

A vertical photograph on the left side of the page shows a city street at night. The street is illuminated by streetlights, and there are several cars driving. The lights create long, horizontal streaks of red and white, indicating motion. The street has a crosswalk with white stripes. The overall scene is dark, with the lights providing the main source of illumination.

To the Shareholders of Autoneum Holding AG

# Rights Offering and Share Capital Increase 2023

## Shareholder Information

September 14, 2023

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## Table of contents

Important information regarding this Shareholder Information.....	3
Overview of the Rights Offering and Share Capital Increase.....	4
Terms of the Rights Offering .....	5
Indicative key dates .....	6
Share capital before and after the Share Capital Increase .....	7
Tax aspects .....	7
Frequently asked questions.....	8
Illustrative numerical example .....	10
Disclaimers.....	11

## Important information regarding this Shareholder Information

This Shareholder Information has been prepared exclusively for the shareholders of Autoneum Holding AG (“**Autoneum**” or the “**Company**”) in connection with the contemplated Rights Offering and Share Capital Increase 2023. The information regarding the Rights Offering, the Share Capital Increase, the Rights or the shares of Autoneum, including the Offered Shares, (all as defined further below) contained in this document outlines certain features of the Rights Offering and the Share Capital Increase and consists only of a summary of the information that will be set forth in the prospectus with respect to the offering and listing of the Offered Shares dated on or around September 14, 2023 (the “**Prospectus**”). This document does not purport to be a complete summary of all material information about the offering of the Offered Shares or the Share Capital Increase that will be contained in the Prospectus and is not intended to constitute an offer or solicitation to purchase or exercise the Rights or purchase the Offered Shares or any other securities of Autoneum or any of its subsidiaries. This document is provided to you subject to important disclaimers relating to public offers of securities, financial promotions and securities laws in general. See page 11 of this document.

Your decision to purchase Rights or Offered Shares should only be made on the basis of your review of the Prospectus, which will contain detailed information relating to the Rights Offering and the Offered Shares. The Prospectus will be in the English language and is expected to be available on or around September 14, 2023. Copies of the Prospectus will be available upon request free of charge from UBS AG, Swiss Prospectus Switzerland, P.O. Box, 8098 Zurich, Switzerland (email: [swiss-prospectus@ubs.com](mailto:swiss-prospectus@ubs.com)) and Autoneum Holding AG, Schlosstalstrasse 43, 8406 Winterthur, Switzerland (email: [investor@autoneum.com](mailto:investor@autoneum.com)).

Upon receiving this document, you should consult your professional advisors to ascertain the suitability of the Offered Shares as an investment, as well as for support in respect of the exercise of your Rights.

## Overview of the Rights Offering and Share Capital Increase

In order to partially refinance the bridge loan facility which Autoneum entered into in order to provide initial financing of the acquisition of the automotive business of Borgers, the Board of Directors of Autoneum contemplates an ordinary share capital increase (the **“Share Capital Increase”**) as follows:

A Share Capital Increase with expected net proceeds from the Offered Shares (as defined below) in the amount of up to approximately CHF 100 million through the issuance of up to 1,168,090 new registered shares of Autoneum with a nominal value of CHF 0.05 each (the **“Offered Shares”**) with subscription rights for existing shareholders (the **“Rights”**) at an offer price of CHF 90.75 per Offered Share (the **“Offer Price”**).

The Share Capital Increase will be executed by way of a rights offering (the **“Rights Offering”**) in which shareholders (subject to certain restrictions under local laws applicable to shareholders) will be entitled to exercise all or a part of their Rights to purchase up to 1,168,090 Offered Shares. Subject to the terms and conditions set forth in commitment letters entered into by Artemis Beteiligungen I AG and PCS Holding AG (together the **“Anchor Shareholders”**) and the Company, the Anchor Shareholders have each committed to exercise all of the Rights allocated to them in respect of the existing shares held by each of them on the Cut-Off Date (as defined below).

In the Rights Offering, holders of shares of Autoneum after the close of trading on the SIX Swiss Exchange on September 18, 2023 (the **“Cut-off Date”**) will be allotted one Right for each existing share of Autoneum held. Holders of Rights (subject to certain restrictions under applicable local laws) will be entitled to subscribe for the Offered Shares in the ratio of 1 Offered Share for every 4 Rights held (the **“Subscription Ratio”**) at the Offer Price of CHF 90.75 per Offered Share, subject to the terms and conditions set out in the Prospectus.

The exercise period for the Rights is expected to be from (and including) September 19, 2023, until September 27, 2023, 12:00 noon (CEST) (the **“Rights Exercise Period”**). Rights that have not been duly exercised by the end of the Rights Exercise Period will expire and become null and void without the right to any compensation. The Rights are expected to be tradable on the SIX Swiss Exchange from (and including) September 19, 2023, to (and including) September 25, 2023 (the **“Rights Trading Period”**).

Offered Shares in respect of any Rights that have not been validly exercised during the Rights Exercise Period will be offered for sale to investors or otherwise placed in the market, including by way of a sale on SIX Swiss Exchange or in the over-the-counter market at a price not lower than the Offer Price.

The listing and the first day of trading of the Offered Shares on the SIX Swiss Exchange are expected to be on September 29, 2023. The delivery of the Offered Shares against payment of the Offer Price is expected to occur on October 2, 2023.

Subject to certain restrictions under applicable local laws, the Offered Shares will be fully fungible and rank pari passu with the existing shares of Autoneum.

## Terms of the Rights Offering

Rights	<ul style="list-style-type: none"> <li>• Holders of Autoneum shares that are recorded in the securities clearing system of SIX SIS AG will be allotted one right per share held after the close of trading on the Cut-off Date.</li> <li>• Subject to the terms and conditions set out in the Prospectus, eligible holders of Rights will be entitled to subscribe for the Offered Shares at the Offer Price based on the Subscription Ratio.</li> <li>• Offered Shares in respect of any Rights that have not been validly exercised during the Rights Exercise Period will be offered for sale to investors or otherwise placed in the market, including by way of a sale on SIX Swiss Exchange or in the over-the-counter market at a price not lower than the Offer Price.</li> </ul>
Offer Price	<ul style="list-style-type: none"> <li>• CHF 90.75 per Offered Share.</li> </ul>
Subscription Ratio	<ul style="list-style-type: none"> <li>• Subject to certain restrictions under applicable local laws, 4 Rights will entitle the holder thereof to subscribe for 1 Offered Share at the Offer Price. Rights may only be exercised in integral multiples of the Subscription Ratio.</li> </ul>
Rights Cut-off Date and allocation of Rights	<ul style="list-style-type: none"> <li>• Holders of shares of Autoneum after close of trading on the SIX Swiss Exchange on September 18, 2023 (i.e., the Cut-off Date), will be allotted one Right for each existing share held.</li> <li>• Shareholders who acquire shares of Autoneum after the Cut-off Date will acquire Shares without entitlement to Rights. The allocation of Rights to shareholders will be made directly by their custodian bank or broker.</li> <li>• Shareholders who do not hold their existing shares through a financial intermediary and that are recorded in the share register will be allocated one Right for each existing share and must proceed in accordance with the Company's letter to them dated September 14, 2023.</li> </ul>
Ex Rights trading	<ul style="list-style-type: none"> <li>• Beginning on September 19, 2023, the shares of Autoneum are expected to be traded ex Rights.</li> </ul>
Rights Trading Period	<ul style="list-style-type: none"> <li>• September 19, 2023 to September 25, 2023 on the SIX Swiss Exchange.</li> </ul>
Rights Exercise Period	<ul style="list-style-type: none"> <li>• September 19, 2023 to September 27, 2023, 12:00 noon (CEST).</li> <li>• Each exercise of Rights will be effective at the Offer Price and is irrevocable and may not be withdrawn, cancelled, rescinded or modified.</li> <li>• Rights not duly exercised by 12:00 noon (CEST) on September 27, 2023, will expire and become null and void without any compensation.</li> </ul>
Listing and trading	<ul style="list-style-type: none"> <li>• It is expected that the listing of the Offered Shares according to the International Reporting Standard on the SIX Swiss Exchange will become effective, and trading in the Offered Shares will commence, on or around September 29, 2023.</li> </ul>
Delivery of Offered Shares	<ul style="list-style-type: none"> <li>• Delivery of Offered Shares against payment of Offer Price is expected to occur on October 2, 2023.</li> </ul>
Dividend and distribution entitlement	<ul style="list-style-type: none"> <li>• The Offered Shares are entitled to dividends or other distributions, if any, for the first time for the financial year ending 31 December 2023.</li> </ul>
Notification and exercise of Rights	<ul style="list-style-type: none"> <li>• The allocation of the Rights and notifications to holders of existing shares will be made through the depositary bank, custodian or other financial intermediary through which such existing shares are held. Holders of Rights must, if they so wish, subscribe for Offered Shares according to the instructions of their depositary banks, custodians or other financial intermediaries, at their own expense.</li> <li>• Shareholders who do not hold their existing shares through a financial intermediary and that are recorded in the share register must proceed in accordance with the Company's letter to them dated September 14, 2023.</li> </ul>
Exercise of Rights by Anchor Shareholders	<ul style="list-style-type: none"> <li>• Subject to execution of the Share Capital Increase, the Anchor Shareholders committed to exercise the number of Rights allocated to them.</li> </ul>

## Indicative key dates

<b>Date</b>	<b>Event</b>
September 14, 2023	<ul style="list-style-type: none"> <li>• Press release with terms of Rights Offering including maximum number of Offered Shares, Offer Price and Subscription Ratio</li> <li>• Publication of Prospectus</li> </ul>
September 18, 2023	<ul style="list-style-type: none"> <li>• After close of trading on the SIX Swiss Exchange: Cut-off Date (for determination of existing shareholders of Autoneum for the entitlement to Rights)</li> </ul>
September 19, 2023	<ul style="list-style-type: none"> <li>• Ex Rights day</li> <li>• Shareholders who acquire shares of Autoneum after the Cut-off Date will acquire Shares without entitlement to Rights</li> </ul>
September 19 till September 25, 2023	<ul style="list-style-type: none"> <li>• Rights Trading Period (on the SIX Swiss Exchange)</li> </ul>
September 19 till September 27, 2023 12:00 noon (CEST)	<ul style="list-style-type: none"> <li>• Rights Exercise Period</li> </ul>
September 27, 2023	<ul style="list-style-type: none"> <li>• Press release with announcing the number of Offered Shares for which Rights have been exercised (after close of trading)</li> </ul>
September 28, 2023	<ul style="list-style-type: none"> <li>• Press release and prospectus supplement announcing results of overall Rights Offering (before opening of trading)</li> <li>• Creation of Offered Shares sold in the Offering and registration of such Offered Shares in the commercial register</li> </ul>
September 29, 2023	<ul style="list-style-type: none"> <li>• Listing and first trading day of Offered Shares on the SIX Swiss Exchange</li> </ul>
October 2, 2023	<ul style="list-style-type: none"> <li>• Settlement of Rights Offering (delivery of the Offered Shares against payment of the Offer Price)</li> </ul>

## Share capital before and after the Share Capital Increase

The share capital of Autoneum registered in the commercial register of the Canton of Zurich (as of September 14, 2023) is CHF 233,618.15, divided into 4,672,363 registered shares with a nominal value of CHF 0.05 each.

Following the registration of the Share Capital Increase relating to the Offered Shares in the commercial register of the Canton of Zurich, the share capital of Autoneum is expected to amount to up to CHF 292,022.65, divided into up to 5,840,453 registered shares with a nominal value of CHF 0.05 each, assuming all Offered Shares have been placed in the Offering.

## Tax aspects

Shareholders are advised to consult their professional advisor on the tax consequences which they may incur in light of their particular circumstances under the Swiss or foreign taxation laws applicable to them, by being allotted Rights or by purchasing or exercising Rights or by not validly exercising Rights (with the consequence of the Rights expiring without compensation) or by subscribing and purchasing Offered Shares and by holding or selling Offered Shares.

Further information can be found under the heading “Taxation” in the Prospectus, which is expected to be available on September 14, 2023.

## Frequently asked questions

### **What is a rights offering?**

A rights offering is a capital increase in which existing shareholders receive subscription rights (Rights) to subscribe for new shares. Each existing shareholder receives one Right for each share they hold at a specified time and date (Cut-off Date). By exercising the allocated Rights, the shareholder can subscribe for a specified number of new shares for a given number of Rights (the Subscription Ratio) against payment of the offer price. This is a common way to raise equity in Switzerland and elsewhere in Europe.

A rights offering gives existing shareholders the opportunity to maintain their proportionate shareholding in the company by exercising their Rights. Alternatively, shareholders who do not want to exercise their Rights can sell them in the market, which will result in a dilution of their proportionate shareholding. The proceeds received from the sale of Rights may compensate shareholders economically for such dilution.

### **What is a subscription right?**

Subscription rights (Rights) entitle their holder to subscribe for a given number of Offered Shares at the Offer Price during the Rights Exercise Period based on the Subscription Ratio.

### **How will the Offer Price and the Subscription Ratio be determined?**

The Board of Directors has determined the maximum number of Offered Shares, the Offer Price and the Subscription Ratio, which were published on September 14, 2023.

### **Is there a particular period during which I must exercise my Rights?**

Yes. If you wish to exercise your Rights, you must do so during the Rights Exercise Period (which is expected to be from (and including) September 19, 2023, until 12:00 noon (CEST) on September 27, 2023). The custodian banks and brokers may, however, set an earlier deadline for the receipt of instructions to exercise the Rights. Please follow the instructions to be provided by your custodian bank or broker.

If Rights have not been validly exercised by the end of the Rights Exercise Period, the Rights will expire and any holder thereof will not receive any compensation in respect of any such unexercised Rights. Each exercise of Rights will be effective at the Offer Price, is irrevocable and may not be cancelled, modified, rescinded or withdrawn.

Shareholders holding their existing shares of Autoneum in the form of physical share certificates will receive instructions from Autoneum in a letter dated September 14, 2023.

### **When will I receive the documents needed to exercise Rights?**

You are requested to follow the instructions you will receive from your custodian bank or broker on or around the start of the Rights Exercise Period. Shareholders holding their existing shares of Autoneum in the form of physical share certificates will receive instructions from Autoneum in a letter dated September 14, 2023.

### **What should I do if I do not wish to subscribe for any Offered Shares and would like to sell my Rights?**

Please follow the instructions to be received from your custodian bank or broker, or otherwise contact your client advisor at your custodian bank or broker. If you hold your existing shares of Autoneum in the form of physical share certificates, you should follow the instructions to be received from Autoneum in a letter dated September 14, 2023.

### **Can I use some of my Rights to subscribe for Offered Shares and sell the remaining Rights?**

Yes, you may do so if you hold your existing shares of Autoneum in a custody account with a bank or broker. For this purpose, you should follow the instructions to be received from your custodian bank or broker, or otherwise contact your client advisor at your custodian bank or broker.

If you hold your existing shares of Autoneum in the form of physical share certificates, you should follow the instructions to be received from Autoneum in a letter dated September 14, 2023.

**What will happen if I do nothing?**

If your Rights are not validly exercised by 12:00 noon (CEST) on September 27, 2023, your Rights will expire and become null and void without any right to compensation.

**How do I pay for the Offered Shares?**

You will receive written instructions from your custodian bank or broker explaining how payment is to be effected.

**When will trading in the Offered Shares begin?**

Trading in the Offered Shares on the SIX Swiss Exchange is expected to commence on or around September 29, 2023.

**When will I receive the Offered Shares for which I have subscribed?**

The Offered Shares are expected to be delivered on or around October 2, 2023.

**Do the Offered Shares have the same rights as the existing shares of Autoneum?**

Yes, the Offered Shares have the same voting and economic rights, and will be tradable on the SIX Swiss Exchange.

To exercise the voting rights, the shareholder must arrange to be entered as a shareholder with voting rights in the share register of Autoneum.

**Do the Offered Shares have a different security number?**

No, the Offered Shares will have the same security number as the existing shares of Autoneum (Swiss security number 12748036, ISIN CH0127480363, ticker symbol AUTN).

**Where can I obtain further information?**

Please contact your custodian bank or broker.

**What do I do if I hold my shares in physical certificates at home?**

Shareholders who do not hold their existing shares through a financial intermediary and that are recorded in the share register, will be allocated one Right for each existing share and must proceed in accordance with the Company's letter to them dated September 14, 2023.

## Illustrative numerical example

### **I own 105 shares of Autoneum at the Cut-off Date. What can I do?**

As described above, holders of shares of Autoneum after close of trading on the SIX Swiss Exchange on September 18, 2023 (i.e., the Cut-off Date) will be allotted one Right for each existing share held. Hence you will receive 105 Rights. Subject to restrictions under local laws applicable to shareholders in certain jurisdictions, it is expected that your 105 Rights will entitle you to purchase 25 Offered Shares at the Offer Price of CHF 90.75 per Offered Share during the Rights Exercise Period. You therefore have the following options:

- You may purchase 25 Offered Shares at the Offer Price. You will need to exercise 100 of your allocated 105 Rights during the Rights Exercise Period. On October 2, 2023, you will have to pay CHF 2,268.75 and you will receive 25 Offered Shares. You can sell the remaining 5 Rights during the Rights Trading Period. Rights that have not been validly exercised by the end of the Rights Exercise Period will expire without the right to any compensation.
- You may sell all of your 105 Rights during the Rights Trading Period. The price of the Rights and therefore your proceeds will depend on the share price of Autoneum and supply and demand for the Rights during the Rights Trading Period.
- You may exercise only part of your 105 Rights during the Rights Exercise Period and sell the remainder during the Rights Trading Period.
- You may buy additional Rights during the Rights Trading Period on SIX Swiss Exchange to participate in the Rights Offering in a higher proportion than your current shareholding.

## Disclaimers

### Important note

This document is not an offer to sell or a solicitation of offers to purchase or subscribe for shares. This document is not a prospectus within the meaning of the Swiss Financial Services Act and not a prospectus under any other applicable laws. Copies of this document may not be sent to, distributed in or sent from jurisdictions in which this is barred or prohibited by law. The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy, in any jurisdiction in which such offer or solicitation would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any jurisdiction. The offer and listing of any securities will be made solely by means of, and on the basis of, a prospectus which is to be approved by the competent review body and published.

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A decision to invest in securities of Autoneum Holding AG should be based exclusively on the prospectus published by Autoneum Holding AG (the "Company") for such purpose. Copies of such prospectus (and any supplements thereto) are available free of charge from UBS AG, Swiss Prospectus Switzerland, P.O. Box, 8098 Zurich, Switzerland (email: [swiss-prospectus@ubs.com](mailto:swiss-prospectus@ubs.com)). In addition, copies of such issue and listing prospectus (and any supplements thereto) are available free of charge in Switzerland from Autoneum Holding AG, Schlosstalstrasse 43, 8406 Winterthur, Switzerland (email: [investor@autoneum.com](mailto:investor@autoneum.com)).

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This publication may contain specific forward-looking statements, e.g. statements including terms like "believe", "assume", "expect", "forecast", "project", "may", "could", "might", "will" or similar expressions. Such forward-looking statements are subject to known and unknown risks, uncertainties and other factors which may result in a substantial divergence between the actual results, financial situation, development or performance of Autoneum Holding AG and those explicitly or implicitly presumed in these statements. Against the background of these uncertainties, readers should not rely on forward-looking statements. Autoneum Holding AG assumes no responsibility to up-date forward-looking statements or to adapt them to future events or developments.

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