2023	31.12.2022
Fair value of derivative financial instruments ¹	9.4	4.8
Total financial assets at fair value through profit or loss	9.4	4.8
Cash at banks	145.0	121.5
Time deposits with original maturities up to 3 months	4.4	2.1
Trade receivables	273.1	250.4
Other receivables	17.5	16.7
Accrued income	22.7	33.8
Loans	0.7	0.6
Other financial assets	6.0	7.4
Total financial assets at amortized cost	469.3	432.5
Investments in non-consolidated companies ²	23.7	20.2
Total financial assets at fair value through other comprehensive income	23.7	20.2
Total	502.4	457.6

CHF million	31.12.2023	31.12.2022
Borrowings	594.0	638.8
Trade payables	190.3	160.2
Accrued expenses	129.6	110.3
Other payables	19.2	12.8
Total financial liabilities at amortized cost	933.0	922.1
Fair value of derivative financial instruments ¹	3.1	1.4
Total financial liabilities at fair value through profit or loss	3.1	1.4
Total	936.1	923.5

¹ Measured at fair values that are calculated based on observable market data (level 2).

² Measured at fair values that are based on quoted prices in active markets (level 1).

Borrowings comprise a bond with a total net book value of CHF 99.9 million (December 31, 2022: two bonds with a total net book value of CHF 174.9 million) and a total fair value of CHF 98.5 million (December 31, 2022: two bonds with a total fair value of CHF 169.4 million) based on quoted prices in active markets. The fair value of the discounted contractual future cash flows is equal to the carrying amount of the variable interest bank borrowings. Refer to note 23 on page 138 for further information. The book values of other financial instruments measured at amortized cost correspond to their fair values.

30 RELATED PARTIES

Related parties are members of the Board of Directors and the Executive Board or close members of that person's family, pension funds, associated companies as well as companies controlled by significant shareholders. At December 31, 2023 Artemis Beteiligungen I Ltd, Hergiswil, Switzerland, and Michael Pieper, Hergiswil, Switzerland, held 22.64% of the shares of the Company (at December 31, 2022 Artemis Beteiligungen I Ltd, Hergiswil, Switzerland, and Michael Pieper, Hergiswil, Switzerland, held 22.62% of the shares of the Company).

The pension fund of an Autoneum Group entity granted a loan to the Company. The loan bears an interest rate of 1.8% (December 31, 2022: 1.0%) and is due within six days upon cancellation of the agreement by either the lender or the borrower.

The total remuneration to the Board of Directors and to the Group Executive Board was as follows:

CHF million	2023	2022
Short-term benefits	5.9	4.5
Share-based payments	2.3	2.0
Post-employment benefits	0.2	0.1
Total	8.4	6.7

The compensation of the Board of Directors and of the Group Executive Board is disclosed in the Remuneration Report on pages 169–177.

Year-end balances with related parties were as follows:

CHF million	31.12.2023	31.12.2022
Current borrowings due to pension funds	5.0	5.0
Bonus accruals for Group Executive Board	2.5	1.4
Total	7.5	6.4

31 NET DEBT

CHF million	31.12.2023	31.12.2022
Cash and cash equivalents	-149.4	-123.6
Bonds	99.9	174.9
Bank debts	221.5	185.5
Other borrowings	5.7	15.5
Net debt excl. lease liabilities	177.8	252.2
Lease liabilities	266.9	263.0
Net debt	444.6	515.2

32 EXCHANGE RATES FOR CURRENCY TRANSLATION

CHF	ISO code	Units	Average rate 2023	Average rate 2022	Year-end rate 2023	Year-end rate 2022
Argentine peso	ARS	100	0.10	0.52	0.10	0.52
Brazilian real	BRL	1	0.18	0.18	0.17	0.17
Canadian dollar	CAD	1	0.67	0.73	0.63	0.68
Chinese yuan	CNY	100	12.69	14.16	11.80	13.38
Czech koruna	CZK	100	4.05	4.09	3.75	4.08
Euro	EUR	1	0.97	1.01	0.93	0.98
Pound sterling	GBP	1	1.12	1.18	1.07	1.11
Indian rupee	INR	100	1.09	1.21	1.01	1.12
Mexican peso	MXN	100	5.07	4.75	4.95	4.72
Polish złoty	PLN	100	21.43	21.49	21.34	21.04
Russian ruble	RUB	100	1.07	1.43	0.93	1.26
Swedish krona	SEK	100	8.50	9.47	8.35	8.85
Thai baht	THB	100	2.58	2.72	2.44	2.67
Turkish lira	TRY	100	2.84	4.93	2.84	4.93
United States dollar	USD	1	0.90	0.95	0.84	0.92
South African rand	ZAR	100	4.91	5.85	4.55	5.44

33 EVENTS AFTER BALANCE SHEET DATE

There were no events between December 31, 2023 and March 12, 2024 which would necessitate adjustments to the book value of the Group's assets or liabilities, or which require additional disclosure in the consolidated financial statements.

34 PROPOSAL OF THE BOARD OF DIRECTORS

For the financial year 2023 the Board of Directors proposes to the Annual General Meeting on April 9, 2024 a dividend of CHF 2.50 per share entitled to dividends. In 2023, no dividend was distributed to the shareholders of Autoneum Holding Ltd for the financial year 2022.

35 SUBSIDIARIES, ASSOCIATED COMPANIES AND NON-CONSOLIDATED INVESTMENTS

			Nominal capital in millions	Subsidiaries	Associated companies	Non-cons. investments	Voting & capital rights	Research & technology	Application developm.	Production & supply	Service & financing
Switzerland	Autoneum Holding Ltd, Winterthur	CHF	0.3	*			100%				*
	Autoneum International Ltd, Winterthur	CHF	7.0	*			100%				*
	Autoneum Management Ltd, Winterthur	CHF	1.3	*			100%	*			*
	Autoneum Switzerland Ltd, Sevelen	CHF	0.3	*			100%		*		*
Argentina	Autoneum Argentina S.A., Córdoba	ARS	22.5	*			100%				*
Belgium	Autoneum Belgium NV, Genk	EUR	8.0	*			100%				*
Brazil	Autoneum Brasil Têxteis Acústicos Ltda., São Paulo	BRL	201.6	*			100%		*	*	
Canada	Autoneum Canada Ltd., Tillsonburg	CAD	-	*			100%				*
China	Autoneum (Chongqing) Sound-Proof Parts Co., Ltd., Chongqing	CNY	49.3	*			100%				*
	Autoneum (Shenyang) Sound-Proof Parts Co., Ltd., Shenyang	CNY	49.2	*			100%				*
	Autoneum (Shanghai) Management Co., Ltd., Shanghai	CNY	13.2	*			100%	*			*
	Autoneum (Yantai) Co., Ltd., Yantai	CNY	34.5	*			100%				*
	Autoneum (Pinghu) Co., Ltd., Pinghu	CNY	144.9	*			100%				*
	Autoneum (Tianjin) Co., Ltd., Tianjin	CNY	38.0	*			100%				*
	Autoneum Nittoku (Guangzhou) Automotive Sound-Proof Co., Ltd., Guangzhou	CNY	75.8	*			51%				*
	Borgers (Shanghai) Trading Co. Ltd., Shanghai ¹	CNY	1.0	*			100%				*
	Tianjin Autoneum Nittoku Automotive Sound-Proof Co., Ltd., Tianjin	CNY	47.2	*			51%				*
	Wuhan Nittoku Autoneum Sound-Proof Co., Ltd., Wuhan	CNY	89.6	*			25%				*
Wuhan Nittoku Autoneum Auto Parts Co., Ltd., Wuhan	CNY	81.0	*			25%				*	
Czech Republic	Autoneum CZ s.r.o., Choceň	CZK	206.2	*			100%				*
	Autoneum Pilsen s.r.o., Rokycany ¹	CZK	725.9	*			100%				*
France	Autoneum Holding France SAS, Lyon	EUR	39.8	*			100%				*
	Autoneum France SAS, Aubergenville	EUR	8.0	*			100%	*	*		
	Borgers France S.A.S., Colmar ¹	EUR	1.6	*			100%				*
Germany	Autoneum Germany GmbH, Rossdorf	EUR	11.2	*			100%				*
Great Britain	Autoneum Great Britain Ltd., Stoke-on-Trent	GBP	57.0	*			100%				*
	Borgers Ltd., Telford ¹	GBP	6.5	*			100%				*
Hungary	Autoneum Hungary Ltd., Komárom	EUR	-	*			100%				*
India	Autoneum India Pvt. Ltd., New Delhi	INR	571.4	*			100%				*
	Autoneum Nittoku Sound Proof Products India Pvt. Ltd., Chennai	INR	220.0	*			51%				*
Indonesia	PT Tuffindo Nittoku Autoneum, Karawang	IDR	162 666.0	*			9%				*
Italy	Porfima Uno S.r.l., Torino	EUR	-	*			100%				*
Japan	Nihon Tokushu Toryo Co. Ltd., Tokyo	JPY	4 753.0	*			13%	*	*	*	*
	ATN Auto Acoustics Inc., Kamioguchi	JPY	100.0	*			25%		*		*
Korea	Autoneum Korea Ltd., Seoul	KRW	264.0	*			100%				*
Mexico	Autoneum Mexico Operations, S.A. de C.V., San Luis Potosí ¹	MXN	807.0	*			100%				*
	UGN de Mexico, S. de R.L. de C.V., Silao	MXN	0.1	*			50%				*
	Servicios de Acoustical Solutions, S. de R.L. de C.V., Silao	MXN	0.1	*			50%				*
Poland	Autoneum Poland Sp.z o.o., Katowice	PLN	20.8	*			100%	*	*		
	Autoneum PL Sp.z o.o., Złotoryja ²	PLN	44.5	*			100%				*
Portugal	Autoneum Portugal Lda., Setúbal	EUR	0.6	*			87%				*
Russia	Autoneum Rus LLC, Ryazan	RUB	0.8	*			100%				*
South Africa	Autoneum Feltex (Pty) Ltd., Rosslyn	ZAR	-	*			51%				*
Spain	Autoneum Spain S.A.U., Sant Cugat del Vallés	EUR	5.8	*			100%				*
	Borgers S.A.U., Madrid ¹	EUR	2.0	*			100%				*
Sweden	Borgers Nord AB, Gothenburg ¹	SEK	4.0	*			100%				*
Thailand	SRN Sound Proof Co., Ltd., Chonburi	THB	100.0	*			30%				*
	Summit & Autoneum (Thailand) Co., Ltd., Chonburi	THB	16.0	*			51% ²				*
Türkiye	Autoneum Erkut Otomotiv A.S., Bursa	TRY	2.5	*			51%				*
USA	Autoneum America Corporation, Farmington Hills	USD	-	*			100%				*
	Autoneum North America, Inc., Farmington Hills	USD	-	*			100%	*	*		
	UGN Inc., Downers Grove	USD	-	*			50%	*	*		
	Borgers Ohio Inc., Norwalk ¹	USD	-	*			100%				*
	Borgers USA Corp., Vance ¹	USD	-	*			100%				*
	Borgers US-Holding L.P., Atlanta ¹	USD	-	*			100%				*
	Borgers US-Holding Management Inc., Atlanta ¹	USD	-	*			100%				*

¹ Refer to note 3 on page 116.

² Autoneum has 49% of the capital rights.

Statutory Auditors' Report

To the General Meeting of Autoneum Holding Ltd, Winterthur

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Autoneum Holding Ltd and its subsidiaries (the Group), which comprise the consolidated statement of balance sheet as at December 31, 2023, the consolidated income statement, statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information.

In our opinion, the consolidated financial statements (pages 98 to 149) give a true and fair view of the consolidated financial position of the Group as at December 31, 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and comply with Swiss law.

Basis for Opinion

We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISA) 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 Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession, as well as those of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), 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.

Key Audit Matters



REVENUE RECOGNITION



ACQUISITION OF BORGERS AUTOMOTIVE DIVISION

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



REVENUE RECOGNITION

Key Audit Matter

Total consolidated revenue of the financial year 2023 amounted to CHF 2'302.3 million (2022: CHF 1'804.5 million).

Revenue is a key performance indicator and therefore in the focus of internal and external stakeholders. The Group recognizes revenue when it transfers control over a good or service to its customers.

The majority of the Group's revenue relates to the sale of serial parts to Original Equipment Manufacturers (OEM) over a production period of usually five to eight years. Revenue from the sale of the serial parts is recognized at the point in time when control of the parts is transferred to the OEM in accordance with the agreed delivery terms.

There is a risk that revenue may be recognized in the wrong accounting period.

Our response

Our audit procedures included, amongst others, inquiring of management regarding significant new contracts and their assessment of existing contracts.

We gained an understanding of the internal controls and processes with respect to revenue recognition and performed testing of key controls. This included walk-throughs and where appropriate testing operating effectiveness of internal controls.

We took a sample of transactions before and after the year-end and agreed the details of these transactions to underlying documentation such as the contractual terms, to assess that revenue has been recognized in the appropriate period and in the appropriate amount.

Furthermore, we assessed the Group's disclosure relating to revenue recognition.

For further information on Revenue Recognition refer to the following:

- Note 1.21, Revenue Recognition
- Note 4, Segment Information



ACQUISITION OF BORGERS AUTOMOTIVE DIVISION

Key Audit Matter

As of April 1, 2023, Autoneum has acquired Borgers Automotive Division for a total consideration of CHF 122.4 million.

As part of the acquisition accounting, International Financial Reporting Standards require the recognition and measurement of the identifiable assets acquired and liabilities assumed at their fair values. The accounting for this acquisition is influenced, among other things, by:

- The valuation of the assets and liabilities acquired at fair value at the date of acquisition
- The accounting treatment of bargain purchase gain and acquisition costs

On these grounds, we consider this acquisition as a key audit matter.

There is a risk that acquisition related transactions may

- not be recorded or
- not be appropriately recorded

Our response

We mainly performed the following audit procedures:

We obtained an understanding of the processes of the acquisition. Further, we analyzed the purchase agreements to identify conditions affecting the purchase price allocation.

We audited the opening balance sheets of the acquired business and assessed the appropriateness of the fair values for assets and liabilities. With the support of our own valuation specialists, we challenged the assumptions applied by management to identify and measure the fair values of assets and liabilities.

Additionally, we evaluated the appropriateness of the accounting for the acquisition, of the resulting bargain purchase gain and of the disclosures in the consolidated financial statements.

For further information on Acquisition of Borgers Automotive Division refer to the following:

- Note 3, Change in Scope of Consolidation and Significant Transactions

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 include the consolidated financial statements, the stand-alone financial statements of the company, the remuneration report and our auditor's reports thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, 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 Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are 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, ISA 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 these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material



uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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 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.

From the matters communicated with the Board of Directors or its relevant committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report, unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

KPMG AG

Reto Benz
Licensed Audit Expert
Auditor in Charge

Kathrin Schünke
Licensed Audit Expert

Zurich, March 12, 2024

KPMG AG, Badenerstrasse 172, CH-8036 Zurich

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Income statement of Autoneum Holding Ltd

CHF million	Notes	2023	2022
Income			
Dividend income		49.8	46.9
Financial income	(2)	36.1	4.5
License income		3.2	3.6
Total income		89.2	55.0
Expenses			
Valuation adjustments on investments and loans	(3)	-24.4	-3.9
Financial expenses	(4)	-47.1	-6.6
Administration expenses		-11.1	-8.4
Taxes		-0.2	-0.3
Total expenses		-82.8	-19.2
Net profit		6.4	35.8

Balance sheet of Autoneum Holding Ltd

CHF million	Notes	31.12.2023	31.12.2022
Assets			
Cash and cash equivalents		4.1	4.7
Loans and financial receivables	(6)	128.0	106.6
Accrued income and deferred expenses	(7)	14.6	10.5
Current assets		146.7	121.7
Loans and financial receivables	(6)	329.5	314.0
Investments	(8)	570.8	522.9
Non-current assets		900.2	836.8
Total assets		1 046.9	958.6
Liabilities and shareholders' equity			
Borrowings	(9)	47.9	128.7
Other liabilities	(10)	7.3	0.9
Deferred income and accrued expenses	(11)	5.3	8.7
Current liabilities		60.5	138.4
Borrowings	(9)	300.0	240.0
Non-current liabilities		300.0	240.0
Liabilities		360.5	378.4
Share capital	(12)	0.3	0.2
Legal capital reserves	(12)		
Reserves from capital contributions		101.2	0.1
Other capital reserves		349.8	349.8
Treasury shares	(12)	-5.2	-4.0
Retained earnings			
Balance brought forward		234.0	198.1
Net profit		6.4	35.8
Shareholders' equity		686.4	580.2
Total liabilities and shareholders' equity		1 046.9	958.6

Notes to the financial statements of Autoneum Holding Ltd

1 PRINCIPLES

General

Autoneum Holding Ltd was incorporated on December 2, 2010 as a Swiss corporation domiciled in Winterthur. The Company does not have any employees.

The financial statements were prepared according to the provisions of the Swiss Law on Accounting and Financial Reporting (32nd title of the Swiss Code of Obligations). Where not prescribed by law, the significant accounting and valuation principles applied are described below.

Loans and financial receivables

Loans granted in foreign currencies are translated at the rate at the balance sheet date, whereby unrealized losses are recorded but unrealized gains are not recognized. In the case where the currency effect of loans is hedged, both unrealized losses and gains are recognized.

Treasury shares

Treasury shares are recognized at acquisition cost and deducted from shareholders' equity at the time of acquisition. In case of a sale, the gain or loss is recognized in the income statement as financial income or financial expenses.

Bonds and bank debts

Borrowings are recognized in the balance sheet at nominal value. The issue costs for the bonds and for finance agreements are recognized as accrued income and deferred expenses due from third parties and amortized on a straight-line basis over the maturity period.

Investments

Investments are valued using the single-item approach.

2 FINANCIAL INCOME

CHF million	2023	2022
Interest income	25.7	4.2
Other financial income	10.5	0.4
Total	36.1	4.5

3 VALUATION ADJUSTMENTS ON INVESTMENTS AND LOANS

CHF million	2023	2022
Increase of valuation adjustments on investments	-27.9	-1.0
Change in valuation adjustments in non-consolidated companies	3.5	-2.9
Total	-24.4	-3.9

4 FINANCIAL EXPENSES

CHF million	2023	2022
Interest expenses	-13.6	-5.5
Net foreign exchange losses	-32.7	-0.1
Other financial expenses	-0.8	-0.9
Total	-47.1	-6.6

5 EXTRAORDINARY EXPENSES

There are no extraordinary expenses in 2023 and 2022.

6 LOANS AND FINANCIAL RECEIVABLES

CHF million	31.12.2023	31.12.2022
Loans due from subsidiaries	89.0	86.0
Cash pool receivables due from subsidiaries	39.0	20.6
Total current portion	128.0	106.6
Loans due from subsidiaries	329.5	314.0
Total non-current portion	329.5	314.0

7 ACCRUED INCOME AND DEFERRED EXPENSES

CHF million	31.12.2023	31.12.2022
Accrued income and deferred expenses due from third parties	11.1	6.3
Accrued income and deferred expenses due from subsidiaries	3.5	4.2
Total	14.6	10.5

8 INVESTMENTS

The subsidiaries, associated companies and non-consolidated investments are listed in note 15 on page 161. They are owned directly or indirectly by Autoneum Holding Ltd.

Investments in non-consolidated companies of CHF 22.2 million (December 31, 2022: CHF 18.7 million) are valued at quoted market value on December 31, 2023.

9 BORROWINGS

CHF million	31.12.2023	31.12.2022
Cash pool liabilities due to subsidiaries	14.2	23.8
Bonds	-	75.0
Bank debts	22.8	24.9
Loans due to subsidiaries	5.9	-
Loans due to related parties	5.0	5.0
Total current portion	47.9	128.7
Bonds	100.0	100.0
Bank debts	200.0	140.0
Total non-current portion	300.0	240.0

Loans due to related parties comprise a loan of CHF 5.0 million that was granted by the pension fund of an Autoneum Group entity to the Company. The loan bears an interest rate of 1.8% (December 31, 2022: 1.0%) and is due within six days upon cancellation of the agreement by either the lender or the borrower.

On December 8, 2017 Autoneum Holding Ltd issued a fixed-rate bond with a nominal value of CHF 100.0 million, which is listed on the SIX Swiss Exchange (AUT17, ISIN: CH0373476032). The bond carries a coupon rate of 1.125% and has a term of eight years with a final maturity on December 8, 2025. On December 31, 2023 the market value of the bond was CHF 98.5 million (December 31, 2022: CHF 96.0 million).

Autoneum maintains a long-term credit agreement with a banking syndicate in the amount of CHF 350.0 million, whereof CHF 222.8 million was drawn at year-end (December 31, 2022: CHF 164.9 million). The line of credit may partly be used as a guarantee facility. On October 31, 2022 the loan agreement in the amount of CHF 350.0 million with a syndicate of banks led by UBS and Credit Suisse was renewed. The new loan agreement has a final maturity date at October 31, 2027 and replaces the syndicated loan, which was due to run until December 31, 2022. On October 26, 2023 the long-term credit agreement was amended, among other things, with regards to the final maturity date that was extended from October 31, 2027 to October 29, 2028. The interest rate is based on the SARON rate plus an applicable margin, which is determined based on the ratio of net debt to EBITDA. An adjusted ratio of net debt to EBITDA represents the customary financial covenant of that agreement. Compliance with financial covenants is checked on a regular basis and reported to the banking syndicate. In the fiscal years 2023 and 2022, the financial covenants were met at all times.

On January 31, 2023 Autoneum Holding Ltd signed an additional bridge facility agreement with UBS and Credit Suisse in the amount of CHF 150.0 million, initially drawn on March 31, 2023 and with final maturity date on January 31, 2024. At December 31, 2023 the full amount of the bridge facility agreement was repaid.

10 OTHER LIABILITIES

CHF million	31.12.2023	31.12.2022
Other liabilities due to third parties	0.2	0.5
Other liabilities due to subsidiaries	7.1	0.4
Total	7.3	0.9

11 DEFERRED INCOME AND ACCRUED EXPENSES

CHF million	31.12.2023	31.12.2022
Deferred income and accrued expenses due from subsidiaries	0.5	5.9
Deferred income and accrued expenses due from third parties	4.9	2.8
Total	5.3	8.7

12 SHAREHOLDERS' EQUITY

The share capital of Autoneum Holding Ltd as at December 31, 2022 was divided into 4 672 363 registered shares with a nominal value of CHF 0.05 per share. On September 28, 2023 Autoneum Holding Ltd carried out a capital increase from the capital band that led to an increase by 1168 090 registered shares based on the previous 4 672 363 registered shares outstanding as at December 31, 2022. The share capital is fully paid up.

Share capital

The share capital amounts to CHF 292 022.65 (December 31, 2022: CHF 233 618.15). It is divided into 5 840 453 fully paid-up registered shares with a par value of CHF 0.05 each.

Conditional share capital

For issuing convertible bonds, warranty bonds and for granting shareholder options, the share capital can be increased by a maximum of 700 000 fully paid-up registered shares with a par value of CHF 0.05 up to a maximum value of CHF 35 000. Furthermore, for the issuance of shares to employees of subsidiaries, the share capital can be increased by a maximum of 250 000 fully paid-up registered shares with a par value of CHF 0.05 up to a maximum value of CHF 12 500.

Legal capital reserves

These reserves include an amount of CHF 101.2 million (December 31, 2022: CHF 0.1 million) whose distribution as dividends is not subject to income taxes in Switzerland and can be effected free of Swiss withholding tax. The Swiss Federal Tax Administration (SFTA) has not yet confirmed the increase portion (CHF 101.1 million) from capital contributions as a capital contribution as per Article 5^(1bis) Withholding Tax Act. The remaining part of the legal capital reserve does not benefit from the Swiss capital contribution principle.

Treasury shares

The following transactions with treasury shares were performed during the financial year:

	2023 in shares	2023 in CHF million	2022 in shares	2022 in CHF million
Treasury shares at January 1	34 278	4.0	25 793	2.6
Purchase of treasury shares	29 600	3.3	23 500	2.9
Sale of treasury shares	-12 262	-1.4	-8 832	-0.9
Transfer of treasury shares	-5 996	-0.7	-6 183	-0.7
Treasury shares at December 31	45 620	5.2	34 278	4.0

13 GUARANTEES AND COLLATERAL PROVIDED

Autoneum Holding Ltd has guaranteed CHF 17.1 million (December 31, 2022: CHF 49.3 million) to financial institutions for granting credit facilities to direct and indirect subsidiaries and CHF 30.2 million (December 31, 2022: CHF 1.1 million) to other third parties for securing transactions they entered into with direct and indirect subsidiaries and other third parties. No financing commitment was given in favor of a subsidiary in either 2023 or 2022.

14 SHARES ALLOCATED TO THE BOARD OF DIRECTORS

Part of the remuneration of the Board of Directors is paid in shares of Autoneum Holding Ltd. In 2023, 6 806 shares (2022: 7 055 shares) with a total value of CHF 884 644 (2022: CHF 856 971) were allocated and 5 996 shares (2022: 6 183 shares) were transferred to the members of the Board of Directors. The remaining shares were withheld by the Company to account for the beneficiaries' part of social security contributions and withholding taxes.

15 SUBSIDIARIES, ASSOCIATED COMPANIES AND INVESTMENTS

			Nominal capital in millions	Subsidiaries	Associated companies Non-cons. investments	Voting & capital rights	Research & technology	Application developm.	Production & supply	Service & financing
Switzerland	Autoneum Holding Ltd, Winterthur	CHF	0.3	•		100%				•
	Autoneum International Ltd, Winterthur	CHF	7.0	•		100%				•
	Autoneum Management Ltd, Winterthur	CHF	1.3	•		100%	•			•
	Autoneum Switzerland Ltd, Sevelen	CHF	0.3	•		100%		•		•
Argentina	Autoneum Argentina S.A., Córdoba	ARS	22.5	•		100%				•
Belgium	Autoneum Belgium NV, Genk	EUR	8.0	•		100%				•
Brazil	Autoneum Brasil Têxteis Acústicos Ltda., São Paulo	BRL	201.6	•		100%		•		•
Canada	Autoneum Canada Ltd., Tillsonburg	CAD	-	•		100%				•
China	Autoneum (Chongqing) Sound-Proof Parts Co., Ltd., Chongqing	CNY	49.3	•		100%				•
	Autoneum (Shenyang) Sound-Proof Parts Co., Ltd., Shenyang	CNY	49.2	•		100%				•
	Autoneum (Shanghai) Management Co., Ltd., Shanghai	CNY	13.2	•		100%		•		•
	Autoneum (Yantai) Co., Ltd., Yantai	CNY	34.5	•		100%				•
	Autoneum (Pinghu) Co., Ltd., Pinghu	CNY	144.9	•		100%				•
	Autoneum (Tianjin) Co., Ltd., Tianjin	CNY	38.0	•		100%				•
	Autoneum Nittoku (Guangzhou) Automotive Sound-Proof Co., Ltd., Guangzhou	CNY	75.8	•			51%			•
	Borgers (Shanghai) Trading Co. Ltd., Shanghai ¹	CNY	1.0	•		100%				•
	Tianjin Autoneum Nittoku Automotive Sound-Proof Co., Ltd., Tianjin	CNY	47.2	•			51%			•
	Wuhan Nittoku Autoneum Sound-Proof Co., Ltd., Wuhan	CNY	89.6	•			25%			•
Wuhan Nittoku Autoneum Auto Parts Co., Ltd., Wuhan	CNY	81.0	•			25%			•	
Czech Republic	Autoneum CZ s.r.o., Choceň	CZK	206.2	•		100%				•
	Autoneum Pilsen s.r.o., Rokycany ¹	CZK	725.9	•		100%				•
France	Autoneum Holding France SAS, Lyon	EUR	39.8	•		100%				•
	Autoneum France SAS, Aubergenville	EUR	8.0	•		100%		•		•
	Borgers France S.A.S., Colmar ¹	EUR	1.6	•		100%				•
Germany	Autoneum Germany GmbH, Rossdorf	EUR	11.2	•		100%				•
Great Britain	Autoneum Great Britain Ltd., Stoke-on-Trent	GBP	57.0	•		100%				•
	Borgers Ltd., Telford ¹	GBP	6.5	•		100%				•
Hungary	Autoneum Hungary Ltd., Komárom	EUR	-	•		100%				•
India	Autoneum India Pvt. Ltd., New Delhi	INR	571.4	•		100%				•
	Autoneum Nittoku Sound Proof Products India Pvt. Ltd., Chennai	INR	220.0	•			51%			•
Indonesia	PT Tuffindo Nittoku Autoneum, Karawang	IDR	162 666.0	•		9%				•
Italy	Porfima Uno S.r.l., Torino	EUR	-	•		100%				•
Japan	Nihon Tokushu Toryo Co. Ltd., Tokyo	JPY	4 753.0	•		13%	•	•	•	•
	ATN Auto Acoustics Inc., Kamioguchi	JPY	100.0	•		25%		•		•
Korea	Autoneum Korea Ltd., Seoul	KRW	264.0	•		100%				•
Mexico	Autoneum Mexico Operations, S.A. de C.V., San Luis Potosí	MXN	807.0	•		100%				•
	UGN de Mexico, S. de R.L. de C.V., Silao	MXN	0.1	•		50%				•
	Servicios de Acoustical Solutions, S. de R.L. de C.V., Silao	MXN	0.1	•		50%				•
Poland	Autoneum Poland Sp.z o.o., Katowice	PLN	20.8	•		100%		•		•
	Autoneum PL Sp.z o.o., Złotoryja ²	PLN	44.5	•		100%				•
Portugal	Autoneum Portugal Lda., Setúbal	EUR	0.6	•		87%				•
Russia	Autoneum Rus LLC, Ryazan	RUB	0.8	•		100%				•
South Africa	Autoneum Feltex (Pty) Ltd., Rosslyn	ZAR	-	•		51%				•
Spain	Autoneum Spain S.A.U., Sant Cugat del Vallés	EUR	5.8	•		100%				•
	Borgers S.A.U., Madrid ¹	EUR	2.0	•		100%				•
Sweden	Borgers Nord AB, Gothenburg ¹	SEK	4.0	•		100%				•
Thailand	SRN Sound Proof Co., Ltd., Chonburi	THB	100.0	•		30%				•
	Summit & Autoneum (Thailand) Co., Ltd., Chonburi	THB	16.0	•		51% ²				•
Türkiye	Autoneum Erkurt Otomotiv A.S., Bursa	TRY	2.5	•		51%				•
USA	Autoneum America Corporation, Farmington Hills	USD	-	•		100%				•
	Autoneum North America, Inc., Farmington Hills	USD	-	•		100%		•		•
	UGN Inc., Downers Grove	USD	-	•		50%		•		•
	Borgers Ohio Inc., Norwalk ¹	USD	-	•		100%				•
	Borgers USA Corp., Vance ¹	USD	-	•		100%				•
	Borgers US-Holding L.P., Atlanta ¹	USD	-	•		100%				•
	Borgers US-Holding Management Inc., Atlanta ¹	USD	-	•		100%				•

¹ Acquired companies of the automotive business of Borgers.

² Autoneum has 49% of the capital rights.

16 EVENTS AFTER BALANCE SHEET DATE

There are no significant events after the balance sheet date which could impact the book value of the assets or liabilities, or which should be disclosed here.

Dividend proposal for the appropriation of available earnings

CHF	2023
Balance brought forward	233 960 252
Net profit	6 365 223
At the disposal of the Annual General Meeting	240 325 475
Proposal	
Distribution of a dividend ¹	14 601 133
Carried forward to new account	225 724 343
Total	240 325 475

¹ Shares held by Autoneum Holding Ltd at the time of dividend distribution are not entitled to dividends. The amount distributed will be reduced accordingly at the time of distribution.

The Board of Directors proposes that a dividend of CHF 2.50 be paid per registered share entitled to dividends.

Statutory Auditors' Report

To the General Meeting of Autoneum Holding Ltd, Winterthur

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Autoneum Holding Ltd (the Company), which comprise the balance sheet as at 31 December 2023, and the income statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements (pages 155 to 162) comply 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 Financial Statements" section of our report. We are independent of the Company in accordance with the provisions of Swiss law, together with 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.

Key Audit Matters



INVESTMENTS AND LOANS DUE FROM SUBSIDIARIES

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



INVESTMENTS AND LOANS DUE FROM SUBSIDIARIES

Key Audit Matter

The financial statements of Autoneum Holding Ltd as at December 31, 2023 include investments in the amount of CHF 570.8 million, current loans due from subsidiaries in the amount of CHF 89.0 million and non-current loans due from subsidiaries in the amount of CHF 329.5 million.

The company annually reviews investments and loans due from subsidiaries for impairment on an individual basis.

The impairment assessment of investments and loans due from subsidiaries requires significant management judgement, in particular in relation to the forecasted earnings and growth rates as well as discount rates and is therefore a key area that our audit was concentrated on.

Our response

Our audit procedures included, amongst others, evaluating the methodical and mathematical accuracy of the model used for the impairment test as well as the appropriateness of manager's assumptions.

This comprised:

- Agreeing forecasts used in the impairment tests to current expectations of management.
- Challenging the robustness of key assumptions on a sample basis, based in our understanding of the commercial prospects of the respective entities.

For further information on investments and loans due from subsidiaries refer to the following:

- Note 3, Valuation adjustments on investments and loans
- Note 6, Loans and financial receivables
- Note 8, Investments

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 include the consolidated financial statements, the stand-alone financial statements of the Company, the remuneration report and our auditor's reports thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, 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 Financial Statements

The Board of Directors is responsible for the preparation of the financial statements 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are 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 these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, 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.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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 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.

From the matters communicated with the Board of Directors or its relevant committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report, unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the financial statements according to the instructions of the Board of Directors.

We further confirm that the proposed appropriation of available earnings complies with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

KPMG AG

Reto Benz
Licensed Audit Expert
Auditor in Charge

Kathrin Schünke
Licensed Audit Expert

Zurich, March 12, 2024

KPMG AG, Badenerstrasse 172, CH-8036 Zurich

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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 09, 2024 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-1¹ emissions (direct greenhouse gas emissions from consumption of fossil fuels);
- Scope-2¹ 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%).

¹⁾ 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 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 – AVIA Vereinigung unabhängiger Schweizer Importeure und Anbieter von Energieprodukten, Genossenschaft – AVIA INTERNATIONAL	Chairman of the Board Member of the Board Member of the Board Committee
	2. BianchiSchwald LLC	Chairman of the Board of Directors
	3. Dagda Consulting AG	Member of the Board of Directors
	4. DSH Holding AG	Member of the Board of Directors
	5. PCS Holding AG	Member of the Board of Directors
	6. Rehaklinik Tschugg – Retsch Holding AG – Rehaklinik Tschugg AG	Member of the Board of Directors Chairman of the Board of Directors
	7. Rieter Holding AG*	Member of the Board of Directors Member of the Nomination and Compensation Committee Member of the Audit Committee
	8. Stadler Rail – Stadler Rail AG*	Vice Chairman of the Board of Directors Member of the Nomination and Compensation Committee Member of the Audit Committee Member of the Strategy and Investment Committee
	– Stadler Bussnang AG – Stadler Rheintal AG – Stadler Rail Management AG – Stadler Stahlguss AG – Stadler Rail Valencia S.A.U. – Stadler Winterthur AG	Chairman of the Board of Directors Chairman of the Board of Directors Chairman of the Board of Directors Vice Chairman of the Board of Directors Member of the Board of Directors Member of the Board of Directors
	9. VAMED Schweiz – Rehaklinik Dussnang AG – Rehaklinik Seewis AG – Rehaklinik Zihlschlacht AG – VAMED Health Project Schweiz AG – VAMED Management und Service Schweiz AG	Chairman of the Board of Directors Chairman of the Board of Directors Chairman of the Board of Directors Chairman of the Board of Directors Chairman of the Board of Directors
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 AG*	Vice Chairman of the Board of Directors Chairman of the Remuneration Committee Chairman of the Audit Committee

* Listed company

Liane Hirner	1. Vienna Insurance Group – Vienna Insurance Group AG*	CFRO
	– Donau Versicherung AG Vienna Insurance Group	1 st 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 Board of Directors 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 Lebensversicherung-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
	– 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
	– Omnisig 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
	Mandates without economic purpose:	
	– 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 of the accounting working group

* Listed company

Michael Pieper	1. Arbonia AG*	Member of the Board of Directors
	2. Artemis Group	CEO
	- Artemis Holding AG	Member of the Board of Directors
	- 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	Chairman of the Board of Directors
	- Centinox Holding AG	Chairman of the Board of Directors
	- Centinox B AG	
	5. Deutsche Bank, Beirat Süd	Member of the Advisory Board
6. Duravit AG	Member of the Supervisory Board	
7. Ettlín Aktiengesellschaft	Vice Chairman of the Supervisory Board	
8. Forbo Holding AG*	Vice Chairman of the Board of Directors Member of the HRN&R Committee	
9. Reppisch Werke AG	Member of the Board of Directors	
Mandates without economic purpose:		
- 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	
Oliver Streuli	1. Rieter Group	CFO
	- Rieter Holding AG*	Member of the Board of Directors
	- Maschinenfabrik Rieter AG	Member of the Board of Directors
- Rieter Management AG	Chairman of the Board of Directors	
- Tefna Holding-Gesellschaft AG	Member of the Board of Directors	
- Unikeller Sona AG		
2. Swiss Steel Holding AG*	Member of the Board of Directors Member of the Compensation Committee	
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	Chairman of the Board of Directors
	4. René Baer AG	Member of the Board of Directors
	5. Römheld & Moelle GmbH	Member of the Advisory Board
	7. Stutz Improvement AG	Chairman of the Board of Directors
	8. Stutz & Weibel Immobilien AG	Member of the Board of Directors
	9. Valeta Group	Member of the Board of Directors
	- 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	

* 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, 2023 (in comparison to December 31, 2022):

Board of Directors	31.12.2023	31.12.2022
	Number of shares	Number of shares
Hans-Peter Schwald, Chairman	68 000	51 338
Norbert Indlekofer, Vice Chairman from 23.03.2023	3 252	2 102
Liane Hirner	3 236	1 594
Michael Pieper	1 322 381	1 057 029
Rainer Schmückle, Board member and Vice Chairman until 23.03.2023	n/a	4 553
Oliver Streuli	1 860	799
Ferdinand Stutz	6 456	5 794
Total	1 405 185	1 123 209

Remuneration of the members of the Board of Directors

The total remuneration paid to the current members of the Board of Directors in the 2023 financial year amounts to CHF 1 314 424. There has been no remuneration to former members of the Board of Directors.

At the 2022 Annual General Meeting a maximum total remuneration to the Board of Directors of CHF 1.75 million was awarded for the 2023 financial year, thus the remuneration for 2023 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 2023 financial year, fees in the amount of CHF 39 670.95 (2022: CHF 39 816.10) were paid for legal services to the law firm for which the Chairman of the Board of Directors acts as senior partner.

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 31.12.2023	2023		Total	
		Fixed remuneration	Other ¹		
CHF		in cash	in shares ²		
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 ³	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 ⁴	n/a	50 000	-	-	50 000
Total		369 472	884 644	60 308	1 314 424

Board of Directors				2022	
CHF	Function (including Committees) on 31.12.2022	Fixed remuneration		Other ¹	Total
		in cash	in shares ⁵		
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	-	369 147	20 690	389 837
Rainer Schmückle	Vice Chairman of the Board of Directors, Chairman of the Audit Committee, member of the Strategy & Sustainability Committee	200 000	-	-	200 000
Liane Hirner	Board member, member of the Audit Committee	-	154 753	-	154 753
Norbert Indlekofer	Board member, Chairman of the Compensation Committee, Chairman of the Nomination Committee, member of the Strategy & Sustainability Committee	112 673	66 809	12 428	191 910
Michael Pieper	Board member	-	119 041	5 416	124 456
This E. Schneider ⁶	n/a	-	40 085	1 803	41 888
Oliver Streuli	Board member, member of the Compensation Committee, member of the Nomination Committee	65 000	77 376	9 742	152 118
Ferdinand Stutz	Board member, member of the Compensation Committee, member of the Nomination Committee, member of the Strategy & Sustainability Committee	135 000	29 760	9 347	174 107
Total		512 673	856 971	59 426	1 429 070

¹ Other remuneration includes the employer's portion of social insurance contributions.

² 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.

³ Vice Chairman of the Board of Directors from 23.03.2023.

⁴ Member of the Board of Directors and Vice Chairman until 23.03.2023.

⁵ 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 2022 dividend payment (CHF 121.47). The transfer took place after deduction of social security contributions and withholding taxes.

⁶ Member of the Board of Directors until 23.03.2022.

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 reduced by one member at the Annual General Meeting 2023.

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 ¹	-	-
Bernhard Wiehl	-	-
Daniel Bentele ²	-	-
	-	-
	Mandates without economic purpose:	
Fausto Bigi	- Sindipečas (Autoparts Manufacturers Association)	Member
Andreas Kolf	-	-
Greg Sibley	-	-

¹ CEO from 27.03.2023.

² Member of the Group Executive Board from 01.07.2023.

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, 2023 (in comparison to December 31, 2022):

Group Executive Board	31.12.2023	31.12.2023	31.12.2022	31.12.2022
	Number of shares	Number of rights	Number of shares	Number of rights
Eelco Spoelder (CEO from 27.03.2023)	809	2 104	n/a	n/a
Matthias Holzammer (CEO until 27.03.2023)	n/a	n/a	9 933	592
Bernhard Wiehl	4 059	490	1 358	329
Daniel Bentele (Member of the Group Executive Board from 01.07.2023)	–	–	n/a	n/a
Dr. Alexandra Bendler (Member of the Group Executive Board until 30.06.2023)	n/a	n/a	1 717	329
Fausto Bigi	1 742	490	1 188	329
Andreas Kolf	1 656	490	2 008	329
Greg Sibley	1 535	490	418	329
Total	9 801	4 064	16 622	2 237

Remuneration of the members of the Group Executive Board

In the 2023 financial year, the total remuneration paid to the members of the Group Executive Board amounts to CHF 7 330 186, thereof CHF 1 701 062 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 2022 Annual General Meeting a maximum total remuneration to the Group Executive Board of CHF 8.5 million was awarded for the 2023 financial year, thus the remuneration for 2023 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 ¹	Other ²	Total
	in cash	in shares ³	in cash	in shares ⁴			
2023							
CHF	in cash	in shares ³	in cash	in shares ⁴			
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 ⁵	612 500	87 582	264 600	370 394	126 730	239 255	1 701 062
2022							
CHF	in cash	in shares ⁶	in cash	in shares ⁷			
All members	2 603 403	72 175	330 685	1 028 966	–	1 139 515	5 174 744
Thereof: Matthias Holzammer ⁸	688 920	72 175	–	426 745	–	165 678	1 353 518

¹ For the 2023 financial year, 2.5% of the Group net profit has been allocated. The rights allocated in April 2024 will vest beginning of March 2027. For the 2022 financial year, not all criteria for allocation of the LTI 2022 were met.

² 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.

³ The applicable share price during the defined period was CHF 114.84.

⁴ 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).

⁵ CEO from 27.03.2023.

⁶ The applicable share price during the defined period was CHF 184.12.

⁷ 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 2023 (CHF 114.84).

⁸ CEO until 27.03.2023.

The change in the remuneration of the Group Executive Board members compared to the previous year is mainly based on the fact that the company result for 2023 is significantly better and therefore the performance criteria for the 2023 bonus were achieved in almost all areas. In addition, there was an overlap in the change of the CEO and the change of the Head of Business Group Europe.

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 AG (the Company) for the year ended December 31, 2023. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the tables in the sections «4 Information regarding members of the Board of Directors» and «5 Information regarding members of the Group Executive Board» on pages 172 to 177 of the Remuneration Report.

In our opinion, the information pursuant to Art. 734a-734f CO in the 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 members of 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.

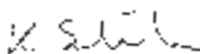
We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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 12, 2024

Review 2019–2023

CONSOLIDATED INCOME STATEMENT

CHF million	2023	2022	2021	2020	2019
Revenue	2 302.3	1 804.5	1 700.4	1 740.6	2 297.4
BG Europe	1 073.9	616.6	636.9	641.8	900.9
BG North America	895.9	795.1	687.0	753.5	1 001.8
BG Asia	242.8	273.2	281.0	254.1	275.7
BG SAMEA ¹	109.0	120.5	94.7	88.4	125.8
EBITDA	289.2	152.1	179.8	148.5	164.0
in % of revenue	12.6%	8.4%	10.6%	8.5%	7.1%
EBIT	106.9	35.4	57.5	27.8	-32.9
in % of revenue	4.6%	2.0%	3.4%	1.6%	-1.4%
Net result	61.1	10.9	30.1	-10.7	-77.7
in % of revenue	2.7%	0.6%	1.8%	-0.6%	-3.4%
Return on net assets in % (RONA)	7.0%	2.8%	4.5%	1.3%	-3.9%
Return on equity in % (ROE)	12.6%	2.5%	7.0%	-2.3%	-13.8%
Consolidated balance sheet at December 31					
Non-current assets	972.6	866.4	942.1	1 002.0	1 174.7
Current assets	698.6	605.5	559.9	806.1	664.4
Equity attributable to shareholders of AUTN	449.7	339.1	357.4	309.7	389.1
Equity attributable to non-controlling interests	87.2	92.9	93.8	103.9	109.9
Total shareholders' equity	537.0	432.0	451.2	413.6	498.9
Non-current liabilities	626.4	542.0	493.9	874.1	748.0
Current liabilities	507.8	497.9	556.9	520.3	592.2
Total assets	1 671.2	1 471.9	1 502.0	1 808.1	1 839.1
Net debt ²	177.8	252.2	251.4	271.7	335.0
Shareholders' equity in % of total assets	32.1%	29.4%	30.0%	22.9%	27.1%
Consolidated statement of cash flows					
Cash flows from operating activities	190.3	94.5	100.4	149.7	119.2
Cash flows used in investing activities	-143.1	-37.2	-29.3	-37.2	-129.1
Cash flows (used in)/from financing activities	-2.1	-30.4	-288.7	122.3	17.5
Employees at December 31 ³	16 519	11 622	11 840	12 774	13 128

¹Including South America, Middle East and Africa.

²Net debt excl. lease liabilities at December 31.

³Full-time equivalents including temporary employees.

INFORMATION FOR INVESTORS

CHF million	2023	2022	2021	2020	2019
Number of issued shares	5 840 453	4 672 363	4 672 363	4 672 363	4 672 363
Share capital of Autoneum Holding Ltd	0.3	0.2	0.2	0.2	0.2
Net result of Autoneum Holding Ltd	6.4	35.8	54.9	24.3	29.7
Market capitalization at December 31	790.4	473.1	788.5	749.6	539.9
in % of revenue	34.3%	26.2%	46.4%	43.1%	23.5%
in % of equity attr. to shareholders of AUTN	175.7%	139.5%	220.6%	242.0%	138.8%

DATA PER SHARE (AUTN)

CHF		2023	2022	2021	2020	2019
Basic earnings per share ¹		9.42	-0.47	4.91	-5.45	-20.82
Dividend per share ²		2.50	-	1.50	-	-
Shareholders' equity per share ³		77.61	73.12	76.92	66.77	83.73
Share price at December 31		136.40	102.00	169.70	161.60	116.20
Share price development during the year	High	157.60	202.20	201.00	167.50	174.30
	Low	98.80	78.00	133.30	50.00	91.65

¹ Basic earnings per share in 2022 were retrospectively adjusted from CHF -0.49 to CHF -0.47 to reflect the bonus element included in the rights issue in 2023. This effect was not adjusted for the years before 2022.

² As proposed by the Board of Directors and subject to the approval of the Annual General Meeting.

³ Equity attributable to shareholders of Autoneum Holding Ltd per share outstanding at December 31.

Important Dates

Annual General Meeting 2024

April 9, 2024

Semi-Annual Report 2024

Juli 25, 2024

Annual General Meeting 2025

April 2, 2025

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Legal notice

Cautionary statement on forward-looking information:

All statements in this Annual Report which do not refer to historical facts are forecasts for the future that include no representations or warranties, express or implied, as to the accuracy or completeness of the information provided in this Annual Report and any liability whatsoever is disclaimed. Forward-looking information is based on current expectations, estimates and projections about factors that may affect the Group's future performance. These expectations, estimates and projections are generally identifiable by statements containing words such as "expects," "estimates," "targets," "aim," "outlook" or similar expressions.

There are numerous risks, uncertainties and other factors, many of which are beyond Autoneum's control, that could cause Autoneum's actual results to differ materially from the forward-looking information and statements made in this Annual Report and that could affect Autoneum's ability to achieve its stated targets. The important factors that could cause such differences include, among others: antitrust clearance with regard to the acquisition of the automotive business of the Borgers Group, global economic conditions, exchange rates, legal provisions, market conditions, activities by competitors and other factors outside Autoneum's control. Although Autoneum believes that its expectations reflected in any such forward-looking statements are based on reasonable assumptions, it can give no assurance that those expectations will be achieved.

For the purposes of this Annual Report, unless the context otherwise requires, the term "the Company" means Autoneum Holding AG, and the terms "Autoneum," "the Group," "we" and "our" mean Autoneum Holding AG and its consolidated subsidiaries.

March 2024

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