

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

Tuesday, April 28, 2026, 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 2026.

Agenda items and proposals of the Board of Directors

1. **Presentation of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements 2025**

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 2025 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 2025.

2. **Approval of appropriation of available earnings and repayment of reserves from capital contributions**

By law, the appropriation of available earnings and the repayment of reserves from capital contributions are to be decided by the Annual General Meeting.

Based on the financial results for 2025, the Board of Directors proposes a distribution of a total of CHF 3.20 per share, half of which shall be charged to available earnings and half to reserves from capital contributions.

The last trading day on which shares are traded with entitlement to the dividend and the repayment from reserves from capital contributions is April 29, 2026. As of April 30, 2026, the shares will be traded ex-dividend/repayment from reserves from capital contributions.

2.1 **Approval of appropriation of available earnings 2025**

Proposal: The Board of Directors proposes to appropriate the available earnings 2025 as follows:

	CHF
Balance brought forward	248 027 352
Net profit for the year	7 036 972
Total at disposal of the Annual General Meeting	255 064 324
Distribution of a dividend of CHF 1.60 per share	9 344 725
Carried forward to new account	245 719 600

If this proposal is approved, the dividend will be paid out from May 5, 2026, onwards, with the 35% deduction for withholding tax.

2.2 Approval of repayment of reserves from capital contributions

Proposal: The Board of Directors proposes the repayment of reserves from capital contributions as follows:

	CHF
Reserves from capital contributions available for repayment	101 152 463
Repayment of reserves from capital contributions of CHF 1.60 per share	9 344 725
Reserves from capital contributions after repayment	91 807 738

If this proposal is approved, the repayment from reserves from capital contributions will be paid out from May 5, 2026 and will be exempt from withholding tax.

3. Consultative vote on the Corporate Responsibility Report 2025

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 2025 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 2025 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 2025.

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 2026 in accordance with the law and the Articles of Association, they must be re-elected by the Annual General Meeting. All members of the Board of Directors proposed for re-election are independent in accordance with the Swiss Code of Best Practice for Corporate Governance, and none of the members holds an executive position.

More information on the members of the Board of Directors can be found from page 43 of the Annual Report and on our website at www.autoneum.com/investor-relations/corporate-governance.

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

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

as members of the Board of Directors by way of individual election for a one-year term of office, expiring after the completion of the Annual General Meeting 2027.

Yanni von Roy-Jiang has informed the Board of Directors that, due to a new professional position which could potentially give rise to conflicts of interest with a board mandate at Autoneum, she will not be available for re-election. The Board of Directors sincerely thanks Yanni von Roy-Jiang for her commitment and valuable contribution during her tenure on the Board.

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 2026. 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 2027.

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 2026. Therefore, each member has to be re-elected by the Annual General Meeting.

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

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

as members of the Compensation Committee by way of individual election for a one-year term of office, expiring after the completion of the Annual General Meeting 2027.

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 2026.

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 2027.

10. Consultative vote on the Remuneration Report 2025

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 2025 from page 141 onwards.

Proposal: The Board of Directors proposes the approval of the Remuneration Report 2025 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 2027

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 141 onwards of the Annual Report 2025.

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 2027.

12. Approval of the maximum total remuneration for the members of the Group Executive Board for the financial year 2027

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

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

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

Details on the basics for the remuneration of the members of the Group Executive Board can be found in the Remuneration Report from page 141 onwards of the Annual Report 2025.

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 2027.

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 30, 2026

Autoneum Holding Ltd

For the Board of Directors
The Chairman



Hans-Peter Schwald

General Information

Documents

The Annual Report 2025, including the Financial Statements, the Consolidated Financial Statements, the Remuneration Report as well as the Statutory Auditors' Reports and the separate Corporate Responsibility Report 2025 are available electronically at www.autoneum.com/investor-relations/financial-reports, resp. at www.autoneum.com/corporate-responsibility. The Annual Report 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 April 22, 2026 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 23, 2026. Accompanying people 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 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 April 22, 2026, 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 26, 2026, at the latest (end of day).

Language

The Annual General Meeting will be held in German.

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

Directions

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

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

Public transportation from Winterthur main station

Bus lines 3 or 10 to the bus stop Winterthur Bezirksgebäude with a subsequent walk of five minutes to gate27. Or by foot in a ten-minute walk from Winterthur main station. Follow the marked path along the railway line towards Kantonsspital Winterthur (KSW).

Private transportation

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

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

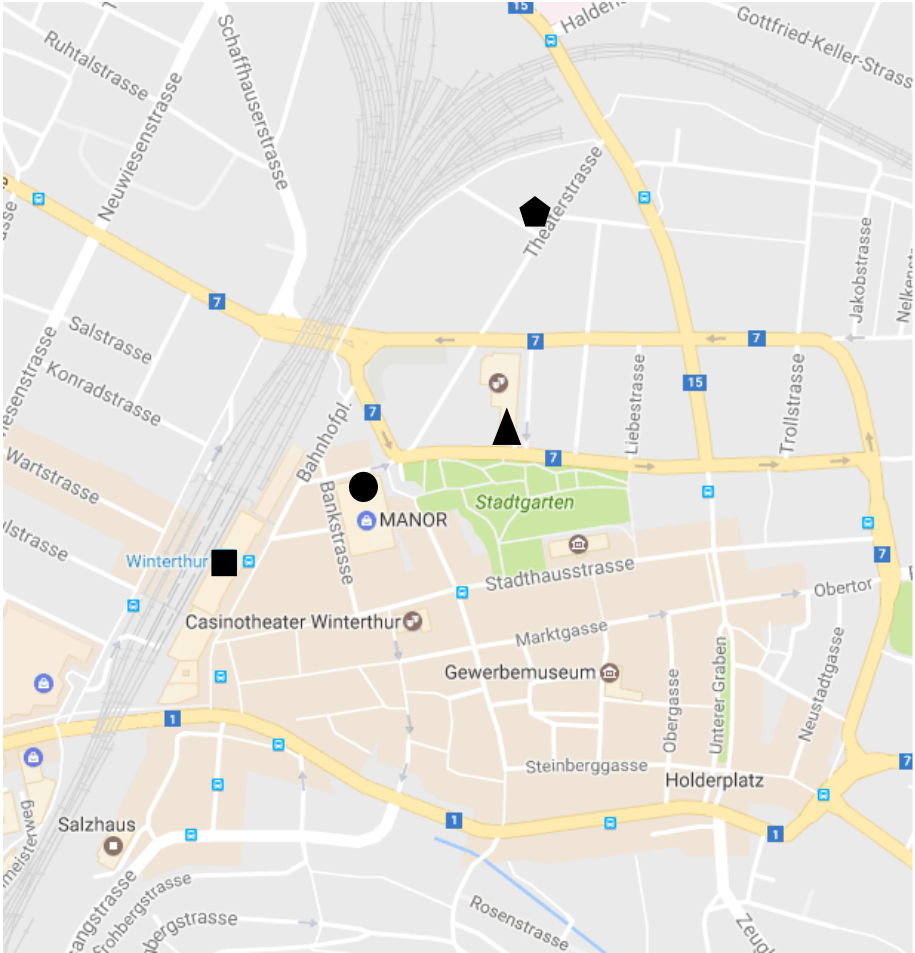
Enclosures

- Registration form
- Reply envelope

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info@autoneum.com
www.autoneum.com

Map



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