

Invitation to the Annual General Meeting of Autoneum Holding Ltd

Tuesday, April 9, 2024, at 4:30 p.m.
(doors open at 3:30 p.m.)

gate27
Theaterstrasse 27b, 8400 Winterthur

Dear shareholders

The Board of Directors of Autoneum Holding Ltd is pleased to invite you to the Annual General Meeting 2024.

Agenda items and proposals of the Board of Directors

1. Presentation of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements 2023

The Board of Directors is required by law and according to the Articles of Association to submit the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements 2023 to the Annual General Meeting for approval, acknowledging the Statutory Auditors' Reports.

Proposal: The Board of Directors proposes the approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements 2023.

2. Approval of the appropriation of available earnings 2023

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

Proposal: The Board of Directors proposes to appropriate the available earnings 2023 as follows:

| | |
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| | CHF |
| Balance brought forward | 233 960 252 |
| Net profit for the year | 6 365 223 |
| Total at disposal of the Annual General Meeting | 240 325 475 |
| Distribution of a dividend of CHF 2.50 per share | 14 601 133 |
| Carried forward to new account | 225 724 343 |

If this proposal is approved, the dividend will be paid out from April 15, 2024 onwards, with the 35% deduction for withholding tax. The last trading day entitling the shareholders to receipt of the dividend is April 10, 2024. As of April 11, 2024 the shares will be traded ex dividend.

3. Consultative vote on the Corporate Responsibility Report 2023

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

Proposal: The Board of Directors proposes the approval of the Corporate Responsibility Report 2023 by means of a non-binding consultative vote.

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

As a consequence of the discharge of the members of the Board of Directors and the Group Executive Board, they can no longer be held liable by the Company and the consenting shareholders for events from the 2023 financial year that were brought to the attention of the Annual General Meeting.

Proposal: The Board of Directors proposes to grant discharge to its members and the members of the Group Executive Board for their activities in the financial year 2023.

5. Election of the members of the Board of Directors

As the term of office of the members of the Board of Directors expires at the end of the Annual General Meeting 2024 in accordance with the law and the Articles of Association, they must be re-elected by the Annual General Meeting. More information on the members of the Board of Directors can be found from page 84 of the Annual Report and on our website at www.autoneum.com/investor-relations/corporate-governance.

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

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

as members of the Board of Directors by way of individual election for a one-year term of office, expiring after the completion of the Annual General Meeting 2025.

The Board of Directors also proposes the election of

- 5.7 Martin Klöti

as new member of the Board of Directors by way of individual election for a one-year term of office, expiring after the completion of the Annual General Meeting 2025.

Martin Klöti has many years of extensive expertise in the areas of corporate management and finance in internationally active companies.

Further information can be found at
<https://www.autoneum.com/martin-kloeti>.

6. Election of the Chairman of the Board of Directors

In accordance with the law and the Articles of Association, the term of office of the Chairman of the Board of Directors expires with the completion of the Annual General Meeting 2024. He must therefore be re-elected by the Annual General Meeting.

Proposal: The Board of Directors proposes the re-election of Hans-Peter Schwald as Chairman of the Board of Directors for a one-year term of office, expiring after the completion of the Annual General Meeting 2025.

7. Election of the members of the Compensation Committee

In accordance with the law and the Articles of Association, the term of office of the members of the Compensation Committee expires with the completion of the Annual General Meeting 2024. Therefore, each member has to be re-elected by the Annual General Meeting.

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

- 7.1 Norbert Indlekofer
- 7.2 Hans-Peter Schwald
- 7.3 Oliver Streuli
- 7.4 Ferdinand Stutz

as members of the Compensation Committee by way of individual election for a one-year term of office, expiring after the completion of the Annual General Meeting 2025.

8. Election of the Statutory Auditors

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

Proposal: The Board of Directors proposes the re-election of KPMG AG, Zurich, as Statutory Auditors for the financial year 2024.

9. Election of the Independent Proxy

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

Proposal: The Board of Directors proposes the re-election of lic. iur. Ulrich B. Mayer, Attorney-at-Law, Dorfstrasse 10, 8185 Winkel, as the Independent Proxy with a term of office expiring after the completion of the Annual General Meeting 2025.

10. Consultative vote on the Remuneration Report 2023

In accordance with the Articles of Association, the maximum total amount of remuneration for the Board of Directors and the Group Executive Board is approved annually for the following financial year. If variable remuneration is voted on prospectively, the Remuneration Report must be submitted to the Annual General Meeting for a consultative vote. The Remuneration Report can be found in the Annual Report 2023 from page 169 onwards.

Proposal: The Board of Directors proposes the approval of the Remuneration Report 2023 by means of a non-binding consultative vote.

11. Approval of the maximum total remuneration for the members of the Board of Directors for the financial year 2025

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

The remuneration of the members of the Board of Directors comprises a fixed annual fee. Details on the basics of the remuneration for the members of the Board of Directors can be found in the Remuneration Report from page 169 onwards of the Annual Report 2023.

Proposal: The Board of Directors proposes the approval of the maximum total remuneration for the members of the Board of Directors in the amount of CHF 2.0 million for the financial year 2025.

12. Approval of the maximum total remuneration for the members of the Group Executive Board for the financial year 2025

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

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

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

Details on the basics for the remuneration of the members of the Group Executive Board can be found in the Remuneration Report from page 169 onwards of the Annual Report 2023.

Proposal: The Board of Directors proposes the approval of the maximum total remuneration for the members of the Group Executive Board in the amount of CHF 10.0 million for the financial year 2025.

13. Partial amendments to the Articles of Association

13.1. Deletion of the Capital Band

The share capital of Autoneum Holding Ltd has been increased on September 28, 2023 by CHF 58'404.50 to CHF 292'022.65 for the purpose of partially refinancing the acquisition of the automotive business of the Borgers Group. The provision on the capital band in the Articles of Association should therefore be deleted.

Proposal: The Board of Directors proposes the deletion of the capital band in §3a as follows:

| Previous version | Proposed new version (changes bold, deletions crossed out) |
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| §3a Capital Band | §3a Capital Band deleted |
| <p>1. 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.</p> <p>2. 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.</p> | <p>1. 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.</p> <p>2. 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.</p> |

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| 3. The subscription and acquisition of new shares as well as any subsequent transfer of the shares shall be subject to the restrictions of §4. | 3. The subscription and acquisition of new shares as well as any subsequent transfer of the shares shall be subject to the restrictions of §4. |
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13.2. Permitted mandates

Art. 626 para. 2 lit. 1 CO defines what is meant by a mandate. This definition should now be reflected in §20 of the Articles of Association.

Proposal: The Board of Director proposes the deletion of §20 Section 3 lit. d) and the amendment of §20 Section 3 and 5 as follows:

| Previous version | Proposed new version (changes bold, deletions crossed out) |
|---|--|
| §20 Number of permitted mandates | §20 Number of permitted mandates |
| 3. These restrictions do not apply to: | 3. These restrictions do not apply to: |
| <ul style="list-style-type: none"> a) Mandates in companies controlled by the Company or which control the Company. b) Mandates held by a member of the Board of Directors or of the Group Executive Board on the instructions of the Company or companies controlled by the Company. c) Mandates in companies that do not qualify as companies within the meaning of Art. 727 para. 1 lit. 2 CO. d) Mandates in non-profit organizations and foundations as well as pension funds. | <ul style="list-style-type: none"> a) Mandates in companies controlled by the Company or which control the Company. b) Mandates held by a member of the Board of Directors or of the Group Executive Board on the instructions of the Company or companies controlled by the Company. c) Mandates in companies that do not qualify as companies within the meaning of Art. 727 para. 1 lit. 2 CO. d) Mandates in non-profit organizations and foundations as well as pension funds. |
| The number of mandates pursuant to lit. c and d is limited to a total of twenty. | The number of mandates pursuant to lit. c and d is limited to a total of twenty. |
| 5. Mandates shall mean mandates in the supreme governing or management body of a legal entity which is required to be registered in the commercial register or a comparable foreign register. | 5. Mandates shall mean mandates in comparable functions at other companies with an economic purpose. in the supreme governing or management body of a legal entity which is required to be registered in the commercial register or a comparable foreign register. |

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

Winterthur, March 13, 2024

Autoneum Holding Ltd

For the Board of Directors
Chairman

A handwritten signature in black ink, appearing to read 'H. Schwald', written in a cursive style.

Hans-Peter Schwald

General Information

Documents

The Annual Report 2023, including the Financial Statements, the Consolidated Financial Statements, the Remuneration Report as well as the Statutory Auditors' Reports and the separate Corporate Responsibility Report 2023 are available electronically from March 13, 2024 onwards at www.autoneum.com/investor-relations/financial-reports, resp. at <https://www.autoneum.com/corporate-responsibility/> and can be ordered by shareholders registered in the Company's share register using the enclosed registration form or electronically via the Nimbus ShApp platform at <https://autoneum.shapp.ch>.

Legitimation and admission cards

Only shareholders who are entered in the share register of Autoneum Holding Ltd with voting rights on March 28, 2024 may attend and exercise their voting rights at the Annual General Meeting.

If you wish to attend the Annual General Meeting in person or to be represented by any representative of your choice, you need an admission card with voting cards. The admission card with voting cards can be ordered using the enclosed registration form or electronically via the Nimbus ShApp platform at <https://autoneum.shapp.ch>. The admission cards will be sent as of April 2, 2024. Accompanying persons will not be admitted.

Proxies

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

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

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

To order admission cards or issue proxy and instructions by mail, please complete, sign and return the enclosed registration form by March 28, 2024 at the latest. Preparations for the Annual General Meeting will be facilitated by the prompt return of the registration form.

Electronic platform Nimbus ShApp

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

It is possible to issue proxy and instructions electronically to the Independent Proxy or make changes to the issued instructions up to April 5, 2024 at the latest (end of day).

Language

The Annual General Meeting will be held in German.

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

Directions

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

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

Public transportation from Winterthur main station

Bus lines 3 or 10 to the bus stop Winterthur Bezirksgebäude with a subsequent walk of 5 minutes to the gate27.

Or by foot in a 10 minute walk from Winterthur main station. Follow the marked path along the railway line towards Kantonsspital Winterthur (KSW).

Private transportation

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

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

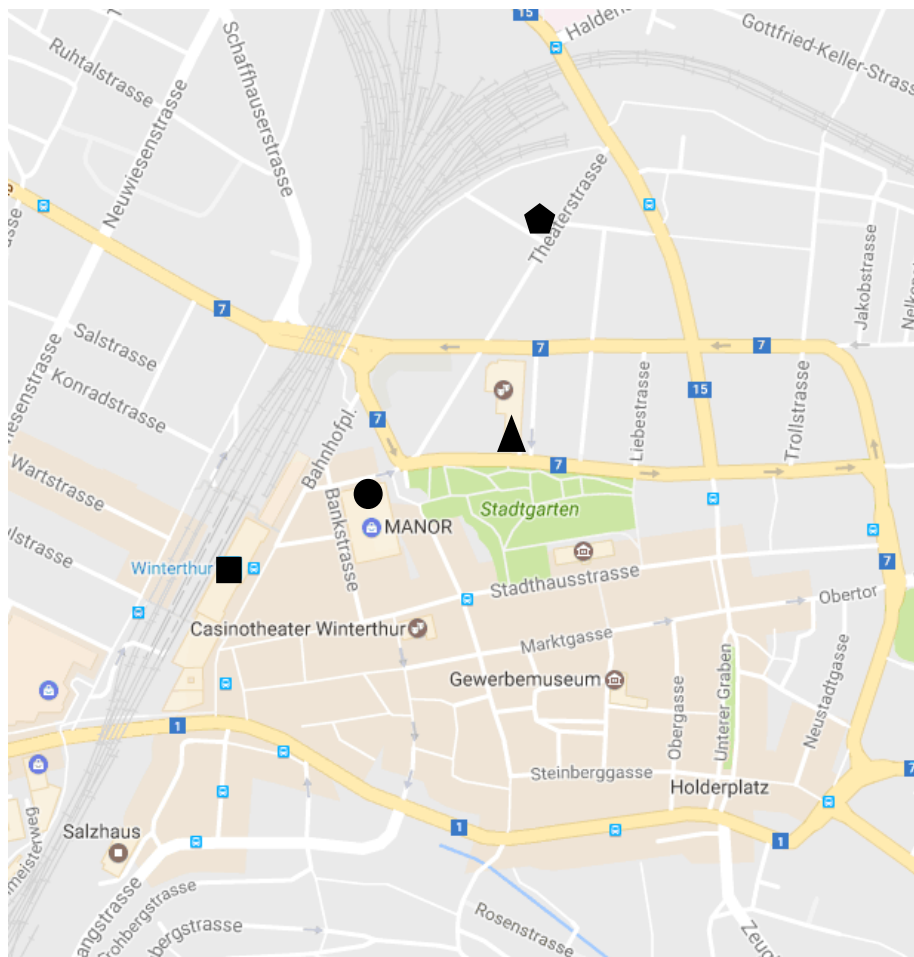
Enclosures

- Registration form
- Reply envelope

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www.autoneum.com

Map



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

